

N20290

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
FLORIDA WORKERS' COMPENSATION INSTITUTE, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA WORKERS' COMPENSATION INSTITUTE, INC.**

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Pursuant to the provisions of Section 617.1007, *Florida Statutes*, the following constitutes the amended and restated Articles of Incorporation of FLORIDA WORKERS' COMPENSATION INSTITUTE, INC.

Section 1 - Name and Background

FLORIDA WORKERS' COMPENSATION INSTITUTE, INC. is a corporation organized and existing under the Florida Not For Profit Corporation Act, under document number N20290, filed in the office of the Department of State of the State of Florida on April 22, 1987.

Section 2 - Certification

Pursuant to Section 617.1007(3)(a), *Florida Statutes*, Florida Workers' Compensation Institute, Inc. hereby certifies that the amendment and restatement of the Articles of Incorporation did not require member approval. The Board of Directors of Florida Workers' Compensation Institute, Inc. adopted the following amendment to and restatement of the Articles of Incorporation of Florida Workers' Compensation Institute, Inc.:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be Workers' Compensation Institute, Inc. (the "Corporation").

**ARTICLE II - STREET ADDRESS AND
MAILING ADDRESS OF PRINCIPAL OFFICE**

The street address of the principal office of the Corporation is 1709 Hermitage Boulevard, Suite 200, Tallahassee, Florida 32308. The mailing address of the Corporation is Post Office Box 200, Tallahassee, Florida 32302.

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ARTICLE III - PURPOSES AND POWERS OF THE CORPORATION

A. The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of the Corporation include, but are not limited to, sponsoring educational programs and seminars to assist and keep practitioners and case workers current in the workers' compensation field.

B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

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

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by 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.

4. If the Corporation is, or shall ever be, classified as a "private foundation", as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation:

(i) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(ii) The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

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(iii) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(iv) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(v) The Corporation will not make any taxable expenditure as defined in Section 4945(d) of the Code.

ARTICLE IV - BOARD OF DIRECTORS AND OFFICERS

The Board of Directors of the Corporation shall be elected in the manner and method provided in the Bylaws. The Board of Directors shall at all times consist of at least three (3) persons. The names and addresses of the Board of Directors and officers of the Corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
James N. McConnaughay	1709 Hermitage Boulevard Suite 200 Tallahassee, Florida 32308	President/Secretary Treasurer/Director
Steven A. Rissman	Post Office Box 4940 Orlando, Florida 32802	Vice President/Director
David J. Parrish	790 North Orange Avenue Orlando, Florida 32801	Director
Gerald A. Rosenthal	1645 Palm Beach Lakes Blvd. Suite 350 West Palm Beach, Florida 33401	Director

ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is 1709 Hermitage Boulevard, Suite 200, Tallahassee, Florida 32308. The name of the registered agent of the Corporation at that address is James N. McConnaughay. The Board of Directors may from time to time designate a new registered office and registered agent.

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ARTICLE VI - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE VII - AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended or restated in accordance with the provisions of Chapter 617 of the *Florida Statutes*.

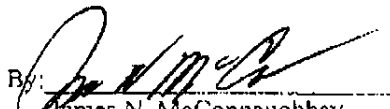
ARTICLE VIII - DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation and after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of 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, which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

Section 3 - Effective Date of Amendment

The effective date of the Amended and Restated Articles of Incorporation of Florida Workers' Compensation Institute, Inc. set forth herein shall be the date of filing of the Amendment and Restatement of Articles of Incorporation with the Department of State of the State of Florida.

Dated March 26, 2012.

By: 
James N. McConaughay
President


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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, *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 Workers' Compensation Institute, Inc.
2. The name and address of the registered agent and office of the Corporation is James N. McConnaughay, 1709 Hermitage Boulevard, Suite 200, Tallahassee, Florida 32308.

DATED March 26, 2012.

By: 
James N. McConnaughay
President

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above 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.

DATED March 26, 2012.


James N. McConnaughay