

n13000011236

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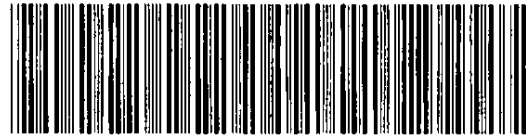
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2817 JUN 14 P 2:25

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JUN 20 2017

T. LEMIEUX

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AM

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ClaimVets Corp

DOCUMENT NUMBER: N13000011236

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Adam Potter
(Name of Contact Person)

CLM Group, Inc.
(Firm/ Company)

4100 S. Hospital Drive, Ste 209
(Address)

Plantation, FL 33317
(City/ State and Zip Code)

adam.potter@theclm.org
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Adam Potter at 212 724-2345
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED

2017 JUN 14 P 2:25

ClaimVets Corp

(Name of Corporation as currently filed with the Florida Dept. of State)
TALLAHASSEE, FLORIDA

N13000011236

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

BI/CLM Foundation, Inc.

The new

name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

4100 S. Hospital Drive, Ste 209

(Principal office address **MUST BE A STREET ADDRESS**) Plantation, FL 33317

C. Enter new mailing address, if applicable:

4100 S. Hospital Drive, Ste 209

(Mailing address **MAY BE A POST OFFICE BOX**)

Plantation, FL 33317

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: Same as previous

(Florida street address)

New Registered Office Address:

Same as previous

(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	<u>VP</u>	<u>John McGann</u>	<u>91 Turning Mill Road</u>
<input type="checkbox"/> Add			<u>Concord, MA 01742</u>
<input checked="" type="checkbox"/> Remove			
2) <input type="checkbox"/> Change	<u>VP</u>	<u>Deborah Saunders</u>	<u>3 Osprey Lane</u>
<input checked="" type="checkbox"/> Add			<u>West Deptford, NJ 08086</u>
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change	<u>VP</u>	<u>Linda Lane</u>	<u>113 Natures Way</u>
<input checked="" type="checkbox"/> Add			<u>Ponte Verda Beach, FL 32082</u>
<input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change	<u>S</u>	<u>Susan Wisbey-Smith</u>	<u>4100 S. Hospital Drive</u>
<input checked="" type="checkbox"/> Add			<u>Plantation, FL 33317</u>
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			

F. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

See Attached.

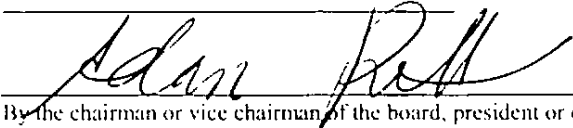
The date of each amendment(s) adoption: June 8, 2017, if other than the date this document was signed.

Effective date if applicable: June 8, 2017
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated June 12, 2017
Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Adam Potter
(Typed or printed name of person signing)

President
(Title of person signing)

**BYLAWS
OF
BI/CLM Charitable Initiative
(A Florida Non-Profit Corporation)**

PREAMBLE

The purpose of the Corporation shall be the education, encouragement, training, promotion, assistance and financial support of persons beginning a career in the insurance industry, with special emphasis on programs to aid women, veterans, minorities and others who may be underrepresented in that field of business activity.

The Corporation may organize these activities into separate subsidiary organizations with an advisory board, separate book keeping and finances and identified goals and objectives all of which shall be supervised and overseen by the Board of Directors

**ARTICLE I
Offices**

SECTION 1. Principal Office.

The principal office of the Corporation for the transaction of business shall be the principal office set forth in the Articles of Incorporation or as may be established by the Board of Directors. The Board of Directors may, from time to time, change the principal office from one location to another, either within or without the State of Florida.

SECTION 2. Registered Office.

The registered agent and the registered office of the Corporation may be changed from time by the Board of Directors upon proper filing with the Florida Secretary of State or its successor agencies, of any and all required notices, consents or other documents as may be prescribed by applicable law.

SECTION 3. Additional Offices.

The Corporation may also have offices at such other places, both within and without the State of Florida, as the Board of Directors may from time to time determine or as the business of the Corporation may require.

**ARTICLE II
Directors**

SECTION 1. Powers.

