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FLORIDA PROFIT/NON PROFIT CORPORATION
Florida International Administrators Association Inc

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**ARTICLES OF INCORPORATION
OF
FLORIDA INTERNATIONAL ADMINISTRATORS ASSOCIATION, INC.
(A Corporation Not-For-Profit)**

The undersigned, for the purpose of forming a nonprofit corporation under Chapter 617 of the Florida Statutes (the "Florida Not For Profit Corporation Act"), do adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is Florida International Administrators Association, Inc. (the "Corporation"). The principal office or mailing address of the Corporation is 101 N. Monroe St., Suite 1090, Tallahassee, FL 32301.

**ARTICLE II
NOT FOR PROFIT**

The Corporation is a not-for-profit corporation as defined in the Florida Not For Profit Corporation Act. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its members, directors or officers, except to the extent permitted by law.

**ARTICLE III
DURATION**

The duration of the Corporation is perpetual.

**ARTICLE IV
PURPOSES**

The object and purpose of the Corporation shall be to engage in fellowship, professional development, the promotion of the common business interest within the financial services industry, and any other lawful purpose, and to take whatever actions may be deemed necessary to achieve such purpose; in furtherance of the preceding, the Corporation shall have the authority to engage in such activities permitted by a business league or similar organization organized within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code").

**ARTICLE V
LIMITATION**

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No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors or officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV ("Purposes").

**ARTICLE VI
MEMBERS**

The membership of the Corporation and the voting rights, if any, of the members shall be as provided in the bylaws.

**ARTICLE VII
REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent of the Corporation is: R. Michael Underwood, Fowler White Boggs P.A., 101 N. Monroe Street, Suite 1090, Tallahassee, Florida, 32301.

**ARTICLE VIII
BOARD OF DIRECTORS**

The management of the corporation shall be vested in a board of directors. The number of directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws, provided, however, the number of directors shall not be less than one (1). The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws. The names and addresses of the persons who are to serve as the initial Directors until the first annual meeting of the Corporation or until their successors are elected are:

R. Michael Underwood

**101 N. Monroe St., Suite 1090
Tallahassee, FL 32301**

**ARTICLE IX
OFFICERS**

The officers and their manner of election shall be as provided in the Bylaws. The initial persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors or until their successors are elected are:

President

R. Michael Underwood

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**ARTICLE X
BYLAWS**

The bylaws of the Corporation are to be adopted by the board of directors, and may be altered, amended, or rescinded by the board of directors. The provisions of the Florida Not For Profit Corporation Act, as amended, shall govern the bylaws.

**ARTICLE XI
AMENDMENT**

These Articles may be amended as provided in the Bylaws.

**ARTICLE XII
DISTRIBUTION UPON DISSOLUTION**

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to one or more organizations qualified as exempt under sections 501(c)(3) or 501(c)(6) of the Code.

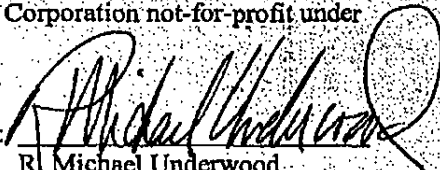
**ARTICLE XIII
INDEMNIFICATION**

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

**ARTICLE XIV
INCORPORATORS**

The name and address of the incorporator is: R. Michael Underwood, Esq., Fowler White Boggs P.A., 101 N. Monroe Street, Suite 1090, Tallahassee, Florida 32301.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand and seal this 12th day of June, 2013, for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act.

By: 
R. Michael Underwood
Incorporator

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

FLORIDA INTERNATIONAL ADMINISTRATORS ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

Michael Underwood
Fowler White Boggs P.A.
101 N. Monroe Street, Suite 1090,
Tallahassee, Florida 32301

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.

Dated: June 12, 2013

FOWLER WHITE BOGGS P.A.
(as Registered Agent)


Michael Underwood

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