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(Requestor's Name)

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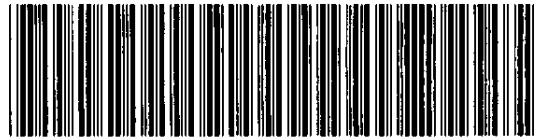
(Business Entity Name)

(Document Number)

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2016 DEC 23 PM 2:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

V HERRING  
DEC 28 2016

LEGAL  
COUNSEL  
BENEFITING  
YOU

**HAYNES  
BENEFITS** PC

November 10, 2016

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Florida Bankers Insurance Trust, Inc. – Articles of Incorporation**

Dear Sir or Madam:

Enclosed please find two (2) original documents of the Articles of Incorporation for the Florida Bankers Insurance Trust, Inc., along with a check in the amount of \$35.00.

I have also enclosed a self-addressed, postage prepaid envelope for your convenience in mailing back one (1) file-stamped original along with the Certificate of Incorporation.

If you have any questions in connection with the foregoing, please do not hesitate to contact me at the number listed below. Thank you for your assistance with this matter.

Sincerely,



J. Christy Grimes  
Legal Assistant

/jcg  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 23, 2016

J. CHRISTY GRIMES  
1650 NE GRAND AVENUE, SUITE 201  
LEE'S SUMMIT, MO 64086

SUBJECT: FLORIDA BANKERS INSURANCE TRUST, INC. (FBIT)  
Ref. Number: W16000079058

We have received your document for FLORIDA BANKERS INSURANCE TRUST, INC. (FBIT) and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00.

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Office of Financial Institutions, pursuant to section 655.922(2a), Florida Statutes. Their telephone number should you need to contact them is 850-410-9800.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee

until the following calendar year.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Valerie Herring  
Regulatory Specialist II  
New Filing Section

Letter Number: 016A00025210



# FLORIDA OFFICE OF FINANCIAL REGULATION

www.FLOFR.com

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DREW J. BREAKSPEAR  
COMMISSIONER

December 23, 2016

Mr. Andrew Haynes  
1650 NE Grand Avenue  
Suite 201  
Lee's Summit, MO 64086

Re: Florida Bankers Insurance Trust, Inc.

Dear Mr. Haynes:

Thank you for your recent correspondence requesting approval for use of the above-referenced name.

It is the opinion of this Office that the corporate name (Florida Bankers Insurance Trust, Inc.) is definitive enough to differentiate the business being conducted from that of a commercial bank, trust company or credit union. Therefore, the Office does not object to your use of the above-referenced name being registered to conduct business in the state of Florida. However, this does not give one the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

A handwritten signature in black ink, appearing to read "J. Martin Stubblefield".

J. Martin Stubblefield  
Director  
Division of Financial Institutions

JMS/dlb

cc: Lyn Shoffstall, Chief, Bureau of Commercial Recordings, Division of Corporations,  
Department of State

FILED

**Articles of Incorporation** 2016 DEC 23 PM 2:49  
**of the**  
**Florida Bankers Insurance Trust, Inc.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, for the purpose of forming a Florida not for profit corporation pursuant to the provisions of Florida Not For Profit Corporation Act, Florida Statutes (F.S.) Chapter 617 (the "Act), and a Voluntary Employee Beneficiary Association under Section 501(c)(9) of the Internal Revenue Code, and all amendments thereto, hereby adopt the following Articles of Incorporation:

**Article One**  
**Name**

The name of the Corporation is the Florida Bankers Insurance Trust, Inc.

**Article Two**  
**Registered Agent and Office; Principal Office**

The address of its Registered Office in the State and County of Florida is 300 Primera Blvd., Suite 140, Lake Mary, FL 32746, and the name of its initial Registered Agent at said address is Angela A. O'Reilly.

The address of its principal office is the same.

**Article Three**  
**Not For Profit**

The Florida Bankers Insurance Trust, Inc. is not for profit, and as such does not afford pecuniary gain, incidentally or otherwise, to its Members.

**Article Four**  
**Members**

The Members of the Florida Bankers Insurance Trust, Inc. shall be employers who meet the requirements of an Active Member of the Florida Bankers Association, Inc., as defined in the Articles of Incorporation of the Florida Bankers Association, Inc.

Members must be approved for membership by a majority of the Board of Trustees, in accordance with such other terms and procedures as are set forth in the Bylaws.

