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SECRETARY OF STATE 02 NOV -5 PM W 1
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

SECOND S PALLS

<u>OF</u>

EMPLOYERS FOR INSURANCE REFORM, INC.

The undersigned subscribe to these Articles of Incorporation pursuant to the provisions of Chapter 617, Florida Statutes, for the purpose of forming a corporation not for profit and further state as follows:

<u>I</u> Name and Place of Business

The name of the corporation is Employers for Insurance Reform, Inc. The initial place of business is: 5700 Lake Worth Road, Suite 302, Lake Worth, Florida 33463.

<u>II</u> Duration

The period of the duration of this corporation shall be perpetual unless dissolved in accordance with Florida law. Corporate existence shall commence upon filing with the Secretary of State.

III Purpose

This corporation is organized as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, this organization shall not carry on any activities which are not permitted to be carried on by an

organization exempt from taxation pursuant to Section 501(c)(6) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law.

The corporation is established for the purpose of promoting operation of a trade association intended to organize employers for the purpose of developing and disseminating information, costs drivers and suggested reforms of the insurance industry. The corporation may perform similar related functions as permitted by Section 501(c)(6) of the Internal Revenue Code of 1954, as amended.

<u>IV</u> Restrictions

No part of the net earnings of the corporation shall enure to the benefit of, or be distributable to, its members, directors, officers, or other private persons; provided, 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 in Article III, hereof.

<u>V</u> <u>Members</u>

The initial founding members of the corporation shall be known as "Charter Members." Other classifications of membership shall be established by the Board of Directors as provided in the by-laws of the corporation and may consist of separate categories of membership, each with different rights and responsibilities.

<u>VI</u> Registered Office

The street address of the registered office of the corporation is:

5700 Lake Worth Road, Suite 302 Lake Worth, Florida 33463

The name of the initial registered agent at such address is: Brian S. Fischer.

VII Board of Directors

The number of persons constituting the Board of Directors of the corporation shall not be less than three (3) nor more than ten (10) members unless the number of members to the Board of Directors shall be enlarged by a provision in the by-laws.

The incorporators of the corporation shall be known as "ex officio" members of the Board of Directors and shall have the powers and duties set forth in the by-laws of the corporation. Directors, other than ex officio Directors, shall serve two year terms. The by-laws shall provide the process for the selection of directors. Board members shall serve with no compensation; provided, however, the Board may authorize reimbursement of expenses incurred by Board members in conjunction with the corporation's business or other approved activities directly related to the corporation's purposes.

Nothing herein shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

<u>VIII</u> Officers

The officers of the corporation shall be a president, a secretary and a treasurer and such other officers as may be determined by the Board of Directors. The manner of selection of officers shall

also be provided for in the by-laws. An individual may not hold more than one office in the corporation. The duties of officers shall be described in the by-laws.

IX Indemnification of Officers and Directors

Officers and directors shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, (including any incurred in appellate proceedings), reasonably incurred in connection with any proceeding or settlement thereof for which they may become involved by reason of holding such office. The corporation may purchase and maintain insurance on behalf of officers and directors against any such liability asserted against them or incurred by them in their capacity as officers and directors, or arising out of their status as such.

<u>X</u> Non-Stock Basis

This corporation is organized on a non-stock basis.

XI Dissolution

In the event of dissolution of the corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) of the Internal Revenue Code of 1954, as amended, or the corresponding section of any prior or future United States Internal Revenue law, or to the federal, state or local government to be used for exclusively public services.

XII Incorporators

The names and addresses of the incorporators subscribing to these Articles of Incorporation are set forth below:

Brian S. Fischer 5700 Lake Worth Road, Suite 302 Lake Worth, Florida 33463

Bob Phillips 518 60th Street St. Petersburg, Florida 33707

Chris Smith 2701 Busch Boulevard, Suite 208 Tampa, Florida 33618-4531

Laura McLeod Post Office Box 10223 Tallahassee, Florida 32302 Paul Doolittle 4811 Atlantic Boulevard, Suite 3 Jacksonville, Florida 32207

Jerry Goodmark 400 Executive Centre Drive, Suite 100 West Palm Beach, Florida 33401

Rich Berman 4300 N. University Drive, Suite D-200 Lauderhill, Florida 33351

Brian Sganga Post Office Box 2649 Lake City, Florida 32056

IN WITNESS WHEREOF, the undersigned, pursuant to the laws of the State of Florida do hereby make and file in the office of the Secretary of State of Florida these Articles of Incorporation and further certify that the facts stated herein are true and correct.

DKIAN S. FISCHEN

<u>VERIFICATION</u>

STATE OF FLORIDA)
COUNTY OF Polm Beach

The foregoing instrument was acknowledged before me this <u>18</u> day of November, 2002, by Brian S. Fischer, who is personally known to me <u>OR</u> who provided a valid driver's license as identification (strike through one) and who did <u>OR</u> did not (strike through one) take an oath stating

that they are the individual described herein and that they executed the foregoing Articles of Incorporation and acknowledged to me that they executed the same for the purposes therein expressed.

WITNESS my hand and seal in the County and State named above on this <u>28</u> day of November, 2002.

oct e

Notary Public:

My Commission Expures Prince A Bonding

BOB PHILLIPS

FLDL#: P412 -773-59-049-0

VERIFICATION

STATE OF FLORIDA (COUNTY OF 1/1/14/5/BOFOLO/H)

The foregoing instrument was acknowledged before me this 301 day of November, 2002, by Bob Phillips, who is personally known to me OR who provided a valid driver's license as identification (strike through one) and who did OR did not (strike through one) take an oath stating that they are the individual described herein and that they executed the foregoing Articles of Incorporation and acknowledged to me that they executed the same for the purposes therein expressed.

