

NO2000007208



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 SEP 20 PM 12:48

September 20, 2002

Florida Department of State  
Corporate Division  
409 East Gaines Street  
Tallahassee, Florida 32399

700007898867-1-5  
-09/20/02-01021-030  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Municipal Employee Benefits Association, Inc.  
A Florida Not For Profit Corporation

To Whom It May Concern:

Please find enclosed an original and one copy of the Articles of Incorporation for the above-referenced association, along with a check in the amount of \$87.50 to cover the associated fees and for a Certificate of Status.

Please return the certified copy to the address shown for the registered agent, which is also shown above. Thank you for your assistance in this matter.

Sincerely yours,

  
Jody Lamar Finklea

JLF/taf  
Enclosures

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DIVISION OF CORPORATIONS

9  
9/20

**ARTICLES OF INCORPORATION**  
**OF**  
**MUNICIPAL EMPLOYEE BENEFITS ASSOCIATION, INC.**  
**A FLORIDA NOT FOR PROFIT CORPORATION**

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**THE UNDERSIGNED INCORPORATOR**, in accordance with the requirements of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, and acting as the incorporator of a Florida Not For Profit Corporation, adopts the following Articles of Incorporation and states the following:

**ARTICLE I**

**NAME**

The name of the Florida Not For Profit Corporation is **MUNICIPAL EMPLOYEE BENEFITS ASSOCIATION, INC.** (the Corporation).

**ARTICLE II**

**ADDRESS**

The principle office of the Corporation and the mailing address of the Corporation is 8553 Commodity Circle, Orlando, Florida 32819-9002.

**ARTICLE III**

**REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation in the State of Florida is 2061-2 Delta Way, Tallahassee, Florida 32303, and the mailing address of the registered office of the Corporation in the State of Florida is Post Office Box 3209, Tallahassee, Florida

32315-3209. The name of the registered agent of the Corporation at such addresses is Mr. Jody Lamar Finklea, Esq.

#### **ARTICLE IV**

##### **TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless sooner dissolved in accordance with Florida law.

#### **ARTICLE V**

##### **PURPOSE AND POWERS OF THE CORPORATION**

The Corporation does not contemplate pecuniary gain or profit to the members thereof, and is organized for the purpose of operating as a voluntary employees' beneficiary association (VEBA), pursuant to section 501(c)(9) of the Internal Revenue Code, as amended, for the employees of the Florida Municipal Power Agency, a governmental joint action agency whose members are twenty-nine (29) of Florida's thirty-two (32) current municipal electric utilities (FMPA), the employees of the Florida Municipal Electric Association, Inc., a Florida Not For Profit Corporation that serves as the trade association for Florida's municipal electric utilities (FMEA), and the employees of one or more municipal electric utility members of FMPA (the Employees). FMPA, FMEA, and its municipal electric utility members are affiliated employers and have a common bond of directly or indirectly serving the needs of Florida's municipal electric utilities and their customers. The Corporation shall provide for the payment of life, sick, accident, and/or other benefits to the Employees or their dependants or designated beneficiaries. All of the operations of the Corporation shall be for this purpose. No earnings of the Corporation shall benefit any private individual or shareholder, except in the form of scheduled benefit

payments. The Corporation shall have and be able to exercise all powers granted to it under law and necessary or appropriate for carrying out the purpose of the Corporation as stated herein.

## **ARTICLE VI**

### **NON-STOCK**

The Corporation is organized on a non-stock basis.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The Corporation's initial Board shall consist of four (4) Directors, each director having one (1) alternate, as named herein. The number of directors, the directors' terms of office, removal of directors, and the method of election of directors shall be as stated in the By-Laws of the Corporation, as may be amended from time to time. In addition to the powers hereinbefore or by statute expressly conferred upon them, the Directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the Florida Not For Profit Corporation Act, these Articles of Incorporation, and the By-Laws of the Corporation, all as may be amended from time to time. The names and addresses of the persons who are to act in the capacity of initial directors and alternates until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Tom Reedy (Director)	Florida Municipal Power Agency 8553 Commodity Circle Orlando, Florida 32819-9002
Susan Schumann (Alternate to Tom Reedy)	Florida Municipal Power Agency 8553 Commodity Circle Orlando, Florida 32819-9002

Elmon Lee Garner (Director)

City of Chattahoochee  
115 Lincoln Drive  
Chattahoochee, Florida 32324

Kim Presnell  
(Alternate to Elmon Lee Garner)

City of Chattahoochee  
115 Lincoln Drive  
Chattahoochee, Florida 32324

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Suzanne Greager (Director)