**Article Five  
Board of Trustees**

The initial Board of Trustees shall consist of eight (8) Trustees. The names and addresses of the persons who shall serve as Trustees until the first annual meeting or until their successors are elected and appointed are set forth below:

Ray Colado  
1201 S. Orlando Avenue  
Winterpark, FL 32789

Hugh F. Dailey  
12454 NE 14<sup>th</sup> Avenue  
Anthony, FL 32617

Joseph Dorsey  
2136 SW 7<sup>th</sup> Court  
Boca Raton, FL 33486

James H. McKillop  
615 Crescent Executive Court #400  
Lake Mary, FL 32746

Gregory L. Nelson  
2701 S. Bay Street  
Umatilla, FL 32726

Angela A. O'Reilly, Executive Trustee  
300 Primera Blvd., Suite 140  
Lake Mary, FL 32746

Pamela P. Ricco  
1001 Thomasville Road, Suite 201  
Tallahassee, FL 32303

Jennie Walker  
222 SR 60 E  
Lake Wales, FL 33853

The Trustees shall be elected and appointed as set forth in the Bylaws of the Florida Bankers Insurance Trust, Inc.

**Article Six**  
**Powers of the Board of Trustees**

The Board of Trustees shall have all powers granted by Florida law and statutes, and as set forth in the Bylaws of the Florida Bankers Insurance Trust, Inc.

**Article Seven**  
**Purposes**

The purposes of the Florida Bankers Insurance Trust, Inc. shall be to establish and maintain health and welfare plans for the payment of life, sick, accident and other similar benefits (hereinafter the "Plan") which shall constitute an "employee welfare benefit plan" within the meaning of the Employee Retirement Income Security Act of 1974 (hereinafter "ERISA"). The Trustees shall hold all assets of the Florida Bankers Insurance Trust, Inc. **IN TRUST** and for the exclusive benefit of the Participants, their Dependents and Beneficiaries (as defined in the Bylaws).

The Florida Bankers Insurance Trust, Inc. shall constitute a "voluntary employee beneficiary association" within the meaning of § 501(c)(9) of the Internal Revenue Code of 1986, as amended from time to time, and the Regulations promulgated thereunder (hereinafter § 501(c)(9)), and shall provide life, sick, accident, or other benefits consistent with its exempt status under § 501(c)(9).

The Florida Bankers Insurance Trust, Inc. shall constitute a Bona Fide Association Health Plan, as defined in § 627.6571(5), F.S.

The Florida Bankers Insurance Trust, Inc. shall constitute a Florida not for profit multiple employer welfare arrangement pursuant to the Florida Nonprofit Multiple Employer Welfare Arrangement Act, § 624.436 et seq, F.S.

Notwithstanding any other provisions of the Articles, the Florida Bankers Insurance Trust, Inc. shall not carry on any activities not permitted to be carried on by an association exempt from federal income tax under § 501(c)(9) or ERISA.



**Article Eight  
Powers**

The Florida Bankers Insurance Trust, Inc. shall have and exercise all powers given non-profit corporations under the Florida Not For Profit Corporation Act, as amended from time to time. The Florida Bankers Insurance Trust, Inc. shall be authorized to do any lawful act in furtherance of any and all lawful purposes for which the Florida Bankers Insurance Trust, Inc. may be organized under such law, to the extent such purposes are within the purposes allowable under § 501(c)(9) and ERISA.

**Article Nine  
No Reversion of Contributions**

Except in the case of mistake of fact or law as provided in the Bylaws, or as otherwise permitted by § 501(c)(9), any contribution paid to the Plan by any Member (as defined in the Bylaws) as required under the Bylaws shall be irrevocable; and it shall be impossible at any time for any part of the assets to revert to the respective Member, or to be used for or be diverted to purposes other than for the exclusive benefit of Participants, their Dependents and Beneficiaries or for the payment of taxes and expenses of administration. Subject to the foregoing provisions of this paragraph, any excess remaining in the Florida Bankers Insurance Trust, Inc. upon satisfaction of all liabilities hereunder shall be disposed of by the Florida Bankers Insurance Trust, Inc. in its sole discretion, to provide Participants, their Dependents and Beneficiaries with additional benefits, or for such other purposes as shall not adversely affect the exempt status of the Florida Bankers Insurance Trust, Inc. under § 501(c)(9).

