

NO20000000727

MARLOW WHITE

Requester's Name

P.O. Box 1050

Address

Talla. FL 32302

City/State/Zip

Phone #

Office Use Only

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

1. Independent Benefits Council, Inc  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(CorporATION Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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TALLAHASSEE FLORIDA

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☐ Walk in

☐ Pick up time

☒ Certified Copy

☐ Mail out

☒ Will wait

☐ Photocopy

☐ Certificate of Status

**NEW FILINGS**

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

**AMENDMENTS**

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

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-02/01/02--01022--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

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

2/1

## ARTICLES OF INCORPORATION

*The undersigned, acting as incorporator of a Florida not-for-profit corporation pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation:*

### ARTICLE I

#### Name

The name of the Corporation shall be:

**INDEPENDENT BENEFITS COUNCIL, INC.**

### ARTICLE II

#### PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of this Corporation shall be:

213 South Adams Street  
City of Tallahassee  
County of Leon  
State of Florida 32301

or such other location as may be designated from time to time by the Board of Directors.

### ARTICLE III

#### PURPOSES

The specific purposes for which the Corporation is organized are:

1. To develop and promote ways to attract and maintain quality teaching and administrative personnel needed to meet the anticipated shortfall of educators for Florida in the coming years;
2. To develop and promote improvements to employee health insurance and other fringe benefits;

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3. To identify, develop and promote selected services and programs to enhance the quality of life for educators;

4. To promote and develop research designed to make education a rewarding career, including ways to improve educator's compensation; and, to encourage educators to work in Florida;

5. To develop and implement methods of communicating with and educating school personnel on ways to improve the overall well-being of themselves and their families; and

6. To do every other lawful act or acts, thing or things, incidental and pertaining to or growing out of or connected with the aforementioned purposes or any part or parts thereof.

#### **ARTICLE IV**

#### **MEMBERSHIP**

**Section 1. Nature of Membership.** There shall be two classes of members: Active and Sustaining.

**Section 2. Active Members.** Active members shall be the only voting members and shall be the members of the Board of Directors of the Corporation as from time to time elected pursuant to the by-laws of the Corporation. The initial active members shall be as set forth in Article V, below.

**Section 3. Sustaining Members.** Sustaining members shall mean any person or entity that makes a contribution to the Corporation as set forth in the by-laws of the Corporation. Sustaining members shall not be entitled to vote on any matter affecting the Corporation but shall otherwise be afforded all rights and privileges as set forth in the by-laws of the Corporation and may hold corporate office other than Board of Director offices and may act as professional advisors to the Corporation.

**ARTICLE V**  
**BOARD OF DIRECTORS**

The lawful authority and powers of this Corporation shall be exercised by, and its business shall be conducted and carried on by, or be authorized to be conducted and carried on by, a Board of not less than four (4) nor more than fifteen (15) Directors. The officers of the Board shall consist of a Chairman, a Vice-Chairman, and a Secretary. The Board shall have the authority to appoint an Executive Committee and to delegate any of its powers to the Executive Committee which shall exercise said powers subject to the supervision of the full Board. Only members of the Board shall have voting rights. The members of the Board shall be elected in accordance with the by-laws of the Corporation. The names and addresses of the initial members of the Board who shall serve until the first election are as follows:

Dr. Wayne Blanton, 203 S. Monroe Street, Tallahassee, Florida

Dr. Douglas Crawford, 206-B S. Monroe Street, Tallahassee, Florida

Robert F. Lee, 213 Adams Street, Tallahassee, Florida

Tom Weightman, FADSS, 208 S. Monroe Street, Tallahassee, Florida

**ARTICLE VI**  
**EXECUTIVE DIRECTOR, CORPORATE OFFICES**  
**AND PROFESSIONAL SERVICES**

The Board of Directors shall have the authority to employ an Executive Director and one or more officers and employees and to manage the affairs of the Corporation subject to the supervision of the Board. The Board of Directors shall engage such professional services as it deems necessary and proper, but shall engage a non-member individual or firm as general counsel to the Corporation and a non-member individual or firm as a certified or chartered public accountant to the Corporation.

Such Executive Director and other officers and employees shall be compensated as provided for by resolution of the Board of Directors.

## **ARTICLE VII**

### **CORPORATE POWERS**

The corporate powers of this Corporation are as provided in Section 617.0302, Florida Statutes, unless limited by the by-laws of the Corporation adopted pursuant hereto.

## **ARTICLE VIII**

### **VACANCIES**

Vacancies occurring on the Board of Directors or corporate offices shall be filled in such manner and at such time and under such conditions as may be set out in the by-laws of the Corporation.

## **ARTICLE IX**

### **BY-LAWS**

The initial by-laws of this Corporation shall be as adopted by the initial Directors set forth in Article V above. Thereafter, the by-laws of this Corporation shall be altered, amended or rescinded only by two-thirds of the members of the Board of Directors at a regularly called meeting, or at any other meeting of said Board members called for the purpose, provided, however, that in case a meeting is called for this purpose, it shall be called strictly in accordance with the existing by-laws of the Corporation.

## **ARTICLE X**

### **INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and the street address of the initial registered agent is:

Lewis & White, L.C.  
222 West Georgia Street  
Tallahassee, Florida 32301  
Attention: A. Eugene Lewis

**ARTICLE XI**  
**AMENDMENTS**

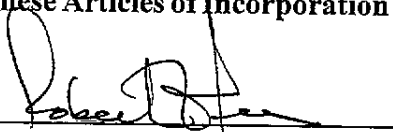
These Articles may be amended by two-thirds of the members of the Board of Directors present and voting at any regular or special meeting called pursuant to the by-laws of the Corporation for the purpose of amending the Articles.

**ARTICLE XII**  
**INCORPORATORS**

The name and the street address of the incorporator for these Articles of Incorporation is:

Robert F. Lee  
213 South Adams Street  
Tallahassee, Florida 32301

**The undersigned incorporator has executed these Articles of Incorporation this 1<sup>st</sup> day of February, 2002.**

  
\_\_\_\_\_  
Robert F. Lee, Organizing Director

**ACKNOWLEDGMENT OF ARTICLES OF INCORPORATION**

STATE OF FLORIDA

s. s. Tallahassee

COUNTY OF LEON

The foregoing instrument was acknowledged before me this 1 day of February, 2002, by ROBERT F. LEE, Organizing Director, who is personally known to me and who did not take an oath.

Jimmy S. Bunkley



**RESIDENT AGENT DESIGNATION**

IN COMPLIANCE with Section 48.091, Florida Statutes, the Independent Benefits Council, Inc., desiring to organize or qualify under Chapter 617 of the laws of the State of Florida, with its principal place of business at 213 South Adams Street, Tallahassee, FL 32301, names A. Eugene Lewis, Esq., of Lewis & White, L.C., 222 West Georgia Street, Tallahassee, FL 32301, as Registered Agent at said address as the Registered Office.

Executed: February 1<sup>st</sup>, 2002

Robert F. Lee  
Robert F. Lee, Organizing Director

**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

HAVING BEEN NAMED to accept service of process for the above named Corporation, at the place designated above, I hereby agree to act in such capacity, and complete performance of my duties.

LEWIS & WHITE, L.C.  
By: A. Eugene Lewis

Executed: February 1<sup>st</sup>, 2002

A. Eugene Lewis  
Registered Agent

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