

OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA 32314

May 3, 1995

Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
Post Office Box 637
Tallahassee, Florida 32314

RECEIVED
MAY 19 1995

Re: The Florida Chapter of the Financial Managers Society, Inc.

Dear Sir/Madam:

Please find enclosed the following documents relating to the above-referenced corporation:

1. Original Articles of Incorporation submitted for filing;
2. A check in the amount of \$122.50 (\$35.00 for filing fee; \$52.50 for one certified copy of the Articles of Incorporation; and \$35.00 for Certificate Designating Registered Agent); and
3. A photocopy of the executed Articles of Incorporation.

Kindly file the enclosed documents as soon as possible and return to us a certified copy of the Articles of Incorporation. A prepaid self-addressed envelope is enclosed. If you have any questions regarding the enclosed, please call me immediately.

We appreciate your assistance.

Very truly yours,

John P. Greeley

JPG/msj
Enclosures

cc: Robert A. Brown
Suzanne Hyder
Paul S. Allen

RECEIVED
MAY 19 1995
FBI
MAY 19 11:15



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 9, 1995

JOHN P. GREELEY
P.O. BOX 2254
ORLANDO, FL 32802-2254

SUBJECT: THE FLORIDA CHAPTER OF THE FINANCIAL MANAGERS
SOCIETY, INC.
Ref. Number: W95000009789

We have received your document for THE FLORIDA CHAPTER OF THE
FINANCIAL MANAGERS SOCIETY, INC. and check(s) totaling \$122.50.
However, the enclosed document has not been filed and is being returned to you
for the following reason(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are
elected or appointed be contained in the articles of Incorporation. A statement
making reference to the bylaws is acceptable.

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) 487-6927.

Kanut Khosla
Corporate Specialist

Letter Number: 795A00023205

MEMORANDUM

TO: Kanut Khosla
Corporate Specialist
Florida Department of State

FROM: Jack Greeley

DATE: May 12, 1995

RE: Articles of Incorporation
The Florida Chapter of the Financial Managers Society, Inc.

Enclosed is a manually signed and one copy of the Articles of Incorporation, with Article V revised in accordance with your May 9, 1995 letter. We would appreciate it if you could now proceed with filing of the enclosed Articles. If you have any questions regarding the foregoing, please let me know.

JPG/msj
Enclosures

ARTICLES OF INCORPORATION
OF
THE FLORIDA CHAPTER OF THE
FINANCIAL MANAGERS SOCIETY, INC.

FILED
95 MAY 19 AM 11:16
TALLAHASSEE, FLORIDA

The undersigned incorporator, desiring to form a not for profit corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Not For Profit Corporation Act, as amended (hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is The Florida Chapter of The Financial Managers Society, Inc.

ARTICLE II

Commencement and Duration of Corporate Existence

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

ARTICLE III

Purposes and Powers

The purposes for which the Corporation is formed are:

Section 1. Purposes.

(a) The Corporation is organized exclusively for all lawful purposes under Section 501(c)(6) of the Internal Revenue Code of 1986, including for such purposes, the following:

- (1) To study operations, financial management, systems, procedures, accounting, auditing, and data processing techniques used by financial institutions and to devise ways and means of improving same.

- (2) To promote high standards of practice in operations, systems, procedures, financial management, accounting, auditing, and data processing.
- (3) To further the professional development of operations and financial executives, controllers, treasurers, accountants, auditors and systems personnel employed by financial institutions, and supportive organizations.
- (4) To utilize the professional abilities and specialized skills within the membership and to improve and coordinate the laws, regulations, and supervisory procedures affecting the operations of members' organizations.
- (5) To provide a forum for the sharing of experience among operations and financial executives, controllers, treasurers, accountants, auditors, and data processing personnel.
- (6) To take into consideration area problems and conditions when presenting technical programs at regular meetings and conducting study programs as defined from time to time by the Board of Directors of the Financial Managers Society, Inc.
- (7) To promote the Financial Managers Society and its activities on a local level, to cooperate with the Financial Managers Society in attaining and furthering its goals and the common goals of the Financial Managers Society and its chapters, and to provide prospective members for the Financial Managers Society, Inc.

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

(b) The Corporation shall not engage in carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities nor exercise any power or authority which is not permitted to be carried on or exercised by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any subsequent federal tax law or laws.