**Article Ten  
Termination and Dissolution**

The Florida Bankers Insurance Trust, Inc. shall have the right at any time to terminate the Plan, by delivering to the Members written notice of such termination. Upon such termination, the Florida Bankers Insurance Trust, Inc. may direct that either:

- Any assets remaining in the Trust Fund (as defined in the Bylaws), after the satisfaction of all liabilities to existing Participants, their Dependents or Beneficiaries, shall be applied to provide such Participants, their Dependents or Beneficiaries with benefits set forth in the Plan, either directly or through the purchase of insurance, or through the merger, consolidation, reorganization or other transfer of assets to a successor entity as directed by the Board of Trustees; provided, however, that such benefits shall not be provided in disproportionate amounts to officers, shareholders, or highly compensated employees of the Florida Bankers Insurance Trust, Inc. or any Member; or

- Any assets remaining in the Trust Fund shall be distributed to Participants, their Dependents or Beneficiaries as soon as the Florida Bankers Insurance Trust, Inc. deems it to be in the best interests of the Participants, their Dependents or Beneficiaries; provided, however, that such a distribution shall only be made on the basis of objective and reasonable standards which do not result in either unequal payments to similarly situated Participants, their Dependents or Beneficiaries or in disproportionate payments to officers, shareholders, or highly-compensated employees of the Florida Bankers Insurance Trust, Inc. or any Member.

### **Article Eleven Indemnification**

Except as otherwise provided by law, each Trustee shall be indemnified to the fullest extent set forth in Florida law, including but not limited to, § 617.0831, F.S.

Except as otherwise provided by law, no "fiduciary" (as such term is defined in § 3(21) of ERISA) under the Bylaws shall be liable for an act or omission of another person in carrying out any fiduciary responsibility where such fiduciary responsibility is allocated to such other person by the Bylaws or pursuant to a procedure established in the Bylaws.

The Florida Bankers Insurance Trust, Inc. shall indemnify a Trustee who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which such Trustee was a party in such Trustee's capacity as a trustee of the Florida Bankers Insurance Trust, Inc. against reasonable expenses incurred in connection with the proceeding.

The Florida Bankers Insurance Trust, Inc. shall indemnify, hold harmless and advance litigation expenses to the Trustees, officers, employees, leased employees or agents of the Florida Bankers Insurance Trust, Inc. and persons serving at the request of the Florida Bankers Insurance Trust, Inc. as Trustees, officers, employees, leased employees or agents of another Florida Bankers Insurance Trust, Inc. partnership, joint venture, trust fund or other enterprise to the fullest extent permitted by the Florida Not For Profit Corporation Act, the laws of the State of Florida, and the laws of any state in which the Florida Bankers Insurance Trust, Inc. conducts business, to the extent not preempted by ERISA. This indemnification provision shall not apply if it is determined that such Trustee, officer, employee, leased employee or agent of the Florida Bankers Insurance Trust, Inc. acted with willful misconduct or gross negligence.

The right to indemnification conferred in this Article Twelve shall not be exclusive of any other right which any person may have or hereafter acquire under the Bylaws, or any agreement, resolution of Members or Trustees or otherwise.

Anything in these Articles of Incorporation to the contrary notwithstanding, no provision of these Articles of Incorporation shall be so construed as to violate the requirements of Part 4 of Title I of ERISA.

No amendment to, or repeal of, this Article shall apply to or have any effect on the liability or alleged liability of any Trustee of the Florida Bankers Insurance Trust, Inc. Health Benefit Plan for or with respect to any acts or omissions of such Trustee occurring prior to the date when such provision becomes effective.

**Article Twelve  
Duration**

The term for which the Florida Bankers Insurance Trust, Inc. is to exist is perpetual.

**Article Thirteen  
Amendment**

The power to adopt, amend and repeal the Bylaws of the Florida Bankers Insurance Trust, Inc. shall reside in the Board of Trustees of the Florida Bankers Insurance Trust, Inc.

**Article Fourteen  
Incorporator**

The name and complete address of the Incorporator is:

Angela A. O'Reilly, Executive Trustee  
300 Primera Blvd., Suite 140  
Lake Mary, FL 32746

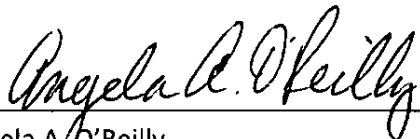
**Article Fifteen  
Effective Date of Filing**

This document will become effective January 1, 2017.

[signature page to follow]

In Witness Whereof, the undersigned, Incorporator of the Florida Bankers Insurance Trust, Inc. sign these Articles of Incorporation, this 21<sup>st</sup> day of December, 2016.

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in § 817.155, F.S.*

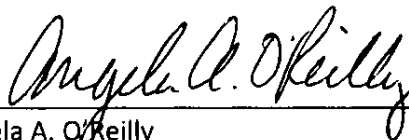


Angela A. O'Reilly

**Registered Agent**

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

Dated this 21<sup>st</sup> day of December, 2016.



Angela A. O'Reilly

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2016 DEC 23 PM 2:49  
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TALLAHASSEE, FLORIDA