Keys Energy Services  
1001 James Street  
Key West, Florida 33041-6100

Bruce Woodard  
(Alternate to Suzanne Greager)

Keys Energy Services  
1001 James Street  
Key West, Florida 33041-6100

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Douglas Giel (Director)

Fort Pierce Utilities Authority  
206 South Sixth Street  
Fort Pierce, Florida 34948

Albertha McCray  
(Alternate to Douglas Giel)

Fort Pierce Utilities Authority  
206 South Sixth Street  
Fort Pierce, Florida 34948

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## **ARTICLE VIII**

### **OFFICERS**

The Officers of the Corporation shall be a President and Vice-President, who shall at all times be members of the Board of Directors. Additional Officers shall be a Secretary, a Treasurer, Assistant Secretary(ies)/Treasurer(s), and such other Officers as the Board of Directors may from time to time by resolution create. The election, term, removal, and duties of the Officers shall be as set forth in the By-Laws of the Corporation, as may be amended from time to time.

**ARTICLE IX**  
**INDEMNIFICATION**

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 contemplated 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 such person is or was a Director or Officer of the Corporation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts actually and reasonably incurred by it in connection with the action, suit, or proceeding unless (i) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that such person did not act in good faith or in a manner it reasonably believed to be not in, or opposed to, the best interest of the Corporation, and with respect to any criminal action or proceeding, that such person had reasonable cause to believe the conduct was unlawful, and (ii) such court further specifically determines that indemnification should be denied. 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, in and of itself, create a presumption that the person did not act in good faith or did act in a manner which he or she reasonably believed to be not, or not opposed, to the best interest of the Corporation; and, with respect to any criminal action or proceeding, that it had reasonable cause to believe its conduct was unlawful.

**ARTICLE X**  
**BY-LAWS**

In furtherance, and not in limitation, of the powers conferred upon it by the laws of the State of Florida, the By-Laws of the Corporation shall be adopted by a vote of a majority of the

members of the Board of Directors. The By-Laws may be amended or altered at a regular or special meeting of the Board of Directors, by a vote of a majority of a quorum of Directors present in person or by proxy, in the manner and subject to any other conditions set forth in the By-Laws.

## **ARTICLE XI**

### **MEMBERS**

FMMPA, FMEA, and every municipal electric utility member of FMMPA is eligible for membership in the Corporation (Members). Membership for the municipal electric utility members of FMMPA shall be appurtenant to and may not be separated from being such a member of FMMPA.

## **ARTICLE XII**

### **VOTING RIGHTS**

The Corporation shall have one class of voting membership which shall be, in accordance with Article XI herein, open to FMMPA, FMEA, and all municipal electric utility members of FMMPA. Voting rights of Members, including weighted voting (if any) shall be as stated in the By-Laws of the Corporation, as may be amended from time to time.

## **ARTICLE XIII**

### **AMENDMENTS**

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner stated in the By-Laws of the Corporation, as may be amended from time to time.

**ARTICLE XIV**  
**INCORPORATOR**

The name and address of the Incorporator of the Corporation is Florida Municipal Power Agency, 8553 Commodity Circle, Orlando, Florida 32819-9002.

**THE UNDERSIGNED**, being an authorized representative of the Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida Not For Profit Corporation Act, has executed these Articles of Incorporation on this 19<sup>th</sup> day of September, 2002.

**FLORIDA MUNICIPAL POWER AGENCY**

By:

A handwritten signature in black ink, appearing to read "Jody Lamar Finklea", written over a horizontal line.

Jody Lamar Finklea

(Print Name of Authorized Representative)

Its: Attorney



IN WITNESS WHEREOF, I Jody Lamar Finklea, Esq., having been named Registered Agent and to accept service of process for the MUNICIPAL EMPLOYEE BENEFITS ASSOCIATION, INC. at the place designated in these Articles of Incorporation, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent this 20<sup>th</sup> day of September, 2002.

  
JODY LAMAR FINKLEA, ESQ.  
Registered Agent

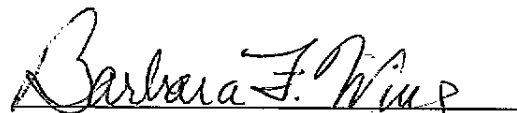
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DIVISION OF CORPORATIONS  
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STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF LEON     )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of September, 2002, by JODY LAMAR FINKLEA, ESQ.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year in this certificate first above written.

**NOTARY PUBLIC**

  
(Name of Notary Public, Print, Stamp,  
or Type as Commissioned)

Personally known ☒ OR produced identification \_\_\_\_\_



Barbara F. Wing  
MY COMMISSION # CC856796 EXPIRES  
July 27, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

Type of identification produced: \_\_\_\_\_