

N20290

(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

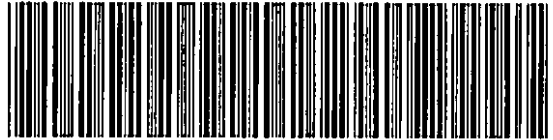
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20 JUN 17 AM 10:05  
CLERK OF SUPERIOR COURT  
JAN 20 2020

JUN 20 2020  
C. M. HARR

**McCONNAUGHAY • COONROD  
POPE • WEAVER • STERN P.A.**

1709 Hermitage Boulevard, Suite 200 • Tallahassee • FL • 32308  
jimconnaughhay@mcconnaughhay.com • T (850) 222-8121 • F (850) 222-4359 • www.mcconnaughhay.com

January 14, 2020

Attn: Cheryl McNair  
Florida Department of State  
Division of Corporations  
P.O.O. Box 6327  
Tallahassee, FL 32314

20 JAN 17 AM 13:05  
JAN 17 2020  
DIVISION OF CORPORATIONS  
FLORIDA DEPARTMENT OF STATE

Re: Amended and Restated Articles of Incorporation  
Workers' Compensation Institute

Dear Cheryl:

Per our telephone conversation, enclosed are the amended documents requested and your letter of January 9, 2020. If you have any questions or if additional changes are needed, I can be reached at 425-8115.

Thank you for your assistance.

Sincerely,



Kim Arnette  
Assistant to James N. McConnaughhay

JNM/hta  
Enclosures

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

20 JAN 17 AM 10:05  
DIVISION OF CORPORATIONS

NAME OF CORPORATION: Workers' Compensation Institute, Inc.

DOCUMENT NUMBER: N20290

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

Please return all correspondence concerning this matter to the following:

James N. McConnaughay

(Name of Contact Person)

The Workers' Compensation Institute, Inc.

(Firm/ Company)

1709 Hermitage Boulevard, Suite 200

(Address)

Tallahassee, FL 32308

(City/ State and Zip Code)

jnmcconnaughay@mcconnaughay.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

James N. McConnaughay

850

222-8121

at

(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:

- ☒ \$35 Filing Fee    ☐ \$43.75 Filing Fee & Certificate of Status    ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)    ☐ \$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  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

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

RECEIVED  
DEPARTMENT OF STATE  
20 JAN 17 AM 10:06

Pursuant to the provisions of Section 617.1007, *Florida Statutes*, the following constitutes the Second Amended and Restated Articles of Incorporation of WORKERS' COMPENSATION INSTITUTE, INC. (Hereinafter Corporation)

**Section 1 - Name and Background**

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. The Articles of said Institute were first amended on March 26, 2012.

**Section 2 - Certification**

Pursuant to Section 617.1007(3)(a), *Florida Statutes*, Workers' Compensation Institute, Inc. hereby certifies that the amendment and restatement of the Articles of Incorporation did not require member approval. In accordance with Section 617.1006(4), *Florida Statutes*, there are no members. The Board of Directors of Workers' Compensation Institute, Inc. adopted the following amendment to and restatement of the Articles of Incorporation of Workers' Compensation Institute, Inc.:

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation shall be WORKERS' COMPENSATION INSTITUTE, Inc.

**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.

### **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 shall include, but not limited to, sponsoring educational programs and seminars to assist all stakeholders in the workers' compensation field and to make contributions to other not-for-profit entities or in support of others.

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.

(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/Address</u>	<u>Office</u>
James N. McConnaughay McConnaughay, Coonrod, Pope, Weaver & Stern, P.A. 1709 Hermitage Boulevard, Suite 200 Tallahassee, FL 32308	President
R. Stephen Coonrod McConnaughay, Coonrod, Pope, Weaver & Stern, P.A. 1709 Hermitage Boulevard, Suite 200 Tallahassee, FL 32308	Director
Steven A. Rissman Rissman, Barrett, Hurt, Donahue, McLain & Mangan, P.A. Post Office Box 4940 Orlando, FL 32802	Vice President/Director
Daniel T. Jaffe Rissman, Barrett, Hurt, Donahue, McLain & Mangan, P.A. Post Office Box 4940 Orlando, FL 32802	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.

