

04-02 01:12 PM FROM 813 823 6518

TO 19049224000

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04/02/96
11:12 AM

FLORIDA DIVISION OF CORPORATIONS

((H96000004692)))

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: BANKERS INSURANCE CO.
100 CENTRAL AVE
LEGAL DEPT., 17TH FLOOR
ST. PETERSBURG FL 33701-

FAX: (904) 922-4000

CONTACT: G. KRISTIN DELANO

PHONE: (800) 627-0000

FAX: (813) 823-6318

((H96000004692)))
CORPORATION

DOCUMENT TYPE: FLORIDA NON-PROFIT

NAME: WEST CENTRAL FLORIDA CHAPTER, INSURANCE

ACCOUNTING A

FAX AUDIT NUMBER: H96000004692

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/02/1996

TIME REQUESTED: 11:12:31

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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W. G. Delano

DEPT. OF STATE

ST. PETERSBURG

DEPT. OF STATE

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04/02/96 16:06 Fl. Dept. of State p1 /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

April 2, 1996

BANKERS INSURANCE CO.

ST. PETERSBURG, FL 33701

SUBJECT: WEST CENTRAL FLORIDA CHAPTER INSURANCE ACCOUNTING AND SYSTEMS
ASSOCIATION, INC.
REF: H96000007096

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

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000004692
Letter Number: 196A00015052

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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04-02-96 04:09PM P001 #42

Audit Fax Number H96000004692

**ARTICLES OF INCORPORATION
OF
WEST CENTRAL FLORIDA CHAPTER,
INSURANCE ACCOUNTING AND SYSTEMS ASSOCIATION, INC.**

FILED
SS 428-3
SECRETARY OF STATE
TALLAHASSEE
FLORIDA

The undersigned, hereby associate ourselves together for the purpose of organizing a non-profit corporation under the provisions of Chapter 617 of the Florida Statutes and all acts amendatory thereto, and to that end, certify as follows:

ARTICLE I

NAME

The name of the Corporation is West Central Florida Chapter, Insurance Accounting And Systems Association, Inc. The principal office of the Corporation shall be at 360 Central Avenue, St. Petersburg, FL 33701, unless otherwise designated by the Board of Directors.

ARTICLE II

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III

PURPOSES

1. Permitted Activities. The Corporation is organized and shall be operated exclusively for charitable and educational purposes and all assets and income of the Corporation shall be used exclusively for those purposes which shall at the time, qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of the United States, as amended from time to time, or any successor provisions of the law.

This instrument was prepared by:
Mr. Robert G. Southey, Esq.
Fla. Bar # 0955891
P. O. Box 15707
St. Petersburg, FL 33733
(813) 823-4000 ext. 4432

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Subject to the foregoing and to that end, the specific purposes for which the Corporation is organized are to promote the general welfare through the study, research and development of modern theory, practice and procedure as applied to insurance accounting, systems and statistics, and to conduct any such activities as may be reasonably related to the foregoing broad purposes, including but not limited to the presentation of education programs, the publication of education literature, and the sponsorship or funding of research programs.

The mission of the Corporation is to enhance individual, organizational and industry effectiveness by facilitating the exchange of education information and ideas among insurance-related professionals.

2. Prohibited Activities. This Corporation is not organized for a pecuniary profit. There shall be no power to issue certificates of stock or declare dividends and no part of the Corporation's earnings, assets or accumulations shall inure to the benefit of any member, director, or individual. Notwithstanding any other provision of these Articles, this Corporation will 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 Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law. In particular, the Board of Directors shall not, nor shall it allow members, subscribers, officers or employees of the Corporation to, on behalf of the corporation:

(a) Allow any part of the net earnings to inure to the benefit of a private individual including any member, director, officer or subscriber of this Corporation.

(b) To carry on propaganda or to attempt to lobby or influence legislation.

(c) To intervene in any political campaign or to endorse any candidate for public office.

(d) To do any of the following:

(1) Lend any part of the Corporation's income or corpus without adequate security and a reasonable rate of interest to;

(2) To pay excessive salaries or other compensation over a reasonable allowance to;

(3) To make any part of the Corporation's services available on a preferential basis to;

(4) To make substantial purchase of securities or other property for less than adequate consideration from;

(5) Sell any substantial part of the property of the Corporation for less than an adequate consideration; or

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(6) To engage in any other transaction which results in substantial diversion of the Corporation's income, assets or corpus to:

The subscribers, officers or directors of the corporation or to any person who has made a substantial contribution to the corporation, or to any brother or sister, (whether by the half or whole blood), spouse, ancestor or lineal descendant of the foregoing or to any corporation controlled by any of the foregoing either directly or indirectly of percent of the total combined voting power of such corporation

(e) To violate the provision of Florida Statutes, Section 617.0105, where applicable.

