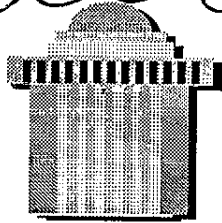


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Capital
Area
Association
of
Health
Underwriters



Scott Hunt, President, e-mail Scott.Hunt@hrh.com
Julia Herndon, President-elect, e-mail Julia_herndon@palmercay.com
Scott Fenstermaker, Vice President, e-mail LandrumYaeger@netally.com
Barbara Pearce, Treasurer, e-mail Barbara.Pearce@hrh.com
Wanda Berberich, Legislative Issues, e-mail Wanda.Berberich@hrh.com

Representing health issues for the Capital Area...

2324 Centerville Road, P. O. Box 12909, Tallahassee, FL 32317
1-850-385-3636 Fax 1-850-385-2124

January 27, 2000

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

RE: Capital Area Association of Health Underwriters, Inc.

To Whom It May Concern:

Please find enclosed a check made payable to the Division of Corporations in the amount of seventy-eight dollars and seventy-five cents (\$78.75). Please file the enclosed Articles with your office and return a certified copy to this office. If you have any questions, please feel free to call me at the above telephone number.

Sincerely,

Scott P. Hunt, LUTCF
President

SPH/ns

Enclosures

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF INCORPORATION
OF
CAPITAL AREA ASSOCIATION OF HEALTH UNDERWRITERS, INC.
A NON-PROFIT CORPORATION**

I. NAME AND CORPORATE STATUS

The name of the corporation is **Capital Area Association of Health Underwriters, Inc.**, a non-profit corporation formed under the Florida General Corporation Act.

II. NAME AND ADDRESS OF REGISTERED AGENT AND OFFICE

The name of the Corporation's registered agent and the address of the Corporation's registered office in the State of Florida are:

Scott P. Hunt, LUTCF,
C/o Hunt Insurance Group
2324 Centerville Road
Tallahassee, Florida 32308
(850) 385-3636
Fax (850) 385-2124

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

III. PURPOSE

The purpose of the Corporation is to be a non-profit corporation under the Florida General Corporation Act.

The Corporation is organized and will operate to place the sale and service of disability and/or health insurance upon the highest possible plane. To advance public knowledge for the need and benefit of disability and/or health insurance. To provide and promote a program of continuing education and self-improvement for its members. To be active, as an association, in public affairs and to encourage it's members to support and contribute to community activities. To promote the Code of Ethics of the National Association of Health Underwriters, hereby made a part of this corporation's by-laws.

In addition, the Corporation is organized and will operate exclusively for business league purposes as these terms are defined in Section 501(c)(6) of the Internal Revenue Code of 1986, including all future amendments and regulations thereunder (hereinafter referred to as "the Code"), all for the public benefit. Such activities shall include the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(6) of the Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons. However, 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 above. Notwithstanding any other provision

of these Articles, these activities are to be carried on (a) by a Corporation exempt from federal income tax under Sections 501(a) or 501(c)(6) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Upon the dissolution of the Corporation and after all debts are satisfied, the remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the 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 the Court in the State of Florida having jurisdiction in the county in which the principal office of the Corporation is then located. Such distributions shall be exclusively for such purposes or to such organizations, as said Court shall determine, that are organized and operated exclusively for such purposes.

IV. STOCK

This Corporation shall have no authority to issue capital stock.

V. NAMES AND MAILING ADDRESSES OF INCORPORATORS

The name and address of each incorporator is as follows:

1. Mr. John Olewski, CEBS, President/CAAHU
c/o Earl Bacon Agency
P.O. Box 12039
Tallahassee, Florida 32317
2. Mrs. Julia Herndon, Vice President/CAAHU
c/o Palmer & Cox
P.O. Box 749
Tallahassee, Florida 32301
3. Scott P. Hunt, LUTCF, President Elect/CAAHU
c/o Hunt Insurance Group
P.O. Box 12909
Tallahassee, Florida 32317

VI. POWERS OF THE BOARD OF DIRECTORS

The Board of Directors which shall be commonly known as "The Executive Board" is authorized as follows:

- (a) To adopt, amend or repeal the Bylaws of the Corporation as set forth in the Bylaws of the Corporation.
- (b) To authorize and supervise all activities of the Corporation, consistent with the purposes of the Corporation set forth herein.

