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Tallahassee, FL 32301  
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DATE: 12/8

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Corporation(s) Name

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Southwest Florida Chapter of The Risk and Insurance

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TALLAHASSEE, FLORIDA

- Profit Articles
- Nonprofit
- Foreign
- LLC
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- UCC ( ) 1 or ( ) 3
- Amendment
- Dissolution
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- Fictitious Name
- Merger
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Jeffrey Butterfield

Thank You!

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**ARTICLES OF INCORPORATION**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

Southwest Florida Chapter of the Risk and Insurance Management Society, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

c/o Leslie C. Price, Health Management Associates, Inc.,  
5811 Pelican Bay Blvd., Naples, FL 34108

ARTICLE III PURPOSE(S)

The specific purpose(s) for which the corporation is organized is(are):

See Attached.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is:

See Attached.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

CT CORPORATION SYSTEM  
1200 South Pine Island Road  
Plantation, FL 33324

ARTICLE VI INCORPORATOR

The **name and address** of the Incorporator to these Articles of Incorporation are:

Ellen R. Dunkin, Esq., c/o The Risk and Insurance Management Society, Inc., 655 Third Ave., 2nd Flr. New York, NY 10017-5637

Ellen R Dunkin  
Signature/Incorporator

12-4-00  
Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Jonathan R. Giddings  
Signature/Registered Agent

Jonathan R. Giddings  
Assistant Secretary

12/7/2000  
Date

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The purposes for which the **Southwest Florida Chapter of the Risk and Insurance Management Society, Inc.** is formed are:

- a) To promote and further the discipline of risk management by: (1) enhancing the image of practitioners as well as others within the risk management and insurance communities; (2) fostering the educational and professional development of risk managers; (3) influencing legislation and regulation at the federal, state and provincial levels; (4) developing and promoting products and services which meet the needs of its member-practitioners; (5) providing forums for the free exchange of ideas and viewpoints among its member-practitioners; (6) promoting a competitive insurance marketplace and the development of insurance products which benefit all insurance consumers; (7) fostering relationships with other professional societies and organizations in order to advance its objectives; and (8) abiding by the Constitution and Bylaws of the Risk and Insurance Management Society, Inc.
- b) To conduct such activities that promote the meaning and intent of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended and in effect from time to time.
- c) To engage in any and all lawful activities incidental or conducive to the foregoing purposes or in advancement thereof, except as restricted herein.

## ARTICLE V - RIMS DIRECTORS

The Members shall elect, at its Annual Meeting, one of its deputy members, usually someone who has previously served as Chapter President, to serve on the Board of Directors of RIMS for a two (2) year term. Said two-year term shall commence on the first (1<sup>ST</sup>) day of January . The RIMS Director shall serve as a voting member of the Chapter Board, as well as a voting member of RIMS Board of Directors.

The Chapter shall notify RIMS at RIMS' principal office, in writing and within fifteen (15) days of election, of the RIMS Director elected, along with the name of the member company in which the RIMS Director is employed.

The RIMS Director acts as communication liaison between the chapter and the RIMS leadership, representing the chapters' concerns and interests to RIMS at large, as well as reporting on RIMS directions and activities at the local chapter level. It is the RIMS Director's responsibility to communicate the changes in the Chapter Constitution and Bylaws necessary to comply with constitutional changes in the RIMS Constitution and Bylaws.

## ARTICLE VI - BOARD OF DIRECTORS

**Section 1. General Powers.** The Chapter's members shall elect officers and directors of the Chapter who shall then assume the general management of all affairs of the Chapter.

**Section 2. Composition.** The Chapter's Board shall consist of 6 Directors. The directors and officers shall be elected at the Annual Meeting by a majority of those members present at the meeting. Those elected shall take office on the 1st day of January, and shall serve until the expiration of their term of office or until their successors have been elected and qualified. All Chapter Directors and officers shall be Deputy Members of RIMS.

**Section 3. Nominations.** Nominations for the Chapter Board, other than those made by the nominating committee, may be made by petition signed by not less than 50% of the members, and such petition must be presented to the Chapter Secretary at least fifteen (15) days prior to the date of the Annual Meeting of the Chapter.

**Section 4. Term Limits.** All directors and officers shall be elected to a one year term, except for the RIMS Director who shall serve two year terms

**Section 5. Resignations.** Directors may resign at any time by giving written notice to the Chapter Secretary and such resignation shall take effect at the time specified therein.

**Section 6. Removals.** A Director may be removed from office upon a two-third (2/3) vote of the Chapter Board of Directors, taken at a meeting of the Board of Directors held at least thirty (30) days after notice in writing is given to all directors that such removal action will be considered and the reason(s) therefore.