## **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**

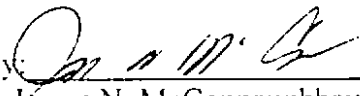
The Articles of Incorporation may be amended or restated in accordance with the provisions of Chapter 617 of the *Florida Statutes*.

## **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 Workers' Compensation Institute, Inc. set forth herein shall be the date of filing of this Second Amendment and Restated Articles of Incorporation with the Department of State of the State of Florida and as certified by the said Department of State.

By:   
James N. McConnaughay  
President


Date: 11/26/19

**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 11/26/19

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 11/26/19

  
James N. McConnaughay



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

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change <input type="checkbox"/> Add	<u>  D  </u>	<u>J. David Parrish</u>	<u>1451 Temple Drive</u> <u>Winter Park, FL 32789-2049</u>
<input checked="" type="checkbox"/> Remove			
2) <input type="checkbox"/> Change <input type="checkbox"/> Add	<u>  D  </u>	<u>Gerald A. Rosenthal</u>	<u>40 Saint Thomas Drive</u> <u>Palm Beach Gardens, FL 33418</u>
<input checked="" type="checkbox"/> Remove			
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>      </u>	<u>                                </u>	<u>  </u> <u>  </u> <u>  </u>
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add	<u>  D  </u>	<u>R. Stephen Coonrod</u>	<u>1709 Hermitage Blvd., Ste 200</u> <u>Tallahassee, FL 32308</u>
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add	<u>  D  </u>	<u>Daniel T. Jaffe</u>	<u>201 E. Pine Street, 15th Floor</u> <u>Orlando, FL 32801</u>
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change <input type="checkbox"/> Add	<u>      </u>	<u>                                </u>	<u>  </u> <u>  </u> <u>  </u>
<input type="checkbox"/> Remove			

Page 2 of 4

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Please see attached.

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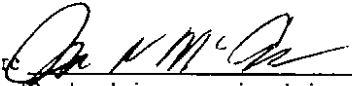
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☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 11/26/19

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)

James N. McConnaughay

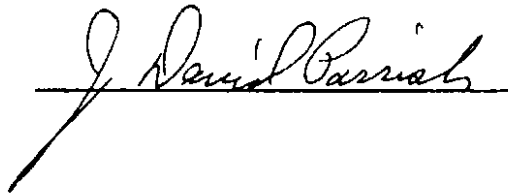
\_\_\_\_\_  
(Typed or printed name of person signing)

President

\_\_\_\_\_  
(Title of person signing)

**VOLUNTARY RESIGNATION AS MEMBER OF THE**  
**BOARD OF DIRECTORS OF**  
**THE FLORIDA WORKERS' COMPENSATION INSTITUTE, INC.**

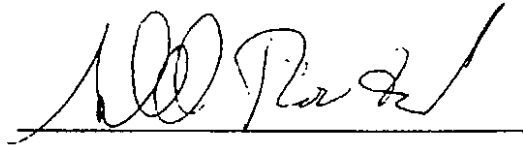
The undersigned J. David Parrish, herewith gives written notice to the Florida Workers' Compensation Institute, Inc., in accordance with Section 617.0807, Florida Statutes, of his resignation as a member of its Board of Directors. The date of my resignation shall be the date of the signing of this written resignation as indicated below. Notice of any Board meeting effectuating said resignation is waived.

  
\_\_\_\_\_

Date: 4-29-19

**VOLUNTARY RESIGNATION AS MEMBER OF THE**  
**BOARD OF DIRECTORS OF**  
**THE FLORIDA WORKERS' COMPENSATION INSTITUTE, INC.**

The undersigned GERALD ROSENBERG herewith gives written notice to the Florida Workers' Compensation Institute, Inc., in accordance with Section 617.0807, Florida Statutes, of his resignation as a member of its Board of Directors. The date of my resignation shall be the date of the signing of this written resignation as indicated below. Notice of any Board meeting effectuating said resignation is waived.

  
\_\_\_\_\_

Date: 5/6/19