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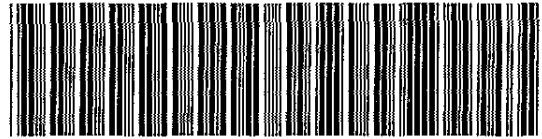
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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05 FEB 20 PM 2:29

CLERK OF STATE  
TALLAHASSEE, FLORIDA

*2/30*

COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: BENEFITS DEPOT, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

+ 87.50  
2nd  
Certified  
Copy

FROM: HENRY FLOOD  
Name (Printed or typed)

20335 West Country Club Drive #1009  
Address

AVENTURA, FL 33180  
City, State & Zip

305-332-4051  
Daytime Telephone number

87.50  
875

96.25

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED

06 FEB 20 AM 11:04  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

February 2, 2006

HENRY FLOOD  
20335 WEST COUNTRY CLUB DR.  
#1009  
AVENTURA, FL 33180

SUBJECT: BENEFITS DEPOT, INC.  
Ref. Number: W06000005381

We have received your document for BENEFITS DEPOT, INC.. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole  
Document Specialist  
New Filing Section

Letter Number: 606A00007765

*CORRECTED ON PAGE 1 OF EACH ORIGINAL  
PLEASE PROCESS IN ACCORD WITH ORIGINAL REQUEST,  
FEES PREVIOUSLY PAID.*

*H. J. Fore*

**ARTICLES OF INCORPORATION**

**OF**

**Benefits Depot, Inc.**

**A NON-PROFIT CORPORATION**

**FILED**  
**08 FEB 20 PM 2:29**  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned incorporator(s), in order to form a non-profit corporation under Chapter 617 of the laws of the state of Florida, adopt the following Articles of Incorporation:

**ONE: Name.** The name of this corporation is Benefits Depot, Inc.

**TWO: Registered Agent and Corporate Addresses.** The name and address of the registered agent of this corporation is: Henry Flood, 20335 West Country Club Drive, #1009, Aventura, FL 33180. The Mailing address of the corporation is P.O. Box 800906, Aventura, FL 33280. A street address for the corporation is the same as the registered agent address.

**THREE: Purposes.** The purposes of Benefits Depot, Inc. shall be to help doctors, medical professionals, social workers and patients of doctors understand and effectively utilize the various public disability and medical assistance benefit programs authorized by State and Federal laws of the United States. The corporation will advance its general purposes through claims assistance counseling and claims filing on behalf of critically ill or disabled individuals or their dependents; production of educational materials and training help to hospitals, doctors, social workers, public benefit attorneys or other professionals assisting critically ill or disabled persons.

This corporation is organized exclusively for one or more of the charitable, religious, educational or scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**FOUR: Directors.** The number of directors of this corporation shall not be less than three or more than nine. Their names and address are as may from time to time be specified in resolutions of appointment authorized by the Benefits Depot, Inc.

The names and addresses of the initial Board of Directors are:

1. Jamie Garner, 4480 Tolt Avenue, Carnation, WA 98014
2. Henry Flood, 20335 West Country Club Dr. #1009, Miami, FL 33180
3. Donald Wheeler, 9351 Fountainebleau Blvd. #B-309, Miami, FL 33161

**FIVE: Incorporator.** The name and address of the incorporator of this corporation is: Henry Flood, 20335 West Country Club Dr. #1009, Aventura, FL 33180

The powers of the incorporator shall terminate upon issuance of a charter by the State of Florida.

**SIX: Duration.** The period of duration of this corporation is perpetual.

**SEVEN: Non-Membership.** The Corporation is not a membership organization nor is it an institution of higher learning within the meaning of Florida State law. Nothing in this article shall preclude the organization from offering non-credit private or public educational seminars pursuant to its exempt purposes.

**EIGHT: Corporate Management.** The activities and affairs of the corporation shall be managed by a Board of Directors. The Board of Directors shall be elected at the annual meeting of the corporation and in the manner as may be specified in the Bylaws. Officers, directors and Board members shall serve in their respective offices until their successors are duly qualified and seated in the manner specified in the Bylaws. The Officers and Directors shall take and sign an oath affirming their allegiance to serving the public interest and exempt purposes of the corporation.

**NINE: Officers.** The officers of the Board shall be a President, Vice-President, Secretary, Treasurer and such subordinate officers as the Board may designate or as specified in the Bylaws. At the discretion of a majority of the Board of Directors, the offices of Secretary and Treasurer may be combined into a single office. A majority of the Board shall constitute a quorum to conduct business. The Officers of the corporation shall constitute the Executive Committee of the corporation and manage the day to day affairs of the corporation subject to any limitations contained in the Bylaws. The Executive Committee may have the authority to affix the seal of the corporation to official documents. The Board of Directors is expressly authorized to amend the Articles of Incorporation and to make, amend or repeal the Bylaws of the corporation provided that such changes shall not be contrary to any state or federal governmental ruling concerning the exempt status of the corporation. In addition to the powers and authorities conferred by these Articles of Incorporation, the Board of Directors shall have and exercise those powers which may be conferred by the Florida Non-Profit Corporation Act.

**TEN: Loans Prohibited.** The Board of Directors shall not authorize loans to themselves or to any officer or director of the corporation. No funds of the corporation shall be expended unless authorized by an officer of the corporation. Checks shall not be drawn to any individual or corporation unless supported by invoices, orders or other supporting documentation. The Bylaws of the corporation shall specify the scope and manner in which policies and procedures for the management of the corporation shall be developed.

**ELEVEN: Funding.** The corporation is authorized to apply for and accept grants, contracts, cooperative agreements, and donations from government agencies, foundations, corporations and individuals. The corporation is also authorized to enter into agreement and memorandums of understanding with governmental organizations, foundations, corporations and other non profit organizations provided that such instruments are in furtherance of the corporation's exempt purposes. The board is authorized to secure loan financing from public or private sources in furtherance of its exempt purposes.

**TWELVE: Meetings.** The meetings of the corporation may be held within or outside of the State of Florida. Meetings may be held in person or via telephone conference or via the internet. The books of account shall normally be kept in the State of Florida but may be kept at other locations if approved by the Board.

**THIRTEEN: Officer Liability.** The officers and directors of the corporation shall not be liable to the corporation for monetary damages for a breach in fiduciary duties unless the breach involves (1) a matter of loyalty to the corporation; (2) acts or omissions not in good faith, or that involve intentional misconduct or knowing violation of law; (3) a transaction from which the director derived an improper personal benefit.

**FOURTEEN: Dissolution.** Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**FIFTEEN: Political Activities.** No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

**SIXTEEN: Inurement.** No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.

**SEVENTEEN: Exempt Functions.** Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

**EIGHTEEN: Amendments.** A two-thirds majority of the Board of Directors may amend the Articles of Incorporation at a regular or special meeting called for that purpose. All proposed amendments to the Articles of Incorporation must first be introduced for discussion and debate at a previous meeting prior to the convening of a regular or special meeting to adopt or reject the proposed amendments.

Regardless of the number of amendments, the Articles of Incorporation shall always be displayed as a whole and conformed document so as to avoid confusion regarding its meaning or completeness. The Secretary shall maintain a table of amendments together with any minutes and

documentation pertaining to each amendment action so that the history of amending actions can be traced and documented.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated: 2/14/2006

Hy Flood  
Henry Flood, Incorporator

2/14/2006  
Date

### Certificate of Registered Agent

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Hy Flood  
Henry Flood, Registered Agent

2/14/2006  
Date

**FILED**  
06 FEB 20 PM 2:29  
CLERK OF THE COURT  
TALLAHASSEE, FLORIDA