The three incorporators named in this Certificate of Incorporation shall serve as the initial Board of Directors of the Corporation.

The Board of Directors shall be selected from individuals interested in the non-profit activities of this Corporation.

Further qualifications for Directors may be added by the Bylaws of this Corporation.

The number of Directors to be elected at the first meeting of this Corporation is six (6).

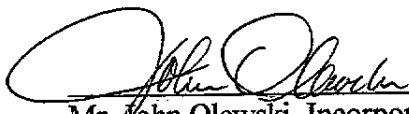
VII. INDEMNIFICATION

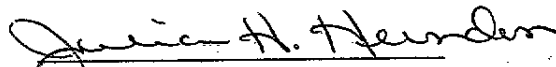
To the maximum extent permitted by law, no Director of the Corporation shall be liable to the Corporation for monetary damages for any negligent act or omission of an employee of the Corporation or for any negligent act or omission of another Director, provided that this immunity shall not extend to intentional torts or to grossly negligent acts or omissions personal to any Director of the Corporation.

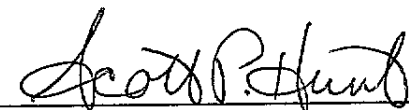
That the Corporation shall, to the maximum extent permitted by law, indemnify the incorporators for all acts in incorporating this corporation as discussed in the previous paragraph.

* * * * *

THE UNDERSIGNED, being the above named incorporators, for the purpose of forming a nonprofit corporation under the Florida General Corporation Act, make this Certificate, and hereby declare and certify this is the act and deed of the undersigned and that the facts herein stated are true as of this 1st day of OCTOBER, 1999.


Mr. John Olewski, Incorporator


Mrs. Julia Herndon, Incorporator


Scott P. Hunt,, Incorporator

STATE OF FLORIDA)
)
COUNTY OF LEON) ss.

Before me, the undersigned Notary Public, in and for the County and State aforesaid, on this 4th day of January, ²⁰⁰⁰~~1999~~, personally appeared the above incorporators, to me known to be the identical persons who executed the within and foregoing Certificate of Incorporation, and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth. Given under my hand and seal of office the day and year last above written.



NOTARY PUBLIC

SEAL

My Commission Expires: NAN M SWAIN
 Notary Public State of Florida
 My Commission Expires June 24, 2000
 CCMM # CC566490

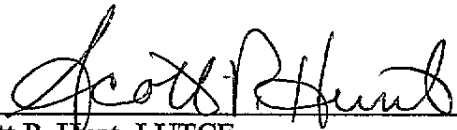
**CAPITAL AREA ASSOCIATION OF HEALTH UNDERWRITERS, INC.
A NON-PROFIT CORPORATION, REGISTERED AGENT ACCEPTANCE**

On this 4th day of JANUARY, I, Scott P. Hunt, LUTCF,

C/o Hunt Insurance Group, 2324 Centerville Road, Tallahassee, Florida 32308, (850) 385-3636

2324 Centerville Road, Tallahassee, Florida 32308, do hereby accept being the registered agent

for the Capital Area Association of Health Underwriters, Inc., at the above named address.



Scott P. Hunt, LUTCF

STATE OF Florida)
)
COUNTY OF LEON) ss.

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00 JAN 28 AM 8:42
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Before me, the undersigned Notary Public, in and for the County and State aforesaid, on this 4th day of January, ²⁰⁰⁰1999, personally appeared Scott P. Hunt, to me known to be the identical person who executed the within and foregoing Registered Agent Acceptance, and acknowledged to me that he executed the same as his free and voluntary act and deed for the uses and purposes therein set forth. Given under my hand and seal of office the day and year last above written.



NOTARY PUBLIC

SEAL

NAN M SWAIN
Notary Public State of Florida
My Commission Expires June 24, 2000
CCMM # CC566490

My Commission Expires: