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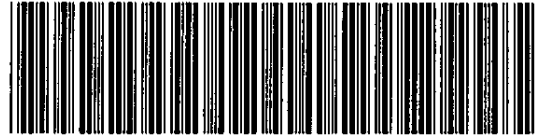
(Business Entity Name)

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RECEIVED  
10 SEP 15 PM 4:30  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED  
10 SEP 15 AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

25

## COVER LETTER

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

SUBJECT: PERSONAL INSURANCE FEDERATION OF FLORIDA, 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**

FROM: Breck Brannen, Pennington Law Firm  
Name (Printed or typed)

215 S. Monroe Street, 2nd Floor  
Address

Tallahassee, FL 32301  
City, State & Zip

850-222-3533  
Daytime Telephone number

emory.wilkerson.c9wn@statefarm.com  
E-mail address: (to be used for future annual report notification)

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

APPROVED  
AND  
FILED

ARTICLES OF INCORPORATION 10 SEP 15 AM 10:49

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PERSONAL INSURANCE FEDERATION OF FLORIDA, INC.

**THE UNDERSIGNED**, acting as incorporator for the purpose of forming a not for profit corporation pursuant to the Not for Profit Corporation Act (the "Act") of the State of Florida, hereby certifies:

**ARTICLE I:** The name of the corporation shall be Personal Insurance Federation of Florida, Inc. (the "Corporation").

**ARTICLE II:** The street address of the principal office and mailing address of the Corporation shall be 215 South Monroe Street, Suite 801, Tallahassee, Florida 32301.

**ARTICLE III:** The Corporation shall be a nonprofit organization qualifying under section 501(c)(6) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"), and shall not have the authority to issue capital stock. The general purpose for which the Corporation is formed is to be a voluntary, non-stock, non-profit, incorporated, membership trade association. The specific purpose of the Corporation is to promote the common interests of its members by improving conditions in the personal insurance lines of business consistent with the principles of free markets, open competition, underwriting freedom, and limited government. In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Chapter 617.0302 of the Florida Statutes as now in effect or as may hereafter be amended. Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this corporation.

**ARTICLE IV:** The Corporation shall not issue shares of stock, but shall consist of non-stock owning members who shall be admitted as set forth in the Bylaws of the Corporation.

**ARTICLE V:** The name and address of the Incorporator is: Emory Wilkerson, 285 Peachtree Center Avenue, N.E., Suite 1200, Atlanta, Georgia 30303.

**ARTICLE VI:** The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII:** The registered agent of this Corporation shall be J. Breck Brannen. The address of the registered agent shall be 215 S. Monroe St., 2d Floor, Tallahassee, Florida 32301. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

**ARTICLE VIII:** The business of the Corporation shall be managed by a Board of Directors consisting of at least three (3) persons, the exact number to be determined from time to time in accordance with the Bylaws. The directors shall be elected as provided in the Bylaws. The names and street addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Emory Wilkerson	285 Peachtree Center Avenue, N.E., Suite 1200 Atlanta, Georgia 30303
John T. Fitts	6300 Wilson Mill Road Mayfield Village, Ohio 44143
JoAnne Kron	2775 Sanders Road, Suite A3 Northbrook, IL 60062

**ARTICLE IX:** The corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers, including without limitation thereto, two or more Vice-Presidents, Assistant Secretaries and Assistant Treasurers. The same person may hold any two or more offices. The officers, names and addresses of the initial officers are:

<u>Officer/Name</u>	<u>Address</u>
President - Emory Wilkerson	285 Peachtree Center Avenue, N.E., Suite 1200 Atlanta, Georgia 30303

Secretary - John T. Fitts

6300 Wilson Mills Road  
Mayfield Village, Ohio 44143

Treasurer - JoAnne Kron

2775 Sanders Road, Suite A3  
Northbrook, Illinois 60062

**ARTICLE X:**

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director(s) or officer(s) are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the members entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

**ARTICLE XI:** Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation are as follows:

- A. The Corporation shall not possess or exercise any power or authority, expressly, by interpretation, or by operation of law, that will prevent it at any time from qualifying and continuing to qualify as a corporation described in section 501(c)(6) of the Code, nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.
- B. The Corporation shall never be operated for the primary purpose of carrying on a trade business for profit.
- C. At no time shall the Corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Florida, or any other jurisdiction where its activities are carried on.
- D. Upon the termination, dissolution, or winding up of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be applied and distributed in accordance with a plan of distribution adopted by the Board of Directors. Under such plan, the assets must be applied for purposes described in Article III hereof, distributed to one or more organizations that are exempt from taxation under section 501(c)(6) and have purposes similar to those of the Corporation, be distributed to one or more corporations, funds or foundations that are exempt from taxation under section 501(c)(3) of the Code, or be distributed in any way that is not inconsistent with the Act or any provision or principle of tax law applicable to organizations described in section 501(c)(6) of the Code.

## **ARTICLE XII:**

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than action to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee, or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum

consisting of members who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provision of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the application standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, counsel chosen by it and not objected to in writing for valid reasons by such person shall conduct such defense. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

**[SIGNATURE ON FOLLOWING PAGE]**



IN WITNESS WHEREOF, I, the undersigned Incorporator,  
hereby set my hand and seal this 15th day of  
September, 2010, for the purpose of forming this  
Corporation under the laws of the State of Florida, and I  
hereby make and file in the Office of the Secretary of the  
State in the State of Florida the Articles of Incorporation  
and certify that the facts herein stated are true.

By: 

Emory Wilkerson

Incorporator

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

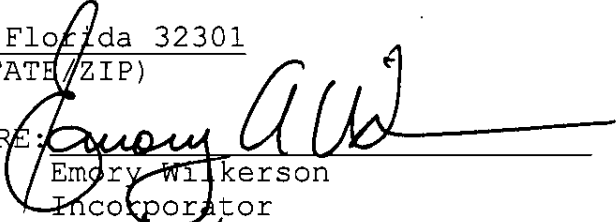
1. The name of the corporation is: Personal Insurance Federation of Florida, Inc.

2. The name and address of the registered agent and office is:

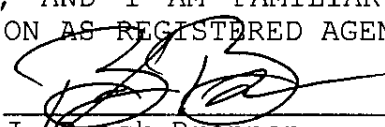
J. Breck Brannen  
(NAME)

215 S. Monroe St., 2d Floor  
(P.O. BOX NOT ACCEPTABLE)

Tallahassee, Florida 32301  
(CITY/STATE/ZIP)

SIGNATURE:   
NAME: Emory Wilkerson  
TITLE: Incorporator  
DATE: 9/15/10

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.

SIGNATURE:   
NAME: J. Breck Brannen  
DATE: 9/15/10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
09 SEP 15 AM 10:49

APPROVED  
AND  
FILED