Section 2. Powers. The Corporation shall have and may exercise, but solely in furtherance of and not in addition to the limited purpose hereinabove set forth, all the general

rights, privileges and powers granted to corporations by the Act, as now or hereafter amended, and by the common law. The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

ARTICLE IV

Membership

Section 1. Members. There shall be one class of members of this Corporation called regular members. The qualifications of members, the requirements to be met for continued eligibility, the dues to be paid by members, the forfeiture by members of such status in the Corporation, and the right to suspend or expel members shall be as stated in the Bylaws. In addition to the rights granted to the members by these Articles of Incorporation, members shall have such further rights, powers and privileges as may from time to time be prescribed by the Bylaws. The Board of Directors may establish and put into effect from time to time as prescribed by the Bylaws other classes of membership having such rights, powers, and privileges as may be determined by the Board of Directors. No member shall have any vested right, interest, or privilege in, or to, the assets, functions, affairs or franchises of the Corporation, or any right, interest, or privilege which may be transferrable or inheritable, or which shall continue if his or her membership ceases.

ARTICLE V

Directors

Section 1. Number of Directors. The initial Board of Directors of the Corporation shall consist of five (5) directors. The number of directors shall be fixed from time to time by the Bylaws of the Corporation at any number not less than that required in the Act. In the absence of the Bylaws fixing the number of directors, the number shall be three (3). The method of election of directors shall be as stated in the Bylaws of the Corporation.

Section 2. Names and Addresses of the Initial Directors. The names and addresses of the initial Board of Directors of the Corporation are:

Paul S. Allen
930 Woodcock Road
Suite 211
Orlando, FL 32801

Robert P. Brown
102 West Baker Street
P.O. Box F
Plant City, FL 33564-9056

Jeff Green
201 S. Orange Avenue
Suite 950
Orlando, FL 32801-3421

Suzanne Hyder
2415 North Orange Avenue
Orlando, FL 32804

Robert Tommy
5802 Benjamin Center Drive
Tampa, FL 33634-5204

ARTICLE VI

Initial Registered Office and Agent; Principal Place of Business

The initial registered office of this Corporation shall be located at the City of Plant, County of Polk and State of Florida, and its address there shall be, at present, 102 West Baker Street, Plant City, FL 33564-9056, and the initial registered agent of the Corporation at that address shall be Robert P. Brown. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation. The principal place of business and the mailing address of the Corporation shall be: 102 West Baker Street, Plant City, FL 33564-9056.

ARTICLE VII

Incorporator

The name and street address of the person signing these Articles of Incorporation as Incorporator are:

Robert P. Brown
102 West Baker Street
Plant City, FL 33564-9056

ARTICLE VIII

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE IX

Distribution of Assets upon 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, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner and to such organization or organizations organized and operated exclusively for not for profit purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any subsequent federal tax law or laws, as the Board of Directors shall determine. Any of the 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 not for profit purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

Amendment

The power to alter, amend, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto shall be vested in the Board of Directors.

ARTICLE XI

Headings and Captions

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

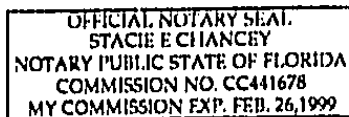
IN WITNESS WHEREOF, the undersigned, being the incorporator designated in Article VII, does hereby make and execute these Articles of Incorporation declaring and certifying to the truth of the facts herein stated, this 5th day of April, 1995.



Robert P. Brown

STATE OF FLORIDA)
COUNTY OF POLK)

The foregoing instrument was acknowledged before me this 5 day of April, 1995, by Robert P. Brown, (who is personally known to me) (or who has produced _____ as identification) and who (did/did not) take an oath.



Stacie E. Chancey
(Stacie E. Chancey)
Print Name Below Signature
Notary Public, State of Florida
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

The Florida Chapter of The Financial Managers Society, Inc. (The "Corporation"), desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Robert P. Brown as its Registered Agent to accept service of process within the State of Florida with its registered office located at 102 West Baker Street, Plant City, FL 33564-9056.

ACKNOWLEDGEMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 5th day of April, 1995.



Robert P. Brown, Registered Agent

FILED
95 MAY 18 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA