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(City/State/Zip/Phone #)

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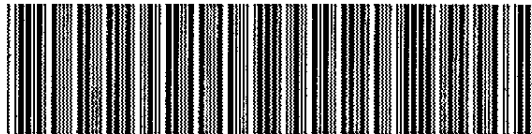
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TALLAHASSEE, FLORIDA

NC/Amend

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Florida North Central Chapter of the Risk and Insurance Management Society, Inc.

DOCUMENT NUMBER: N00000008110

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Susan Martin  
(Name of Contact Person)

Orange County Risk Management  
(Firm/ Company)

109 E. Church Street, Suite 200  
(Address)

Orlando, Florida 32801  
(City/ State and Zip Code)

For further information concerning this matter, please call:

Susan Martin at ( 407 ) 836-9639  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |   |  |  |
|--|---|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy<br>(Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status<br>Certified Copy<br>(Additional Copy is enclosed) |
|--|---|--|--|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Articles of Amendment  
to  
Articles of Incorporation  
of**

Florida North Central Chapter of the Risk and Insurance Management Society, Inc.  
(Name of corporation as currently filed with the Florida Dept. of State)

N00000008110

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

Central Florida Chapter of the Risk and Insurance Management Society, Inc.  
(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article IV- Manner of Election of Directors - see attached

Officer Detail - see attached

(Attach additional pages if necessary)  
(continued)

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- B. directly to the Chapter.

## **ARTICLE V - RIMS DELEGATES**

The Chapter's Board of Directors shall elect, at its Annual Meeting, one of its deputy members, usually a member of its Board of Directors, to serve on the House of Delegates of RIMS for a one (1) year term. Said one-year term shall commence on the date of the annual meeting held in December. Delegates may be elected to successive terms. The Delegate shall serve as a voting member of the Chapter Board, as well as a voting member of RIMS House of Delegates.

A Delegate elected to be a RIMS Director shall serve as such Director only and the Chapter shall designate another Delegate to complete the Delegate's unexpired term.

The Chapter shall notify RIMS at RIMS principal office, in writing and within fifteen (15) days of election, of the Delegate elected, along with the name of the member company in which the Delegate is employed.

The Delegate acts as communication liaison between the chapter and the RIMS leadership, representing the chapter's concerns and interests to RIMS at large, as well as reporting on RIMS directions and activities at the local chapter level. It is the Delegate's responsibility to communicate to the Chapter when it is necessary to make changes in the Chapter Constitution and Bylaws required to comply with constitutional changes in the RIMS Constitution and Bylaws.

In the event that a Delegate cannot be present at a meeting of the House of Delegates, the Chapter may designate an alternate Delegate by providing written notification of the name and address of the alternate Delegate to the Secretary of RIMS prior to the commencement of the meeting of the House of Delegates.

## **ARTICLE VI - BOARD OF DIRECTORS**

**Section 1. General Powers.** The Chapter's Board of Directors shall elect officers of the Chapter and shall assume the general management of all affairs of the Chapter.

**Section 2. Composition.** The Chapter's Board shall consist of 11 Directors. Directors shall be elected at the Annual Meeting by a majority of those members present at the meeting. Those elected shall take office on the day of the Annual Meeting in December, and shall serve until the expiration of their term of office or until their successors have been elected and qualified. All Chapter Directors shall be Deputy Members of RIMS. The Chapter President and the Chapter Delegate to the RIMS House of Delegates shall be members of the Chapter Board of Directors.

