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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Florida Mine Safety & Health Association, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
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NEW FILINGS

- ☒ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

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Examiner's Initials

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION OF FLORIDA MINE SAFETY & HEALTH ASSOCIATION, INC.

The undersigned Ken Corley, David Johnson, Sherri Nix, Mike Batts, Nan Clark, Karen Miller, Reginald Spivey and W. Ben Hart acting as incorporators and subscribers of a corporation under the laws of the State of Florida adopt the following articles of incorporation:

Article I: Name and Principal Address

The name of the corporation is FLORIDA MINE SAFETY & HEALTH ASSOCIATION, INC.
The principal and official mailing address of the corporation is 2916 East Park Avenue, Tallahassee, Florida 32301.

Article II: Purpose

(a) The specific and primary purposes for which this corporation is formed is to provide an organizational structure and vehicle for the planning, organization, implementation and oversight of conferences and meetings to bring together academic, professional, governmental and other entities and persons working within the Florida mining industries and primarily focused on the health and safety aspects of the industry and related businesses, to share their common knowledge, expertise and interests and to obtain and provide relevant educational resources and opportunities germane to these purposes and the persons and entities to be served thereby.

(b) The general purposes for which this corporation is formed, in support of the foregoing specific and primary purposes, are as follows:

(1) To acquire or otherwise, own, and enjoy in fee simple, or otherwise, any personal, real or mixed property necessary for the uses and purposes of this corporation; and to dispose of the same at the pleasure of the corporation and for the users and purposes for which this corporation is formed.

(2) To enter into all lawful contracts and obligations essential or convenient for the transaction of the affairs of the corporation and to borrow money and issue notes, bills and evidence of indebtedness or mortgage, as the corporation may deem advisable, within the limits approved by its bylaws, and do any other thing necessary, suitable and proper for the accomplishment of any objects specified here or which may at any time appear conducive to or expedient for the interests or benefits of this corporation or its members.

(3) To expend monies received, collected or earned by this corporation from all sources for the payment and discharge of all costs and obligations incurred by the corporation in carrying out the purposes for which this corporation is formed.

(4) To do all lawful things and acts which this corporation at any time shall, in the discretion of the directors deem to be in the best interest of the organization and its purposes and to pay all costs and expenses in connection with these acts.

Article III: Duration

The corporation shall have perpetual duration.

Article IV: Property and Profits; Nonprofit Motivation

(a) The corporation is organized and operated exclusively for the purposes set forth herein. The property of this corporation is irrevocably dedicated to such purposes.

(b) Though not organized pursuant to the Florida Not-For-Profit Corporation Act, Chapter 617 of the Florida Statutes, the corporation has not been formed for the objective or purpose of any pecuniary gain of any persons or entities associated herewith. The assets and income of the corporation shall only be used to promote its corporate purposes and objectives as above described. Provided, however, that this limitation shall not be deemed to prohibit the payment of reasonable compensation or reimbursement to employees, independent contractors and others for services provided for the benefit of the corporation, including any persons who may be directors, shareholders or incorporators of the corporation.

Article V: Registered Office and Agent

The street address of the initial registered office of the corporation is: Madigan Law Firm, P. L., 215 East Tharpe Street, Tallahassee, Florida 32303. The name of the registered agent at such address is the corporation's attorney, Terrell C Madigan.

Article VI: Board of Directors and Incorporators

(a) The powers of this corporation shall be exercised, its property controlled, and its affairs conducted, by a Board of Directors. The number of directors of the corporation shall be no less than seven (7) and no more than twelve (12). The directors named in these articles as the first Board of Directors shall hold office until the first annual meeting of the corporation or until their successors are elected and qualified. Directors elected at the first annual meeting and at all times thereafter shall serve terms of one (1) year until the next annual meeting of the corporation following the election of directors and until the qualification of their successors in office. A director may serve successive terms but not to exceed four consecutive years in office.

(b) Any director of this corporation or officer elected or appointed by the board of directors, or by the Executive Committee, or by the shareholders, or any member of the Executive Committee, or of any other standing committee, or may be removed at any time, with or without cause, by majority vote of all then serving directors at any regularly scheduled meeting or meeting noticed and scheduled for that particular purpose. Any vacancy that occurs for any reason may be filled by the Board of Directors.

(c) Annual meetings of the Board of Directors shall be held at 3 PM on the third Thursday in July of each year at the principal office of the corporation or at such other times and/or places as the Board of Directors may designate from time to time by resolution.