The property, business and affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors may exercise all the powers of the Corporation, except those specifically conferred upon or reserved to others by law, or by these Bylaws. The

Corporation shall abide by the rules, regulations, limitations on activity and requirements pertaining to Exemption from Taxation of both Section 501(c)(3) of the Internal Revenue Code and the Non-Profit Corporation standards of the State of Florida. The Board of Directors shall keep minutes of each of its proceedings and a full account of all of its transactions.

SECTION 2. Number of Directors; Qualification.

The number of directors of the Corporation shall be at least 5 unless and until such number may be increased by amendment to these Bylaws. Directors need not be residents of the State of Florida.

SECTION 3. Election of Directors.

Except as hereinafter provided, the members of the Board of Directors shall be elected each year at the Annual Meeting of Directors. At each meeting of Directors for the election of Directors at which a quorum is present, the persons receiving the greatest number of votes shall be directors. Each director shall hold office for the term for which he is elected or until his successor shall have been elected and qualified.

SECTION 4. Regular Meetings.

A regular meeting of the Board of Directors shall be held, with or without notice, immediately following the annual meeting of Directors, or as soon thereafter as is practicable, and at the same place. The Board of Directors, by resolution duly adopted, may provide for the holding of additional regular meetings either within or without the State of Florida, such meetings to be held either with or without notice as provided in the resolution setting such additional regular meeting or meetings.

SECTION 5. Special Meetings.

Special meetings of the Board of Directors may be called by the chairman of the Board, if one is elected the President, or by two or more directors.

SECTION 6. Notice of Meetings.

Written notice of the time and place of each special meeting, and each regular meeting if so required, shall be given to each director by the secretary or by the person or persons calling such a meeting. Such notice need not specify the business to be transacted at, nor the purpose of, any such meeting and may be given in any manner or method and at such time so that the director receiving it may have reasonable opportunity to participate in the meeting. Such notice shall, in all events, be deemed to have been properly and duly given if mailed at least forty-eight (48) hours prior to the meeting and directed to the residence of each director as shown upon the Secretary's records and, in the event of a meeting to be held through the use of telephone or similar communications equipment, if the notice sets forth the telephone number at which each director may be reached for purposes of participation in the meeting as shown upon the Secretary's records.

and states that the secretary must be notified if a director desires to be reached at a different telephone number.

SECTION 7. Waiver of Notice.

Whenever any notice is required to be given to any director of the Corporation of any meeting for any purpose under the provisions of law or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. A director who attends a meeting shall be deemed to have had timely and proper notice of the meeting, unless he attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 8. Action Without a Meeting.

Any action required by law to be taken at a meeting of the directors or any action which may be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action, shall be signed either before or after such action by all of the directors. Such consent shall have the same force and effect as a unanimous vote.

SECTION 9. Removal.

At a meeting called expressly for that purpose, with notice according these Bylaws, any director may be removed, without assigning cause, by a majority vote of Directors. In case of any such removal, a new director may be elected at the same meeting for the unexpired term of each director removed.

SECTION 10. Vacancies.

Any vacancy in the Board of Directors resulting from an increase in number of directors may be filled by the affirmative vote of a majority of the Directors entitled to vote thereon at a meeting held for that purpose. Any vacancy occurring in the Board of Directors for any reason other than by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. Any director elected as herein provided shall serve until the next Annual Meeting and until their successors are elected and qualified.

SECTION 11. Quorum of Directors.

A majority of the number of directors fixed by the Bylaws shall constitute a quorum for the transaction of business. Whenever less than a quorum is present at the time and place appointed for any meeting of the Board, a majority of those present may adjourn the meeting from time to time until a quorum shall be present. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 12. Compensation.

The directors, as such, shall be entitled to receive such reasonable compensation for their services as may be fixed from time to time by the affirmative vote of a majority of the directors then in office, and the expenses of attendance, if any, may be allowed for attendance at each annual, regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. Any compensation paid by the Corporation to any person or organization, whether a Director or related to a Director, shall be reasonable and in accord with the prohibition against private inurement of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III Committees

The Board of Directors may, by resolution, provide for such standing or special committees as it deems desirable, and discontinue the same at pleasure. Each such committee shall have such powers and perform such duties, not inconsistent with law, as may be delegated to it by the Board of Directors. The provisions of Section 1 and Section 2 of this Article shall govern the appointment and action of such committees so far as consistent, unless otherwise provided by the Board of Directors. Vacancies in such committees shall be filled by the Board of Directors or as the Board of Directors may provide.

