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TRICKEL & LEIGH, P.A.
ATTORNEYS AT LAW

WILLIAM TRICKEL, JR. (1937-1996)
RICHARD A. LEIGH *

*CERTIFIED CIRCUIT CIVIL MEDIATOR

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December 4, 1998

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

500002704835--9
-12/07/98-01127-006
****122.50 *****78.75

Re: The Safety Council, Inc.

Gentlemen:

I enclose herewith an original and one copy of the Amendment to Articles of Incorporation for The Safety Council, Inc., together with our check in the amount of \$122.50 to cover the following:

1. Filing Amendment to Articles of Incorporation \$35.00
 2. Registered Agent Disignation \$35.00
 3. Certified copy of record 52.50
- \$122.50

Please return the certified copy of the Articles of Incorporation to the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,


RICHARD A. LEIGH

RAL/kdg
Enclosures

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ARTICLES OF INCORPORATION OF THE SAFETY COUNCIL, INC.

The undersigned, for the purpose of forming a nonprofit corporation under Chapter 617, Florida Statutes, do hereby make and adopt the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the Corporation is: **THE SAFETY COUNCIL, INC.**

ARTICLE 2

NOT FOR PROFIT

The Corporation is a corporation not for profit as defined in Section 617.0202, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

ARTICLE 3

DURATION

The duration of the Corporation is perpetual.

ARTICLE 4

PURPOSES

The Corporation is organized, and shall be operated for the following purposes:

A. To develop, market and sponsor safety training and management programs and products and to encourage high standards of safety in the areas of individual, traffic, occupational, hospital medical, and family safety and health and in dealing with and controlling violent behavior; to disseminate and make these programs available to the public at a reasonable cost.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of

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such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 5

LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 (Purposes) hereof.

ARTICLE 6

MEMBERS

The Members of the Corporation shall be the Board of Directors as from time to time elected and one-third (1/3) of the Members appearing in person or by proxy shall constitute a quorum at a meeting of the Members. The names and addresses of the initial Members of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gary Castle	7101 Lake Ellenor Drive Orlando, FL 32809
Richard A. Leigh	1801 Lee Road, Suite 360 Winter Park, FL 32789
Frederick J. Walsh	427 N. Primrose Drive Orlando, FL 32803

ARTICLE 7

PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal Office of the Corporation is 427 North Primrose Drive, Orlando, Florida 32803, and the name and address of the Registered Agent are Richard A. Leigh, 1801 Lee Road, Suite 360, Winter Park, Florida 32789.

ARTICLE 8

BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board

of Directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Directors shall be elected as set forth in the Bylaws. The Bylaws may provide for *ex officio* and honorary Directors and their rights and privileges. The name and address of each current Director of the Corporation is as follows:

Gary Castle

7101 Lake Ellenor Drive
Orlando, FL 32809

Richard A. Leigh

1801 Lee Road, Suite 360
Winter Park, FL 32789

Frederick J. Walsh

427 N. Primrose Drive
Orlando, FL 32803

ARTICLE 9

OFFICERS

The Officers of the Corporation shall consist of a President, one or more Vice Presidents, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors, (and may be removed by the Board of Directors), at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

President

Gary Castle
7101 Lake Ellenor Drive
Orlando, FL 32809

Vice-President

Richard A. Leigh
1801 Lee Road, Suite 360
Winter Park, Florida 32789

Secretary/Treasurer

Frederick J. Walsh
427 N. Primrose Drive
Orlando, FL 32803

ARTICLE 10

BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors. The provisions of Section 617.0206 Florida Statutes, as amended from time to time, shall govern the Bylaws.

ARTICLE 11

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

ARTICLE 12

NONSTOCK BASIS

The Corporation is organized and shall be operated on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

ARTICLE 13

INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

ARTICLE 14

DISSOLUTION

In the event of the dissolution of this Corporation, all property and funds remaining after payment of debts of the Corporation shall be distributed to the Central Florida Safety Council, Inc., or its successor, and in the event the Central Florida Safety Council, Inc. is no longer in existence, then said funds remaining shall be distributed to a Corporation, Trust or other Organization which would then qualify as a tax exempt organization under the provisions of the Internal Revenue Code as they now exist or as they may hereafter be amended.

ARTICLE 15

INCORPORATORS

The name and address of each Incorporator are as follows:

NAME

Richard A. Leigh

ADDRESS

1801 Lee Road, Suite 360
Winter Park, FL 32789

In Witness Whereof, the undersigned has signed these Articles of Incorporation on this 4TH day of December, 1998.

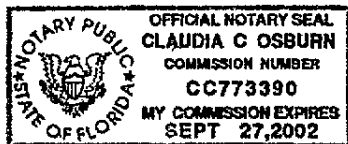
By:



Richard A. Leigh

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared RICHARD A. LEIGH, to me well known to me to be the persons described in and who executed the foregoing instrument, and severally acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 4TH day of December, 1998, in the aforesaid County and State.




CLAUDIA C. OSBURN, Notary Public
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of THE SAFETY COUNCIL, INC., which is contained in the foregoing Articles of Incorporation.

Dated this 4TH day of December, 1998.


Richard A. Leigh,
Registered Agent

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