**Section 7. Vacancies.** Vacancies on the Chapter Board shall be filled by the Chapter Board. Any person selected to fill a vacancy shall serve the unexpired term of the Director he/she succeeds.

## ARTICLE VII - OFFICERS

**Section 1. Officers.** Officers of the Chapter shall be the President, Vice President, Secretary and Treasurer, and as many additional Vice Presidents as the Chapter's Board of Directors deems necessary.

**Section 2. Election of Officers.**

The Officers and Directors of the Chapter shall be elected by the Members as follows:

- A. The Nominating Committee shall deliver to the Secretary of the Chapter, not later than the 15<sup>th</sup> day of October the names of its nominees for each elective office, together with a signed acceptance from each.
- B. Candidates, other than those selected by the Nominating Committee, shall be placed in nomination at the written petition of no fewer than 50% of the members. The petition may include a full or partial slate of officers and shall be valid if accompanied by a signed acceptance from each candidate and if filed with the Chapter Secretary not later than fifteen (15) days prior to the date of the Annual Meeting of the Chapter.
- C. Only candidates placed in nomination as herein provided shall appear on the ballot to be voted upon in the annual election, as described in subsection (D), below.
- D. The Chapter Secretary shall mail to the Members, not later than the 1<sup>st</sup> day of November, a ballot for the annual election containing the names of all candidates for Officers And Directors . The return date of the voted ballot shall be on or before the date of the next meeting of the Chapter Board of Directors.

**Section 3. Removal.** Any officer may be removed with or without cause by an affirmative vote of two-thirds (2/3) of the Chapter Board of Directors.

**Section 4. Vacancies.** Vacancies in any office shall be filled by the Chapter Board of Directors upon the recommendation of the Nominating Committee for the unexpired portion of the term. The Chapter shall notify RIMS within fifteen (15) days of any vacancies filled by the Chapter Board of Directors.

**Section 5. President.** The President shall be the chief executive officer of the Chapter and shall have general supervisory powers over the business affairs of the Chapter and its Officers, subject to the control of the Chapter Board of Directors. It shall be the duty of the President to preside at all meetings of the chapter membership and Chapter Board of Directors and to enforce all laws and regulations relating to the Chapter.

**Section 6. Vice President.** The Vice President shall, in the absence of the President, perform all the duties of the President and shall perform such other duties as from time to time may be assigned to the Vice President by the President or Chapter Board of Directors. It shall be the Vice President's further duty to counsel and assist the President in the administration of all business of the Chapter.

**Section 7. Treasurer.** The Treasurer shall have general supervision of financial operations of the Chapter and shall supervise the receipt, deposit and disbursement of all moneys held in the name of the Chapter. All disbursements of Chapter funds, shall require the signature of at least two Directors. All dispersing of Chapter funds shall require original invoices and receipts as permanent back up. No expenses of any amount incurred by any officer, director, or member shall be reimbursed with out advanced approval by a 2/3ds majority of Board Of Directors prior to incurring the expenses. The accounts and related records of the Treasurer shall be audited, as prescribed by the Chapter Board of Directors, at least annually. A financial statement shall be prepared and distributed at least monthly.

**Section 8. Secretary.** The Secretary shall record all official actions of the Chapter, shall issue all notices of meetings, shall keep a register of the Chapter membership and shall perform all other duties

usual to the office of Secretary, and such other duties as from time to time may be assigned by the President or Chapter Board of Directors.

### ARTICLE VIII - COMMITTEES

**Section 1. Nominating Committee.** A Nominating Committee shall be appointed by the Chapter President, with the approval of the Chapter Board of Directors, within ninety (90) days after taking office. The Nominating Committee shall consist of 3 members of the Chapter. The Chapter President shall appoint a Chair of the committee from the members appointed. Vacancies on the committee shall be filled by the Chapter President. The Nominating Committee shall deliver to the Chapter Secretary, not later than the 15<sup>th</sup> day of October, the names of its nominees for each elective office, together with a signed acceptance from each nominee. Only candidates placed in nomination by this committee, or by petition, shall appear on the ballot to be voted on in the annual election, to be held by mail ballot.

**Section 2. Other committees.** Other Committees, as may be required by the business of the Chapter, shall be established by the Chapter Board of Directors or the President, and the members of each committee shall be Class I Members of the Chapter. Class II, III, IV, and VI members can be appointed as advisors to a committee at the discretion of the committee Chair. The Chair of each committee shall be designated by the Board Member to whom the committee reports, subject to the approval of the President. The President, Chapter Board of Directors or Committee Chair shall appoint the members of the committee. Each member of a committee shall perform the duties specified in their appointment and shall serve until the commencement of the next annual term of Officers, unless sooner discharged. Except as otherwise provided by the Chapter Board, each committee shall establish its own quorum, rules and procedures.

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