**Section 3. Election of Directors.**

The Directors of the Chapter shall be elected by the Membership as follows:

- A. The Nominating Committee shall deliver to the Secretary of the Chapter, not later than the first day of November the names of its nominees for directors, together with a signed acceptance from each.
- B. Candidates, other than those selected by the Nominating Committee, shall be placed in nomination at the written petition of no fewer than 10 members. The petition shall be valid if accompanied by a signed acceptance from each candidate and if filed with the Chapter Secretary not later than fifteen (15) days prior to the date of the Annual Meeting of the Chapter.
- C. Only candidates placed in nomination as herein provided shall appear on the ballot to be voted upon in the annual election, as described in subsection (D), below.
- D. The Chapter Secretary shall mail to the Chapter Membership not later than the 25<sup>th</sup> day of November, a ballot for the annual election containing the names of all candidates for directors. The return date of the voted ballot shall be on or before the date of the Annual Meeting of the Chapter Membership.

**Section 4. *Term Limits.*** No Director, except Directors elected and serving as Chapter Officers, shall serve more than two (2) full, consecutive terms.

**Section 5. *Resignations.*** Directors may resign at any time by giving written notice to the Chapter Secretary and such resignation shall take effect at the time specified therein.

**Section 6. *Removals.*** A Director may be removed from office upon a two-third (2/3) vote of the Chapter Board of Directors, taken at a meeting of the Board of Directors held at least thirty (30) days after notice in writing is given to all directors that such removal action will be considered and the reason(s) therefore.

**Section 7. *Vacancies.*** Vacancies on the Chapter Board shall be filled by action of the Chapter Board. Any person selected to fill a vacancy shall serve the unexpired term of the Director he/she succeeds.

**Section 8. *Meetings.***

- A. Annual Board Meeting. The Chapter Board of Directors shall meet as soon as practicable after the Annual Meeting for the election of officers and transaction of any additional business as may properly come before the meeting.
- B. Other Meetings. Other Meetings of the Chapter Board of Directors, in person or by correspondence, may be called by the President at the President's discretion, and shall be called upon the request of members of the Board of Directors. Notice of such meetings, stating the business to be transacted, shall be given to all members of the Chapter Board of Directors at least fifteen (15) days in advance. Balloting by mail shall be allowed for meetings by correspondence only. Mail ballots shall be returned to the Chapter Secretary by the date listed therein. Business not on the agenda of a special meeting shall not be considered.
- C. Quorum. A majority of the Chapter Board of Directors shall constitute a quorum for an in-person meeting; however, two-thirds (2/3) of the Board of Directors must cast ballots to constitute a quorum for a meeting by correspondence. In the absence of a quorum, a majority of the Directors present may adjourn the meeting from time to time without further notice until a quorum is present.
- D. Board Meetings. Meetings of the Chapter Board shall be held within the State of Florida, in such places as the President may, from time to time, designate.

**ARTICLE VII - OFFICERS**

**Section 1. *Officers.*** Officers of the Chapter shall be the President, Vice President, Secretary and Treasurer, and as many additional Vice Presidents as the Chapter's Board of Directors deems necessary.

**Section 2. *Election of Officers.***

The Officers of the Chapter shall be elected by the Board of Directors as follows:

- A. The Nominating Committee shall deliver to the Secretary of the Chapter, not later than the 1<sup>st</sup> day of November the names of its nominees for each elective office, together with a signed acceptance from each.
- B. Candidates, other than those selected by the Nominating Committee, shall be placed in nomination at the written petition of no fewer than 10 members. The petition may include a full or partial slate of officers and shall be valid if accompanied by a signed acceptance from each candidate and if filed with the Chapter Secretary not later than fifteen (15) days prior to the date of the Annual Meeting of the Chapter.
- C. Only candidates placed in nomination as herein provided shall appear on the ballot to be voted upon in the annual election, as described in subsection (D), below.

The date of adoption of the amendment(s) was: 6-30-2007

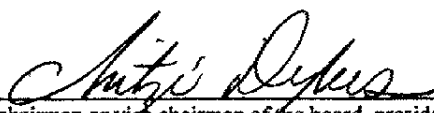
Effective date if applicable: 6-30-2007  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature

  
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Mitzi Dykes

(Typed or printed name of person signing)

President

(Title of person signing)

**FILING FEE: \$35**