

NO1000000745

CHARLES P. RANDALL, P.A.

ATTORNEY AT LAW

BANK OF AMERICA TOWER, SUITE 500

150 E. PALMETTO PARK ROAD

BOCA RATON, FLORIDA 33432-4832

TELEPHONE (561) 750-5050

FAX (561) 750-7272

E-mail: cprandall@mindspring.com

CHARLES P. RANDALL
ADMITTED TO PRACTICE IN
FLORIDA & CALIFORNIA

January 26, 2001

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-02/01/01--01002--022
*****8.75 *****8.75

VIA FEDERAL EXPRESS

Division Of Corporations
409 East Gaines Street
Tallahassee, FL. 32399

900003617779--9
-01/31/01--01043--005
*****61.25 *****61.25

RE: Articles Of Incorporation of Nationwide Insurance Independent Contractors Association of Florida, Inc.

Dear Clerk:

Enclosed, please find an original and two (2) copies for the above referenced Corporation. Attached is a check for the filing fee in the amount of \$61.25. Please file the original, conform and return to me a copy in the enclosed self-addressed FedEx envelope provided.

Thank-you,
Charles P. Randall

FILED
01 JAN 31 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FL 32399

10-1-01
2-1-01

ARTICLES OF INCORPORATION OF
NATIONWIDE INSURANCE INDEPENDENT CONTRACTORS
ASSOCIATION OF FLORIDA, INC.
(A Florida Corporation, Not For Profit)

FILED
01 JAN 31 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Subscribes to these Articles of Incorporation, to form a Corporation, not for profit, pursuant to Chapter 617 of the Laws of State of Florida, to be exclusively operated as a board of trade.

ARTICLE I

Name and location of Principal Office

The name of the Corporation is NATIONWIDE INSURANCE INDEPENDENT CONTRACTORS ASSOCIATION, INC., a Florida Corporation, not for profit. Its principal office of business shall be at 5329 W. Atlantic Avenue, Suite 203-A, Delray Beach, Florida 33484 with branch offices at such places as the Board of Directors may provide from time to time by resolution provide.

ARTICLE II

Term

The Corporation shall exist perpetually until dissolved by due process of law.

ARTICLE III

Incorporators

The name and address of the incorporator of the articles of incorporation is as follows:

NAME

Charles P. Randall

ADDRESS

Bank of America Tower, Suite 500,
150 E. Palmetto Park Rd.,
Boca Raton, FL. 33432

ARTICLE IV

General Purposes

The corporation is formed exclusively as a board of trade as will qualify it as an exempt organization under Section 501(c) (6) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, not organized for profit

and no part of the net earnings of which will incur to the benefit of any private shareholder.

ARTICLE V Activities Not Permitted

Notwithstanding any other provision of these articles, the Corporation will not carry on other activities not permitted to carry on by (a) an organization exempt from Federal income tax under section 501 (c) (6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI Dedication and Distribution of Assets

No part of the net earnings of the Corporation shall inure to the benefit of any Member, Director, or Officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes provided that said payment shall not be prohibited by law) and no Member, Director, or Officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporate assets upon dissolution of the Corporation.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed in accordance with those provisions of the Internal Revenue Law so as to keep the tax-exempt rating of the Corporation.

ARTICLE VII Management of Corporate Affairs

(a) Board of Directors. The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of the Directors of the corporation may increase or diminished from time to time by the Bylaws but shall never be less than three (3).

The Incorporator named herein shall hold a meeting for the purpose of selecting the first Board of Directors who shall hold office for a period of one year after which time a new election of Directors shall be held. The method of selection of Directors will be stated in the Bylaws of this Corporation.

Annual meetings shall be held at the principal office of the Corporation, or at such other place or places that the Board of Directors may designate from time to time by resolution.

ARTICLE VIII Indemnification

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, an action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not he is a Director or Officer of the Corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by him or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of the indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE IX Membership

The membership of the Corporation shall consist of all persons hereinafter named and all other persons as, from time to time hereafter, may be elected to membership as provided by the Bylaws. Qualification for membership shall be satisfied by all persons expressing an interest in the Corporation who are independent Contractors of Nationwide Insurance Company doing business in Florida. The members from time to time prescribe form and manner in which application may be made for membership. The authorized number of the Members of the Corporation, the different classes of membership (if any), the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

ARTICLE X Bylaws

The Members of the Corporations may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such Members

may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Members present at any regular or special meeting called for that purpose, subject to any limitations set forth in the corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by Members of the Corporation.

ARTICLE XI
Amendments to Articles of Incorporation

An amendment to these Articles of Incorporation may be proposed by any Member of the Corporation, but such amendment may be adopted only after receiving an affirmation vote of the majority of the Members.

ARTICLE XII
Initial Registered Office and Agent

The name and address of the initial registered agent of the corporation is Charles P. Randall, Bank of America Tower, Suite 500, 150 E. Palmetto Park Rd., Boca Raton, FL. 33487.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation on this 25th day of January 2001, for the purpose of forming the Corporation not for profit under the laws of the State of Florida.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEING NAMED TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES.

DATED THIS 25th DAY OF JANUARY, 2001

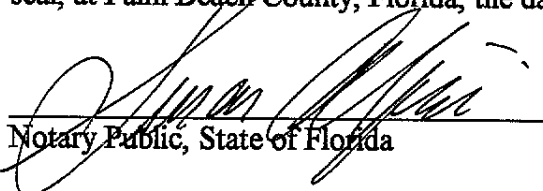
By: 
Charles P. Randall

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

SS:

I HEREBY CERTIFY that on this 25th day of January 2001, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgement, Charles P. Randall, to me personally known and to me and to be the individual in and executed the foregoing instrument as Incorporator to the Articles of Incorporation of NATIONWIDE INSURANCE INDEPENDENT CONTRACTORS ASSOCIATION OF FLORIDA, INC. and acknowledged to and before me that he signed and executed such instrument for the uses and purposes therein stated and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Palm Beach County, Florida, the day and year last above written.


Notary Public, State of Florida

My commission expires:

Susan Alfisi
Printed name of Notary Public