ARTICLE IV Officers

SECTION 1. Election, Tenure and Compensation.

The Board of Directors shall elect annually at the Annual Meeting a President, two Vice-Presidents, and a Secretary. The Board of Directors may elect from among its members a Chairman of the Board. The Board of Directors may also elect one or more Vice Presidents, and such other officers with such powers and duties as the Board may from time to time designate for the proper conduct of the business of the Corporation. Officers need not be directors. Each officer shall be elected by a majority vote of the entire Board of Directors and shall hold office until the first meeting of the Board of Directors following the next Annual Meeting and thereafter until the officer's successor is duly elected and qualifies, or until the officer's death, resignation or removal. The Board of Directors shall have power to fix the compensation of all officers of the Corporation. Any two or more offices may be held by the same person, except the offices of President and Secretary.

SECTION 2. Chairman of the Board.

The Chairman of the Board, if one is elected, shall preside at all meeting of the Board of Directors at which the Chairman shall be present. The Chairman also shall have such powers and perform such other duties as from time to time may be assigned to him/her by the Board of Directors. The President shall serve as Chairman of the Board in the event that a Chairman is not elected or cannot serve at a meeting of the Board

SECTION 3. President.

The President shall be the Chief Executive Officer of the Corporation and, subject to the control of the Board of Directors, shall have general charge and supervision of the Corporation's business, affairs and properties. The President shall have authority to sign and execute, in the name of the Corporation, all authorized deeds, mortgages, bonds, contracts or other instruments. In the absence of the Chairman of the Board, the President shall preside the Board of Directors. In general, the President shall perform all the duties ordinarily incident to the office of a president of a corporation, and such other duties as, from time to time, may be assigned to him by the Board of Directors or by the Executive Committee, if one is established by the Board of Directors. The President shall annually prepare or cause to prepare a full and correct statement of the affairs of the Corporation, which statement shall include a balance sheet and a financial statement of the operations of the Corporation during the preceding fiscal year. This annual statement of affairs shall be submitted at the Annual Meeting and placed on file at the Corporation's principal office.

SECTION 4. Vice Presidents.

Each Vice President, which term shall include any Executive Vice President, shall have the power to sign and execute, unless otherwise provided by resolution of the Board of Directors, all contracts or other obligations in the name of the Corporation in the ordinary course of business. At the request of the President or in the President's absence or during the President's inability to act, the Vice President or Vice Presidents shall perform the duties and exercise the functions of the President, and when so acting shall have the powers of the President. If there be more than one Vice President, the Board of Directors may determine which one or more of the Vice Presidents shall perform any of such duties or exercise any of such functions, or if such determination is not made by the Board of Directors, the President may make such determination. The Vice President or Vice Presidents shall have such other powers and perform such other duties as may be assigned to him by the Board of Directors or by the President.

SECTION 5. Secretary.

The Secretary, or, in the absence, one of the Vice Presidents shall keep the minutes of the meetings of the Board, including all the votes taken at such meetings, and record them in books provided for that purpose. The Secretary shall see that all notices are duly given in accordance with the provisions of these by-laws or as required by law. The Secretary shall be the custodian of the records and of the corporate seal of the Corporation. The Secretary shall see that the corporate seal is affixed to all documents, the execution of which on behalf of the Corporation is under its seal is duly authorized, and when so affixed may attest the seal. The Secretary may sign with the President or a Vice President, certificates of stock of the Corporation. In general, the Secretary shall perform all duties ordinarily incident to the office of a secretary of a corporation, and such other duties as, from time to time, may be assigned to him by the Board of Directors or by the President.

SECTION 6. Removal and Vacancies.

Any officer of the Corporation may be removed, with or without cause, by a vote of a majority of the entire Board of Directors. A vacancy in any office because of removal, resignation, death or any other cause may be filled for the unexpired portion of the term by election of the Board of Directors at any regular or special meeting.

ARTICLE V
Books and Records

SECTION 1. Books and Records.

All books, accounts and record of the Corporation, including the original or a certified copy of these by-laws, the minutes of all Board meetings, a copy of the annual statement, and any voting trust agreements on file with the Corporation, shall be kept and maintained by the Secretary at the principal offices of the Corporation or at such other location as its approved by the Board of Directors..

SECTION 2. Inspection Rights.

Except as otherwise provided by law or by charter, the Board of Directors shall determine whether and to what extent the books, accounts, and records of the Corporation, or any of them, shall be open to inspection. No person shall have any right to inspect any book, account, document or record of the Corporation, except as conferred by law, by charter, or by resolution of the Board of Directors.

ARTICLE VI
Indemnification and Insurance

SECTION 1. Indemnification in Non-Derivative Actions.

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 completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he is or was a director, officer, employee or agent employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in the manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. 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 of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the

Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

SECTION 2. Indemnification as Matter of Right.

To the extent that a director, officer, employee or agent has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

SECTION 3. Determination of Conduct.

Any indemnification under Sections 1 and 2 of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

SECTION 4. Advance Payment of Expenses.

Expenses (including attorneys' fees) incurred in defending an action, suit or proceeding, whether civil, criminal, administrative, arbitative or investigative may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 4 of this Article upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

SECTION 5. Further Indemnity.

The Corporation shall have power to make any other or further indemnity, including criminal proceedings, to any person referred to in this Article that may be authorized by the Articles of Incorporation or any bylaw made by the persons or any resolution adopted, before or after the event, by the persons, except an indemnity against his gross negligence or willful misconduct, and consistent with applicable law. Each such indemnity may continue as to a person who has ceased to have the capacity referred to above and may inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 6. Insurance.

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another

corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE VII Reimbursements

Any payments made to reimburse an officer or other employee of the Corporation, such as salary, commission, interest or rent, of business expense incurred by him or her, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer or other employee of the Corporation to the full extent of such disallowance. It shall be the duty of the Board of Directors to enforce payment of each such amount disallowed. In lieu of payment by the officer or other employee, subject to the determination of the directors, proportionate amounts may be withheld from such officer or other employee's future compensation payments until the amount owed to the Corporation has been recovered.

ARTICLE VIII Dissolution

In the event of dissolution of the Corporation, the laws of the State of Florida shall be observed and all debts, obligations and liabilities of the Corporation shall be properly addressed, paid or otherwise resolved. Any assets or property of the Corporation remaining after the disposition of all debts shall be distributed to other non-profit organizations which are in good standing and tax exempt within the requirements of the laws of Florida and Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IX Amendments

SECTION 1. Amendment of By-Laws.


The Board of Directors shall have the power and authority, by vote of two thirds of the entire Board, to amend, alter or repeal all or any provisions of these by-laws and may from time to time make additional by-laws.

SECRETARY'S CERTIFICATE

I, the undersigned, Secretary of BI/CLM Charitable Initiative (the "Corporation"), a Florida Non-profit corporation, hereby certifies that the foregoing is a true and correct copy of the Corporation's Bylaws as adopted by the Board of Directors of the Corporation on the 12th day of June, 2017.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Corporate Seal of the Corporation effective this 12 day of June, 2017

[Corporate Seal]


Secretary

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

BI/CLM Charitable Initiative, Inc.

Article II

The principal place of business address:

4100 S. HOSPITAL DRIVE

SUITE 209

PLANTATION, FL. 33317

The mailing address of the corporation is:

4100 S. HOSPITAL DRIVE

SUITE 209

PLANTATION, FL. 33317

Article III

The specific purpose for which this corporation is organized is:

BI/CLM Charitable Initiative

Through its underlying pillars, the BI/CLM Charitable Initiative will educate, train and support individuals to help promote the insurance, risk and claims industries; attract new talent to the industry; and contribute to causes important to the industry.

Pillars:

Women to Watch Foundation

Engage members of the Business Insurance and CLM Women to Watch Community and other professionals in the commercial insurance industry to support education and related activities dedicated to the advancement, health and well-being of women.

CLM Foundation

Focused on gathering the collective strength of the CLM membership to make a difference to charitable organizations with a connection to or that have an impact on the insurance industry.

Article IV

The manner in which directors are elected or appointed is:

AS PROVIDED FOR IN THE BYLAWS.