

# N99000000927

Gene Lewis

Requestor's Name

Lewis + White L.C.

216 W. College Ave, Ste 201

Address

Tallahassee FL 32301

City/State/Zip

Phone #

425-5000

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Independent Retirement Commission, Inc  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

## **ARTICLES OF INCORPORATION**

*The undersigned, acting as incorporator of a Florida not-for-profit corporation pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation:*

### **ARTICLE I**

#### **NAME**

The name of the Corporation shall be:

**INDEPENDENT RETIREMENT COMMISSION, INC.**

### **ARTICLE II**

#### **PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of this Corporation shall be:

118 North Monroe Street  
Suite 400  
City of Tallahassee  
County of Leon  
State of Florida 32301

or such other location as may be designated from time to time by the Board of Directors.

### **ARTICLE III**

#### **PURPOSES**

The specific purposes for which the Corporation is organized are:

1. To develop and promote ways to attract and maintain quality teaching and administrative personnel needed to meet the anticipated shortfall of educators for Florida in the coming years;
2. To develop and promote improvements to the retirement and pension systems that would give educational employees the option of "owning" their own retirement plan, self directing their

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investment accounts, and to have the right to take their accounts with them when they leave employment;

3. To identify, develop and promote selected services and programs to enhance the quality of life for educators;
4. To promote and develop research designed to make education a rewarding career, including ways to improve educator's compensation; and, to encourage educators to work in Florida;
5. To develop and implement methods of communicating with and educating school personnel on ways to improve the overall well-being of themselves and their families; and
6. To do every other lawful act or acts, thing or things, incidental and pertaining to or growing out of or connected with the aforementioned purposes or any part or parts thereof.

## **ARTICLE IV**

### **MEMBERSHIP**

Section 1. **Nature of Membership.** There shall be two classes of members: Active and Sustaining.

Section 2. **Active Members.** Active members shall be the only voting members and shall be the members of the Board of Directors of the Corporation as from time to time elected pursuant to the by-laws of the Corporation. The initial active members shall be as set forth in Article V, below.

Section 3. **Sustaining Members.** Sustaining members shall mean any person or entity that makes a contribution to the Corporation as set forth in the by-laws of the Corporation. Sustaining members shall not be entitled to vote on any matter affecting the Corporation but shall otherwise be afforded all rights and privileges as set forth in the by-laws of the Corporation and may hold

corporate office other than Board of Director offices and may act as professional advisors to the Corporation.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

The lawful authority and powers of this Corporation shall be exercised by, and its business shall be conducted and carried on by, or be authorized to be conducted and carried on by, a Board of not less than three (3) nor more than fifteen (15) Directors. The officers of the Board shall consist of a Chairman, a Vice-Chairman, and a Secretary. The Board shall have the authority to appoint an Executive Committee and to delegate any of its powers to the Executive Committee which shall exercise said powers subject to the supervision of the full Board. Only members of the Board shall have voting rights. The members of the Board shall be elected in accordance with the by-laws of the Corporation. The names and addresses of the initial members of the Board who shall serve until the first election are as follows:

1. Pat L. Tornillo, Jr., 118 N. Monroe Street, Tallahassee, Florida
2. John Ryor, 213 Adams Street, Tallahassee, Florida
3. Dr. Douglas Crawford, 206-B S. Monroe Street, Tallahassee, Florida
4. Dr. Wayne Blanton, 203 S. Monroe Street, Tallahassee, Florida

## **ARTICLE VI**

### **EXECUTIVE DIRECTOR, CORPORATE OFFICES AND PROFESSIONAL SERVICES**

The Board of Directors shall have the authority to employ an Executive Director and one or more officers and employees and to manage the affairs of the Corporation subject to the supervision of the Board. The Board of Directors shall engage such professional services as it deems necessary

and proper, but shall engage a non-member individual or firm as general counsel to the Corporation and a non-member individual or firm as a certified or chartered public accountant to the Corporation. Such Executive Director and other officers and employees shall be compensated as provided for by resolution of the Board of Directors.

## **ARTICLE VII**

### **CORPORATE POWERS**

The corporate powers of this Corporation are as provided in Section 617.0302, Florida Statutes, unless limited by the by-laws of the Corporation adopted pursuant hereto.

## **ARTICLE VIII**

### **VACANCIES**

Vacancies occurring on the Board of Directors or corporate offices shall be filled in such manner and at such time and under such conditions as may be set out in the by-laws of the Corporation.

## **ARTICLE IX**

### **BY-LAWS**

The initial by-laws of this Corporation shall be as adopted by the initial Directors set forth in Article V above. Thereafter, the by-laws of this Corporation shall be altered, amended or rescinded only by two-thirds of the members of the Board of Directors at a regularly called meeting, or at any other meeting of said Board members called for the purpose, provided, however, that in case a

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meeting is called for this purpose, it shall be called strictly in accordance with the existing by-laws of the Corporation.

## **ARTICLE X**

### **INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and the street address of the initial registered agent is:

Lewis & White, L.C.  
Suite 201  
216 West College Avenue  
Tallahassee, Florida 32301  
Attention: A. Eugene Lewis

## **ARTICLE XI**

### **AMENDMENTS**

These Articles may be amended by two-thirds of the members of the Board of Directors present and voting at any regular or special meeting called pursuant to the by-laws of the Corporation for the purpose of amending the Articles.

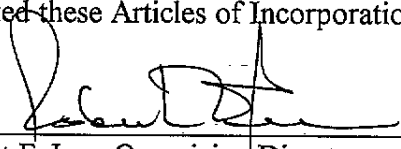
## **ARTICLE XII**

### **INCORPORATORS**

The name and the street address of the incorporator for these Articles of Incorporation is:

Robert F. Lee  
Suite 400  
118 North Monroe Street  
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation this 12<sup>th</sup> day of February, 1999.

  
Robert F. Lee, Organizing Director

**ACKNOWLEDGMENT OF ARTICLES OF INCORPORATION**

STATE OF FLORIDA

s. s. Tallahassee

COUNTY OF LEON

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of February, 1999, by ROBERT R. LEE, Organizing Director, who is personally known to me and who did not take an oath.

  
Notary Public (Seal)

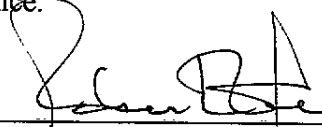


A. Eugene Lewis  
MY COMMISSION # CC590147 EXPIRES  
January 5, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

## RESIDENT AGENT DESIGNATION

IN COMPLIANCE with Section 48.091, Florida Statutes, the Independent Retirement Commission, Inc., desiring to organize or qualify under Chapter 617 of the laws of the State of Florida, with its principal place of business at 118 N. Monroe Street, Tallahassee, FL 32301, names A. Eugene Lewis, Esq., of Lewis & White, L.C., 216 W. College Ave. #201, Tallahassee, FL 32301, as Registered Agent at said address as the Registered Office.

Executed: February 12<sup>th</sup>, 1999

  
Robert F. Lee, Organizing Director

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## ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above named Corporation, at the place designated above, I hereby agree to act in such capacity, and complete performance of my duties.

LEWIS & WHITE, L.C.

By: A. Eugene Lewis

Executed: February 12<sup>th</sup>, 1999

  
Registered Agent