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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION  
FINANCIAL SERVICES ROUNDTABLE FOR SUPPLIER DIVERSITY

Certificate of Status	1
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February 9, 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

ADORNO & YOSS, PA

SUBJECT: FINANCIAL SERVICES ROUNDTABLE FOR SUPPLIER DIVERSITY, INC.  
REF: W11000007844

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Florida law requires any business entity serving in the capacity of a registered agent to have an active registration or filing on our records.

If you have any further questions concerning your document, please call (850) 245-6879.

Ruby Dunlap  
Regulatory Specialist II  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
FINANCIAL SERVICES ROUNDTABLE FOR SUPPLIER DIVERSITY, INC.**

**ARTICLE I. - NAME**

The name of this Corporation is:

**FINANCIAL SERVICES ROUNDTABLE FOR SUPPLIER DIVERSITY, INC.**

**ARTICLE - ENABLING LAW**

This Corporation is organized pursuant to the "Corporations Not for Profit Act" of the State of Florida, as set forth at Chapter 617 of the Florida Statutes.

**ARTICLE II. - DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III. - PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation is:

Financial Services Roundtable for Supplier Diversity, Inc.  
c/o Lisa Sandos  
Principal Financial Group  
Mail Stop-S-003-W82  
711 High Street  
Des Moines, IA 50392

**ARTICLE IV. - PURPOSES AND POWERS**

A. This Corporation is organized and shall be operated exclusively as a "business league" within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"). It being the primary goal and purpose of the Corporation to improve the conditions of the financial services industry through supplier diversity. More specifically, this Corporation is organized for the purpose of promoting, fostering and stimulating supplier diversity in the financial services industry through, among other things (i) providing a forum for

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members with a common business interest in promoting supplier diversity in the financial services industry; and, (ii) sponsor events and hold meetings for the purpose of discussion and education of the problems affecting supplier diversity in the financial services industry and sharing best practices and solutions to those problems.

B. This Corporation shall have all of the powers of a natural person, subject only to limitations imposed by these Articles, the Bylaws of this Corporation and applicable laws. Notwithstanding any such powers, or any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(6) of the Code, or (ii) by a corporation organized under Section 170(c)(2) of the Code, or (iii) by a non-profit corporation as permitted under the Florida Not For Profit Act.

C. This Corporation shall have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Florida, or which may hereafter be conferred, in order to promote religious, charitable, scientific, educational, sports, athletic and recreational purposes.

Notwithstanding any of the above statements of purpose and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.

Further notwithstanding any of the above statements of purpose and powers, this Corporation shall not engage in a regular business of a kind ordinarily carried on for profit nor shall this Corporation perform any particular services for individual persons or entities.

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No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, Director, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the tax exempt purposes set forth herein.

#### **ARTICLE V. - MEMBERSHIP**

Membership in this Corporation shall be open to any person, business, corporation, or other entity with a common interest in promoting supplier diversity in the financial services industry. Members shall be admitted upon receipt by the Corporation of a written application, approval by the Board of Directors and payment of an annual fee to be established by the Board of Directors. The authorized number, the different classes of membership, dues (if any), and other obligations, rights and privileges of members and the termination of membership shall be as set forth in the Bylaws.

#### **ARTICLE VI. - MANAGEMENT OF CORPORATE AFFAIRS**

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors composed of members who shall be elected as provided in the Bylaws. The number of Directors may be increased or decreased from time to time as the Board may determine, however the number of Directors shall not be less than three.

#### **ARTICLE VII. - DISSOLUTION**

This Corporation shall be dissolved and its affairs concluded by two-thirds vote of the Corporation's members eligible to vote. All the property and assets of this Corporation are and shall be irrevocably dedicated to religious, charitable, educational, sports, athletic and

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recreational purposes meeting the requirements for exemptions provided by Section 501(c)(6) of the Code, as amended. No part of said property or assets shall ever inure to the benefit of any member, Director or Officer or to the benefit of any private individual or entity. Upon dissolution, winding up or abandonment of the Corporation provision for payment of all debts and liabilities of this Corporation shall be made to the extent assets available. If after payment of all such debts and liabilities there remains any Corporate assets, such assets shall be distributed for use in furtherance of the purposes of the Corporation as set forth or then such assets shall be distributed to an organization being operated for charitable purposes which are similar to the purposes of the Corporation, provided that such organization is qualified as an exempt organization under Section 501(c)(6). Any such assets not so disposed shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine.

#### **ARTICLE VIII. - INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be 11380 Prosperity Farms Road #221E, Palm Beach Gardens, FL 33410 and the initial registered agent of this Corporation at such office shall be Corporate Creations Network Inc., who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

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**ARTICLE IX. - INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

**Name**


Gregory St. John

**Address**

700 South Federal Highway  
Suite 200  
Boca Raton, FL 33432

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation  
this 11 day of February, 2011.

Yoss LLP,  
Incorporator

By:   
Gregory St. John, Authorized Agent

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APPROVED  
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ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts the appointment as registered agent of FINANCIAL SERVICES ROUNDTABLE FOR SUPPLIER DIVERSITY, INC. and agrees to act in that capacity and to comply with the provisions of the Florida General Corporation Act. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

Date: February 9, 2011

Corporate Creations Network, Inc.  
Registered Agent

By:   
Title: Jim Perkins, Vice President

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