(d) Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all the members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent will have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law relating to actions so taken must state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

(e) The Board of Directors may, pursuant to a provision of the bylaws or by resolution adopted by a majority of the actual number of directors elected and qualified, designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in that resolution or in the bylaw, shall have and exercise all the authority of the Board of Directors except as otherwise provided by law.

(f) The Board of Directors may delegate, to the extent that it considers necessary, any portion of its authority to manage, control, and conduct the current business of the corporation, to any standing or special committee of the corporation or to any officer or agent thereof. Notwithstanding any delegation of authority that the board may make hereunder, it shall exercise general supervision over the officers and agents of the corporation and shall be responsible for the proper performance of their respective duties.

The names and addresses of the persons who shall serve as the initial directors, and who are also the incorporators of this corporation are:

<u>Name</u>	<u>Address</u>
Ken Corley	1727 Virginia Court Lakeland, Florida 33813
David Johnson	3904 Levins Road Mulberry, Florida 33860
Sherri Nix	1130 Dade Street Quincy, Florida 32351
Mike Batts	2916 East Park Avenue Tallahassee, Florida 32301

Nan Clark	125 West Vine Street Bartow, Florida 33830
Karen Miller	75 College Drive Havana, Florida 32333
Reginald Spivey	3523 Mt. Tabor Road Lakeland, Florida 33810
W. Ben Hart	3034 Lakeshore Drive Tallahassee, Florida 32312

Article VII: Officers

The Board of Directors shall elect the President, Vice President, Treasurer, Secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially such officers are to be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers as indicated:

<u>Name</u>	<u>Address</u>
Ken Corley, President	1727 Virginia Court Lakeland, Florida 33813
David Johnson, Vice President	3904 Levins Road Mulberry, Florida 33860
Sherri Nix, Secretary	1130 Dade Street Quincy, Florida 32351
Mike Batts, Treasurer	2916 East Park Avenue Tallahassee, Florida 32301

Article VIII: Bylaws

Subject to the limitations contained in the bylaws and any limitations set forth in these articles concerning corporation action, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted either by a resolution of the Board of Directors or by following the procedures set forth for such action in the bylaws.

Article IX: Distribution Upon Dissolution

Upon the dissolution of the corporation, all liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefor. Thereafter, assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, as determined by the Board of Directors in a manner whereby same are dedicated to like charitable or educational causes and the distribution to which shall not cause any adverse tax or income consequences to the corporation, shareholders or directors. Alternatively, the corporations assets shall be distributed for one or more exempt purpose(s) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, that are organized and operated exclusively for such purposes.

Article X: Shares

The corporation is authorized to issue 100 shares, at \$1.00 par value.

Article XI: Amendments

Amendments to these Articles of Incorporation may be adopted by the Board of Directors.

Article XII: Limited Liability of Directors and Officers and Indemnification

The officers and director or any shareholders, shall not be individually liable for the corporation's debts or other liabilities, and the private property of such individuals shall be exempt from any corporate debts or liabilities unless specifically pledged or guaranteed otherwise in writing and signed by such individual.

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fee), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall

not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(b) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such other court shall deem proper.

(c) To the extent that any person referred to in paragraphs (a) and (b) of this article has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to therein or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

(d) Any indemnification under paragraphs (a) and (b) of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in paragraphs (a) and (b) of this article. Such determination shall be made (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the shareholders.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as provided in this article.

(f) The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of

the heirs, executors and administrators of such a person.


(g) The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article XI.


(h) For the purposes of this article, references to "the corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation as he or she would if he or she had served the resulting or surviving corporation in the same capacity.


We, the undersigned, being the subscribers and incorporators of this corporation for the purpose of forming this corporation for the purposes above stated, and under the laws of Florida, have executed these articles of incorporation on January 8, 2013.

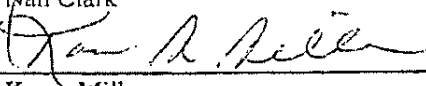
By: 
Ken Corley

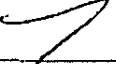
By: 
David Johnson


By: 
Sherrin Nix

By: 
Mike Batts

By: 
Nan Clark

By: 
Karen Miller


By: 
Reginald Spivey

By: 
W. Ben Hart

Having been named as registered agent to accept service of process for the above-stated corporation, FLORIDA MINE SAFETY & HEALTH ASSOCIATION, INC., at the place designated in the foregoing, I am familiar with and accept the appointment as registered agent and agree to act in this capacity in accordance with Florida law.

Date:

1/7/13


Terrell C. Madigan, Registered Agent

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