

N95 0000000192

BC&W
BROWN CLARK & WALTERS
PROFESSIONAL ASSOCIATION
ATTORNEYS & COUNSELLORS AT LAW

Don E. Brown
Scott E. Brown
Donald D. Clark
Lawrence R. Diamond
Conrad J. Lazo
Stuart Jay Levin
Donna E. Kerfoot
Cathryn J. McDevitt
Taso M. Milonas**
Douglas E. Nolk
Gregory F. Rice
Nick Roknick III
Glenn N. Siegel***
Peter Z. Skokos
James F. Thomson
Joel W. Walters†

January 11, 1995

VIA U.P.S. NEXT DAY AIR

Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, FL 32314

Additional Jurisdictions
John E. Brown - KY
Lawrence R. Diamond - PA, NJ
Gregory F. Rice - IL
Joel W. Walters - MD

* Board Certified Real Estate Attorney
** Board Certified Tax Attorney
*** Board Certified Civil Trial Attorney
† Certified Trust Court Mediator

REPLY TO
Sarasota
0108-071

Re: Riscorp-Gryphus Foundation, Inc.

Dear Sir or Madam:

100001378521
-01/12/95--01087--012
****122.50 ****122.50

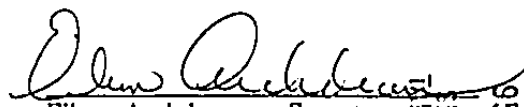
We are enclosing an original and one copy of Articles of Incorporation for filing on behalf of the subject corporation, and our check in the amount of \$122.50 to cover the filing fees.

Please file the Articles, certify the enclosed copy and return the certified copy to us in the enclosed stamped, self-addressed envelope.

Thank you for your attention to this matter.

Sincerely yours,

BROWN CLARK & WALTERS, P.A.


Eileen Archdeacon, Secretary
Taso M. Milonas

TMM/ew
Enclosures

FILED
95 JAN 12 PM 11:15
SECRETARY OF STATE
TALLAHASSEE, FL 32314

WJ
1-13-95

ARTICLES OF INCORPORATION
OF
RISCORP-GRYPHIUS FOUNDATION, INC.

FILED
95 JAN 12 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

RISCORP-GRYPHIUS FOUNDATION, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office of this corporation shall be:

1390 Main Street
Sarasota, Florida 34236

and the mailing address of this corporation shall be:

Post Office Box 1598
Sarasota, Florida 34230

ARTICLE III

Purposes

(a) This corporation is organized and shall be operated exclusively for charitable, religious, scientific, literary, and educational purposes. As means for the accomplishment of the foregoing, it shall be within the purposes of this corporation to support and assist, and make grants and gifts in aid and support and assistance of issues of local and state importance in the areas of education, youth programs, health care, planned parenthood, the arts and crime prevention, to make distributions of income to organizations that qualify as exempt organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code"), and to take any other action which, from time to time, shall seem expedient to the Board of Directors of this corporation and which shall further the said purposes.

(b) It shall be within the purposes of this corporation to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, and educational purposes either directly or by contributions to organizations exempt under Section 501(c)(3) of the Code and the regulations thereunder.

(c) Notwithstanding any other provisions of these Articles of Incorporation, no part of the net earnings of this corporation shall inure to the benefit of any director, officer, employee or member of this corporation or any private individual and no director, officer, employee or member of this corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of this corporation.

(d) Notwithstanding any other provisions of these Articles of Incorporation, no substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaigns on behalf of (or in opposition to) any candidate for public office.

(e) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization exempt from federal income taxation under §501(c)(3) of the Code, or any statute of similar import, or regulations issues thereunder from time to time or by an organization to which contributions are deductible under §170(c)(2) of the Code, or any statute of similar import, or regulations issued thereunder from time to time.

(f) Upon dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to one or more charitable, religious, scientific, literary or educational organizations that would then qualify as an exempt organization under

§501(c)(3) of the Code, or any statute of similar import, or regulations issued thereunder from time to time and no director, officer, or member or any private individual shall be entitled to share in the distribution of any of the assets.

ARTICLE IV

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE V

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 1819 Main Street, Suite 1100, Sarasota, Florida 34236, and the initial registered agent of this corporation at such office shall be Daryl J. Brown. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VI

Board of Directors

The Board of Directors of this corporation shall consist of not less than three (3) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of seven members, such members to hold office until their successors have been duly elected and qualify. The name and street address of each initial director are:

<u>Name</u>	<u>Address</u>
William D. Griffin	1390 Main Street Sarasota, Florida 34236
Carla T. Griffin	1390 Main Street Sarasota, Florida 34236
James A. Malone	1390 Main Street Sarasota, Florida 34236
Edward J. Hammel	1390 Main Street Sarasota, Florida 34236
Richard A. Halloy	1390 Main Street Sarasota, Florida 34236
Susan M. Russ	1390 Main Street Sarasota, Florida 34236
L. Scott Merritt	1390 Main Street Sarasota, Florida 34236
Daryl J. Brown	1819 Main Street, Suite 1100 Sarasota, Florida 34236

ARTICLE VIII

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

Name

Address

William D. Griffin

1390 Main Street
Sarasota, Florida 34236

ARTICLE IX

Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE X

Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by the majority vote of the Board of Directors of this corporation present at any meeting duly called and convened; provided, however, that unless ten days' advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing by mail to each Director prior to such meeting, or such notice shall have been waived in writing, these Articles may be amended only by resolution adopted by two-thirds vote of the Directors present at such meeting.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.


William D. Griffin

RISCORP-GRYPHIUS FOUNDATION, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Daryl J. Brown, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 11th day of January, 1995.


Daryl J. Brown

FILED
95 JAN 12 10 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N95000000192

12/03/96
4:31 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H96000016966 9))

TO: DIVISION OF CORPORATIONS
(904)922-4000

FAX #:

FROM: RISCORP MANAGEMENT SERVICES, INC.
102521001342

ACCT#:

CONTACT: YEANNA J MCAHREN

PHONE: (941)951-2022

FAX #:

(941)362-6122

NAME: RISCORP-GRYPHUS FOUNDATION, INC.

AUDIT NUMBER.....H96000016966

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

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96 DEC -6 PM 1:07

FLORIDA DIVISION OF CORPORATIONS

FILED
96 DEC -7 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~W96-25332~~

11/1/96

Yenda



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 4, 1996

RISCORP-CRYPHUS FOUNDATION, INC.
P.O. BOX 1598
SARASOTA, FL 34230

SUBJECT: RISCORP-CRYPHUS FOUNDATION, INC.
REF: N95000000192

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000016966
Letter Number: 296A00054344

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
RISCORP-GRYPHUS FOUNDATION, INC.

FILED
96 DEC -7 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the Vice President of RISCORP-GRYPHUS FOUNDATION, INC., a Florida not-for-profit corporation, hereby certifies that the following Amendment to the Articles of Incorporation was duly adopted by written consent of the Directors on the 18th day of November, 1996. There are no members.

AMENDMENT

Article I of the Articles of Incorporation is changed to read as follows:

"ARTICLE I

Name

The name of this corporation shall be RISCORP Foundation, Inc."

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, I hereby set my hand and seal this 20th day of November, 1996.

By: 
James A. Malone, Vice President

C:\home\j_malone\rfgyr\amd.doc

Prepared by: Teanna J. McAhren
1390 Main Street
Sarasota, FL 34236
(941) 951-2022