

NO7000008258

MARLOW WHITE

(Requestor's Name)

PO BOX 1050

(Address)

Tallahassee

(Address)

FL 32302 4255000

(City/State/Zip/Phone #)

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Independent Benefits Council, Inc

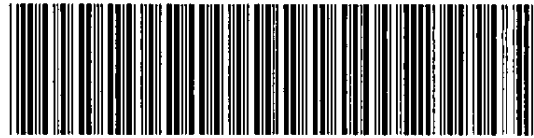
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ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a Florida not-for-profit corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation shall be Independent Benefits Council, Inc.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of this Corporation shall be: 213 South Adams Street, Tallahassee, Florida 32301; or such other location as may be designated from time to time by the Board of Directors.

ARTICLE III

PURPOSES

The specific purposes for which the Corporation is organized are: (1) to develop and promote ways to attract and maintain quality teaching and administrative personnel needed to meet the anticipated shortfall of educators for Florida in the coming years; (2) to develop and promote improvements to employee health insurance and other fringe benefits; (3) to identify, develop and promote selected services and programs to enhance the quality of life for educators; (4) to promote and develop research designed to make education a rewarding career, including ways to improve educator's compensation; and, to encourage educators to work in Florida; (5) to develop and Implement methods of communicating with and educating school personnel on ways to improve the overall well-being of themselves and their families; and (6) to do every other lawful act or acts, thing or things, incidental and pertaining to or growing out of or connected with the aforementioned purposes or any part or parts thereof.

ARTICLE IV

BOARD OF DIRECTORS

The lawful authority and powers of this Corporation shall be exercised by, and its business shall be conducted and carried on by, or be authorized to be conducted and carried on by, a Board of not less than four (4) nor more than fifteen (15) Directors. The officers of the Board shall consist of a Chairman, a Vice-Chairman, and a Secretary. The Board shall have the authority to appoint an Executive Committee and to delegate any of its powers to the Executive Committee which shall exercise said powers subject to the supervision of the full Board. Only

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members of the Board shall have voting rights. The members of the Board shall be elected in accordance with the by-laws of the Corporation. The names and addresses of the initial members of the Board who shall serve until the first election are as follows:

Wayne Blanton, 203 So. Monroe Street, Tallahassee, Florida

William Montford, 208 So. Monroe Street, Tallahassee, Florida

Aaron Wallace, 213 So. Adams Street, Tallahassee, Florida

James M. Warford, 206-B So. Monroe Street, Tallahassee, Florida

ARTICLE V

MEMBERSHIP

This corporation shall have no members as permitted by Section 617.0601(1)(a), Florida Statutes.

ARTICLE VI

EXECUTIVE DIRECTOR, CORPORATE OFFICES AND PROFESSIONAL SERVICES

The Board of Directors shall have the authority to employ an Executive Director and one or more officers and employees and to manage the affairs of the Corporation subject to the supervision of the Board. The Board of Directors shall engage such professional services as it deems necessary and proper, but shall engage a non-member individual or firm as general counsel to the Corporation and a non-member individual or firm as a certified or chartered public accountant to the Corporation. Such Executive Director and other officers and employees shall be compensated as provided for by resolution of the Board of Directors.

ARTICLE VII

CORPORATE POWERS

The corporate powers of this Corporation are as provided in Section 617.0302, Florida Statutes, unless limited by the by-laws of the Corporation adopted pursuant hereto.

ARTICLE VIII

VACANCIES

Vacancies occurring on the Board of Directors or corporate offices shall be filled in such manner and at such time and under such conditions as may be set out in the by-laws of the Corporation.

ARTICLE IX

BY-LAWS

The initial by-laws of this Corporation shall be as adopted by the initial Directors set forth in Article V above. Thereafter, the by-laws of this Corporation shall be altered, amended or rescinded only by two-thirds of the members of the Board of Directors at a regularly called meeting, or at any other meeting of said Board members called for the purpose, provided, however, that in case a meeting is called for this purpose, it shall be called strictly in accordance with the existing by-laws of the Corporation.

ARTICLE X

INCORPORATOR
INITIAL REGISTERED AGENT AND OFFICE

incorporator
The name of the Corporation's initial registered agent, and the address of the initial registered office is Aaron Wallace, 213 So. Adams Street, Tallahassee, Florida 32301.

ARTICLE XI

AMENDMENTS

These Articles may be amended by two-thirds of the members of the Board of Directors present and voting at any regular or special meeting called pursuant to the by-laws of the Corporation for the purpose of amending the Articles.

IN WITNESS WHEREOF, I execute my signature on this 22nd day of August, 2005.

Aaron Wallace
AARON WALLACE, Incorporator
and Organizing Director

ACKNOWLEDGMENT OF ARTICLES OF INCORPORATION

STATE OF FLORIDA

s. s. Tallahassee

COUNTY OF LEON

THE FOREGOING INSTRUMENT was acknowledged before me on this 22nd day of August, 2007, by AARON WALLACE, Organizing Director, who is personally well-known to me and who did not take an oath.

Tammy K. Stump



Tammy K. Stump
Commission # DD536252
Expires April 3, 2010
Bonded Troy Fair - Insurance, Inc. 800-385-7019

RESIDENT AGENT DESIGNATION

IN COMPLIANCE with Section 48.091, Florida Statutes, the Independent Benefits Council, Inc., desiring to organize or qualify under Chapter 617 of the laws of the State of Florida, with its principal place of business at 213 South Adams Street, Tallahassee, FL 32301, names AARON WALLCE as its initial Registered Agent and the Resident Office at 213 South Adams Street, Tallahassee, Florida 32301.

Dated: August 22nd, 2007

Aaron Wallace
AARON WALLCE, Incorporator
and Organizing Director

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above named Corporation, at the place designated above, I hereby agree to act in such capacity, and complete performance of my duties.

Dated: August 22nd, 2007

Aaron Wallace
REGISTERED AGENT

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