3. Dissolution. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the Federal, State or local governments for exclusive public purposes.

ARTICLE IV

DIRECTORS

There shall be (5) five members of the Initial Board of Directors of the Corporation. The number of Directors may be increased by the affirmative vote of the members as provided in the By-Laws. The governing Board shall have authority to fill any Board vacancy created by death or resignation as provided in the By-Laws. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

<u>Name</u>	<u>Address</u>
Kelly K. King	360 Central Avenue, St. Petersburg, FL 33701
Martin Wingate	102 Second Ave. South, St. Petersburg, FL 33701
Carlos Villa	3725 West Grace St., Tampa, FL 33607
Olivia Thomas	2601 Cattlemen Rd., Sarasota, FL 34232
Eric Moffitt	5505 W. Cypress, Suite 300, Tampa, FL: 33607

ARTICLE V

OFFICERS

The affairs of the Corporation are to be managed by a President, Secretary and a Treasurer. The Board of Directors may create other offices. All officers will be appointed by the Board of Directors annually at the regular annual meeting of the Board of Directors.

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The names of the persons who are to serve as officers until the first appointment of officers under these Articles of Incorporation and their respective offices are:

<u>Name</u>	<u>Office</u>
Martin Wingate	President
Kelly K. King	Vice President
Olivia Thomas	Vice President
Carlos Vila	Treasurer
Eric Moffitt	Secretary

ARTICLE VI

MEMBERS

All regular members and associate members of the Insurance Accounting and Systems Association, Inc. (herein, "IASA") shall be eligible for similar membership categories in the Corporation.

Regular members of the Corporation shall be limited to organizations licensed as insurance companies. Voting privileges shall be limited to official representatives of regular member companies or their proxies.

Associate membership may be granted to an insurance related organization not licensed as an insurance company (e.g., independent public accountants, statistical and rating organizations and actuarial consultants). At the discretion of the Board, other insurance-related organizations may be designated as eligible to be associate members. Associate members shall have no voting privileges.

At the discretion of the Corporation's Governing Board, nonmembers of IASA may be invited to become members of the Corporation provided they qualify for IASA membership under Article VI of IASA's Constitution and Bylaws.

Representatives from nonmember companies may be invited to Chapter meetings and may participate in the discussion. They have no voting privileges.

ARTICLE VII

BY-LAWS

The By-Laws of the Corporation are to be made, altered, or rescinded by the Directors of the Corporation.

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ARTICLE VIII

AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by a three-fifths (3/5) vote of the Board of Directors as further provided in the By-Laws of the Corporation.

ARTICLE IX

MEMBERSHIP DUES

Regular membership dues may be imposed at the discretion of the Board. Any amount necessary to cover incidental expenses approved by the Board may be assessed against the membership.

ARTICLE X

TERRITORY

The territory of this chapter shall be limited to West Central Florida, such area generally encompassing (but not limited to) Hernando, Lake, Orange, Osceola, Polk, Pasco, Hillsborough, Pinellas, Manatee, Hardee, De Soto, and Sarasota Counties.

ARTICLE XI

INTERNATIONAL IASA

No action taken by the Corporation shall be binding upon International IASA unless approved in advance by the Governing Board of the IASA. Copies of all minutes and proceedings of the Corporation shall be filed with the Secretary-Treasurer of the International IASA to be reviewed periodically by the Governing Board of IASA.

ARTICLE XII

REGISTERED OFFICE

The street address of the initial registered office of this Corporation and the initial registered agent at that address shall be as follows:

Robert G. Southey, Esq.
380 Central Avenue, Suite 1700
St. Petersburg, FL 33701

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ARTICLE XIII

INCORPORATORS

The names and residence addresses of the subscribers of the Articles of Incorporation are:

Name

Address

Martin Wingate

102 Second Ave. South, St. Petersburg, FL

IN WITNESS WHEREOF, we have subscribed our names this 2nd day of April 1996.



Martin Wingate, Incorporator

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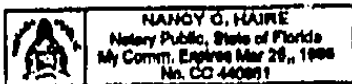
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STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 2nd day of April, 1998, by Martin Wingate, who is personally known to me or who has produced identification, and who did (did not) take an oath.



Nancy C. Haire
Nancy C. Haire/Notary Public
Serial Number: No. CC 440881
My Commission Expires: 3/25/99

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**CERTIFICATE DESIGNATING 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, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That WEST CENTRAL FLORIDA CHAPTER, INSURANCE ACCOUNTING AND SYSTEMS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal place of business in Pinellas County, Florida, has named Robert G. Southey, located at 360 Central Avenue, St. Petersburg, FL 33701 as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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


Robert G. Southey, Registered Agent

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