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C T CORPORATION SYSTEM

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City State Zip Phone

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CORPORATION(S) NAME

Staff Insurance Corporation

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☒ Profit - Articles

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☐ Limited Liability Company

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

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☐ Dissolution/Withdrawal

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CONNIE BRYAN

T. SMITH FEB 18 2000



# ARTICLES OF INCORPORATION OF STAFF INSURANCE CORPORATION

## Article I. Name

The name of the corporation is Staff Insurance Corporation.

## Article II. Principal Office

The principal office of the Corporation in the State of Florida is located at 600 301 Boulevard West, Suite 202, Bradenton, Florida 34205.

## Article III. Initial Registered Office

The street address of the initial registered office of the Corporation is 1200 South Pine Island Rd., Plantation, Florida 33324. The name of the registered agent of the Corporation at said registered office is CT Corporation System.

The written acceptance of said registered agent, as required by the provisions of Section 607.0501(3) of the Florida Act, is set forth following the signature of the Incorporator and is made a part of these Articles of Incorporation.

## Article IV. Incorporator

The name and address of the Incorporator is Judith M. Smith, c/o Staff Leasing, Inc., 600 301 Boulevard West, Suite 202, Bradenton, Florida 34205.

## Article V. Purpose

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Florida Act.

## Article VI. Capital Stock

The total number of shares of capital stock which the Corporation is authorized to issue is 200,000, divided into two classes as follows:

- (1) 100,000 shares of common stock, \$0.01 par value per share ("Common Stock"); and
- (2) 100,000 shares of preferred stock, \$0.01 par value per share ("Preferred Stock").

The designations, preferences, qualifications, limitations, restrictions and the special or relative rights granted to or imposed upon the Common Stock and Preferred Stock of the Corporation are as follows:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



(a) Provisions Relating to the Common Stock

- (1) Each holder of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the records of the Corporation on each matter submitted to a vote of the shareholders.
- (2) Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as, and if declared by the Board of Directors of the Corporation, out of funds legally available therefor, dividends payable in cash, stock or otherwise.
- (3) Upon any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock and the holders of any bonds, debentures, or other obligations of the Corporation shall have been paid in full the amounts to which they shall be entitled (if any), or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests, to the exclusion of the holders of the Preferred Stock and any bonds, debentures, or other obligations of the Corporation.

(b) Provisions Relating to the Preferred Stock

- (1) The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and the qualifications, limitations, and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issuance of such class or series adopted by the Board of Directors of the Corporation as hereafter prescribed.
- (2) Authority is hereby expressly granted to and vested in the Board of Directors of the Corporation to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, and with respect to each such class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:
  - (i) whether or not such class or series is to have voting rights, full, special, or limited, or is to be without voting rights, and whether or not such class or series is to be entitled to



vote as a separate class either alone or together with the holders of one or more other classes or series of stock;

- (ii) the number of shares to constitute such class or series and the designations thereof;
- (iii) the preferences, and relative, participating, optional, or other special rights, if any, and the qualifications, limitations, or restrictions thereof, if any, with respect to any such class or series;
- (iv) whether or not the shares of any such class or series shall be redeemable at the option of the Corporation or the holders thereof or upon the happening of any specified event, and, if redeemable, the redemption price or prices (which may be payable in the form of cash, notes, securities, or other property), and the time or times at which, and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;
- (v) whether or not the shares of such class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and, if such retirement or sinking fund or funds are to be established, the annual amount thereof, and the terms and provisions relative to the operation thereof;
- (vi) the dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, or a combination thereof, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of dividends payable on any other class or classes or series of stock, whether such dividends shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;
- (vii) the preferences, if any, and the amounts thereof which the holders of any such class or series shall be entitled to receive upon the voluntary and involuntary dissolution of, or upon any distribution of the assets of, the Corporation;
- (viii) whether or not the shares of any such class or series, at the option of the Corporation or the holder thereof or upon the happening of any specified event, shall be convertible into



or exchangeable for the shares of any other class or classes or of any other series of the same or any other class or classes of stock, securities, or other property of the Corporation, and the conversion price or prices, ratio or ratios, or the rate or rates at which such exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

- (ix) such other special rights and provisions with respect to any such class or series as may seem advisable to the Board of Directors of the Corporation.
- (3) The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board of Directors of the Corporation may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors of the Corporation may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued, and undesignated shares of the Preferred Stock.

#### **Article VII. Indemnification**

- (a) The Corporation shall indemnify to the fullest extent authorized or permitted by law (as now or hereafter in effect) any person who is or was made, or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including, without limitation, an action by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a director or officer of the Corporation, or is or was serving in any capacity at the request of the Corporation for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise (an "Other Entity"), against judgments, fines, penalties, excise taxes, amounts paid in settlement and costs, charges and expenses (including attorneys' fees and disbursements). Persons who are not directors or officers of the Corporation may be similarly indemnified in respect of service to the Corporation to the extent the Board of Directors at



any time specifies that such persons are entitled to the benefits of this Article.

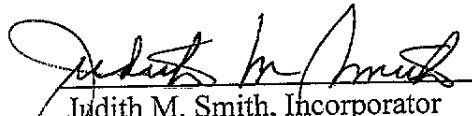
- (b) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of an Other Entity, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article, the Bylaws or under Section 607.0850 of the Florida Act or any other provision of law.

#### **Article VIII. Board of Directors; Initial Directors**

The number of directors constituting the Board of Directors shall be fixed by, or in the manner provided in, the Bylaws of the Corporation, and until changed in the manner provided in the Bylaws shall be two. The names and mailing addresses of the persons who are to serve as directors until the annual meeting of shareholders or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Richard A. Goldman	600 301 Blvd. West, Ste. 202 Bradenton, Florida 34205
John E. Panning	600 301 Blvd. West, Ste. 202 Bradenton, Florida 34205

The undersigned has executed these articles of incorporation this 17<sup>th</sup> day of February, 2000.

  
Judith M. Smith, Incorporator



ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION  
607.0501 (3) F.S.: CT CORPORATION SYSTEM IS FAMILIAR WITH AND  
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

CT CORPORATION SYSTEM

DATED February 18, 2000

BY Connie Bryan

CONNIE BRYAN  
SPECIAL ASSISTANT SECRETARY

(NAME OF OFFICER)

(TITLE OF OFFICER)

FILED  
00 FEB 18 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA