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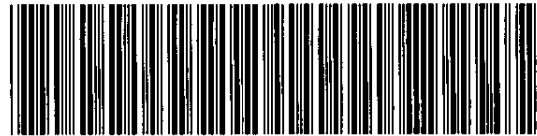
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OCT 09 2015

T. SCHROEDER

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

INSURANCE INDUSTRY EDUCATIONAL

FOUNDATION, INC.

Signature \_\_\_\_\_

Requested by: Seth

10/09/15

Name

Date

Time

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\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**OF**  
**INSURANCE INDUSTRY EDUCATIONAL FOUNDATION, INC.**

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The undersigned pursuant to applicable provisions of the Florida Not For Profit Corporation Act, hereby adopts the following articles of incorporation:

**ARTICLE ONE**

**NAME**

The name of this corporation shall be Insurance Industry Educational Foundation, Inc. (the "Corporation").

**ARTICLE TWO**

**ADDRESS OF PRINCIPAL OFFICE**

The address of the initial principal office of the Corporation shall be 7131 Business Park Lane, Suite 300, Lake Mary, FL 32746.

**ARTICLE THREE**

**PURPOSES AND POWERS**

This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, hereinafter the "Code" including, but not limited to, the purposes of the organization set out in its bylaws and making grants to organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code.

The Corporation shall have all the rights and powers customary and proper for tax exempt not-for-profit corporations, including the powers specifically enumerated in Section 617.0302 of the Florida Statutes as amended, to carry out the purposes of the organization set out in these articles of incorporation and the corporation's bylaws. The Corporation shall have the power to hold or administer property for the purposes stated in this Article Three and the bylaws, including the power to act as trustee.

Notwithstanding any other provision of these articles or the bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

For purposes of these articles of incorporation, all references to the Internal Revenue Code or "Code" shall include reference to the corresponding provision of any future federal tax law or code.

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## **ARTICLE FOUR**

### **DIRECTORS**

The board of directors shall be elected as provided for in the bylaws of the Corporation. The initial members of the board of directors of the Corporation shall be as follows:

Warren P. Hudson  
7131 Business Park Lane, Suite 300  
Lake Mary, FL 32746

James D. Davis  
7131 Business Park Lane, Suite 300  
Lake Mary, FL 32746

Benjamin A. Treull  
7131 Business Park Lane, Suite 300  
Lake Mary, FL 32746

## **ARTICLE FIVE**

### **OFFICERS**

The officers of the Corporation shall be elected as provided for in the bylaws of the Corporation. The initial officers of the Corporation are as follows:

President Warren P. Hudson  
7131 Business Park Lane, Suite 300  
Lake Mary, FL 32746

Treasurer: Benjamin A. Treull  
7131 Business Park Lane, Suite 300  
Lake Mary, FL 32746

Secretary: Benjamin A. Treull  
7131 Business Park Lane, Suite 300  
Lake Mary, FL 32746

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## **ARTICLE SIX**

### **NO MEMBERS**

The Corporation shall have no members.

## **ARTICLE SEVEN**

### **TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

## ARTICLE EIGHT

### BYLAWS

The bylaws of the Corporation shall be prepared and adopted by the board of directors and may be amended, altered or rescinded as set forth in the bylaws.

## ARTICLE NINE

### REGISTERED AGENT

The registered agent upon whom service of process against this Corporation may be made is Paul R. Alfieri, P.L. The registered agent and the registered agent's office are located at 5143 NW 42 Terrace, Coconut Creek, FL 33073.

## ARTICLE TEN

### INCORPORATOR

The name and address of the incorporator is Dwayne R. Williams whose address is 7131 Business Park Lane, Suite 300, Lake Mary, FL 32746.

## ARTICLE ELEVEN

### LIMITATIONS AND RESTRICTIONS

The income and assets of the Corporation shall be irrevocably dedicated to its exclusive purposes. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 purposes set forth in Article Three hereinabove.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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 political office.

The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

## ARTICLE TWELVE

### PRIVATE FOUNDATION RESTRICTIONS

Until the Internal Revenue Service issues a determination letter regarding the tax exemption of the corporation and thereafter for such time as the corporation continues to be a private foundation within the meaning of Section 509 of the Code, notwithstanding any other provision of these articles of incorporation, this Article Twelve shall apply and the Corporation shall:

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1. Distribute its income for each tax year for the purposes set forth in Article Three, hereinabove; at a time, in a manner and in such amounts as not to become subject to the tax on undistributed income imposed by section 4942 of the Code; and
2. Not engage in any act of self-dealing as defined in section 4941(d) of the Code that would subject the corporation to tax under section 4941 of the Code; and
3. Not retain any excess business holdings as defined in section 4943(c) of the Code, that would subject the corporation to tax under section 4943 of the Code; and
4. Not make any investments in a manner that would jeopardize the carrying out of any of the exempt purposes of the corporation within the meaning of Section 4944 of the Code that would subject it to tax under section 4944 of the Code; and
5. Not make any taxable expenditure as defined in section 4945 of the Code that would subject the corporation to tax under Section 4945 of the Code.

### ARTICLE THIRTEEN

#### DISSOLUTION

Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, shall dispose of all the assets of the Corporation exclusively to an organization or organizations organized and operated exclusively for charitable, religious, educational or scientific purposes as shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the board of directors shall determine or shall be distributed to the federal government, or to a state or local government.

Any such assets not disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

### ARTICLE FOURTEEN

#### NONDISCRIMINATORY POLICY

This Corporation does not discriminate on the basis of race, color, national or ethnic origin in administration of its scholarship or other exempt programs.

### ARTICLE FIFTEEN

#### AMENDMENTS

Amendments to the articles of incorporation shall be adopted by a two-thirds (2/3) majority affirmative vote of the board of directors, then in office, at a general or special meeting called for such purpose at which a quorum is present.

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IN WITNESS WHEREOF I have set my hand and seal, acknowledged and filed the foregoing articles of incorporation under the laws of the State of Florida, this 9 day of October, 2015.

  
Dwayne R. Williams, Incorporator

STATE OF FLORIDA

COUNTY OF SEMINOLE

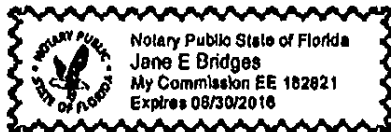
Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, Dwayne R. Williams, Incorporator of 224 Stratford Drive, Winter Springs, FL 32708, personally known to me to be the person(s) who executed the foregoing articles of incorporation or produced D.LICENSE as identification, and acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 9 day of ~~September~~, 2015.

OCTOBER

  
Notary Public - State of Florida

My Commission Expires: 6/30/2016



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## REGISTERED AGENT CERTIFICATE

**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said statutes:

That Insurance Industry Educational Foundation, Inc, having been organized under the laws of the State of Florida Not-For-Profit Corporation Act, with its principal office, as indicated in the articles of incorporation at 7131 Business Park Lane, Suite 300, Lake Mary, FL 32746 has named Paul R. Alfieri, P.L. its registered agent; and 5143 NW 42 Terrace, Coconut Creek, FL 33073 the place where service of process may be served within this state.

That this designation has been duly approved by a resolution of the Corporation's board of directors as applicable under Florida Statute.

### **ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with and accept to act in that capacity and agree to comply with the provision of said Act relative to keeping open said office.

Dated the 9 day of October, 2015.

Registered Agent:

Paul R. Alfieri, P.L.

By:

Paul R. Alfieri  
Paul R. Alfieri, Esq., Member

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