WITNESS my hand and seal in the County and State named above on this 3077 day of November, 2002.

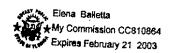
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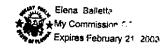
Clena M. Balletta NOTARY PUBLIC

Notary Public:

ELENA BALLETTA

My Commission Expires:





CHRIS SMITH

VERIFICATION

STATE OF FLORIDA (COUNTY OF HILLSBOKDUSH)

The foregoing instrument was acknowledged before me this 30Th day of November, 2002, by Chris Smith, who is personally known to me OR who provided a valid driver's license as identification (strike through one) and who did OR did not (strike through one) take an oath stating that they are the individual described herein and that they executed the foregoing Articles of Incorporation and acknowledged to me that they executed the same for the purposes therein expressed.

WITNESS my hand and seal in the County and State named above on this 307H day of November, 2002.

NOTARY PUBLIC

Notary Public:

ELENA BALLETTA

Printed Name

My Commission Expires:

URA MCLEOD

Elena Balletta

My Commission CCB10864

Expires February 21 2003

VERIFICATION

STATE OF FLORIDA COUNTY OF LEON

The foregoing instrument was acknowledged before me this 5 day of November, 2002, by Laura McLeod, who is personally known to me <u>OR</u> who provided a valid driver's license as identification (strike through one) and who did <u>OR</u> did not (strike through one) take an oath stating that they are the individual described herein and that they executed the foregoing Articles of Incorporation and acknowledged to me that they executed the same for the purposes therein

| expressed. | |
|---|--|
| WITNESS my hand and seal in the Count November, 2002. | ty and State named above on this 5th day of Onstance M. Orme |
| CONSTANCE M. PRINCE MY COMMISSION # DD 079262 EXPIRES: December 17, 2005 Bonded Thru Notary Public Underwritters | Notary Public: CONSTANCE M. PR |
| | My Commission Expires: 12/17/05 |
| | PAUL DOOLITTLE |
| VERIFICATION | |
| STATE OF FLORIDA COUNTY OF DUVOL The foregoing instrument was acknowledged before me this 3 day of November, 2002, by Paul Doolittle, who is personally known to me OR who provided a valid driver's license as identification (strike through one) and who did OR did not (strike through one) take an oath stating that they are the individual described herein and that they executed the foregoing Articles of Incorporation and acknowledged to me that they executed the same for the purposes therein expressed. | |
| WITNESS my hand and seal in the County and State named above on this 3/5 day of November, 2002. October November, 2002. | |
| Dawn M. Schafer Commission # CC 962415 Expires Sep. 3, 2004 Bonded Thru Atlantic Bonding Co., Inc. | NOTARY PUBLIC Notary Public: Printed Name |

My Commission Expires:



VERIFICATION

STATE OF FLORIDA)
COUNTY OF DOWNED)

ROSANNE ELAKMAN

MY COMMISSION # CC 982565 EXPIRES: March 17, 2005

The foregoing instrument was acknowledged before me this 2001 day of Nevember, 2002, by Jerry Goodmark, who is personally known to me **OR** who provided a valid driver's license as identification (strike through one) and who did **OR** did not (strike through one) take an oath stating that they are the individual described herein and that they executed the foregoing Articles of Incorporation and acknowledged to me that they executed the same for the purposes therein expressed.

WITNESS my hand and seal in the County and State named above on this 27 day of

November, 2002.

NOTARY PUBLIC

Notary Public:

ROSANOE ELAKMON

Printed Name

My Commission Expires:

RICH BERMAN

<u>VERIFICATION</u>

STATE OF FLORIDA)
COUNTY OF Browned)

The foregoing instrument was acknowledged before me this <u>29</u> day of <u>November</u>, 2002, by Rich Berman, who is personally known to me <u>OR</u> who provided a valid driver's license as identification (strike through one) and who did <u>OR</u> did not (strike through one) take an oath stating

that they are the individual described herein and that they executed the foregoing Articles of Incorporation and acknowledged to me that they executed the same for the purposes therein expressed.

WITNESS my hand and seal in the County and State named above on this $\sqrt[3]{q}$ day of

November, 2002.

OCTORES.

ROSANNE ELAKMAN
MY COMMISSION # CC 982565
EXPIRES: March 17, 2005
Bonded Thus Notary Public Underwriters

NOTARY PUBLIC

Notary Public:

COSANTE ELAKMAN

Printed Name

My Commission Expires:

BRIAN SGANGA

VERIFICATION

STATE OF FLORIDA)
COUNTY OF COLUMBIA

The foregoing instrument was acknowledged before me this ______day of November, 2002, by Brian Sganga, who is personally known to me <u>OR</u> who provided a valid driver's license as identification (strike through one) and who did <u>OR</u> did not (strike through one) take an oath stating that they are the individual described herein and that they executed the foregoing Articles of Incorporation and acknowledged to me that they executed the same for the purposes therein expressed.

WITNESS my hand and seal in the County and State named above on this 4th day of November, 2002.

NOTARY PUBLIC

Notary Public:

Kellie F. Charney

My Commission Expires:

Keilie F. Charriey
MY COMMISSION # DD063549 EXPIRES
October 8, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

Brian S. Fischer, the Registered Agent named in the foregoing Articles of Incorporation, by the execution of this acceptance, does hereby agree to abide by the provisions of Section 617.0503, Florida Statutes, and any other related laws, with respect to the duties of such registered agent and agrees to maintain normal business hours at the following address: 5700 Lake Worth Road, Suite 302, Lake Worth, Florida 33463.

BRIAN S. FISCHER, Registered Agent

Date: /0/28/02

02 NOV -5 PH 4: 52
SECRETARY OF STATE
TALLAHASSEE FIORING