

PD2000101951

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Reinsurance Administration
Professionals Association (RAPA) Inc.

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*****78.50 *****78.50

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

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Signature

Requested by:

Name SK Date 9/19/02 Time 10:15

Walk-In _____ Will Pick Up _____

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 19, 2002

CAPITAL CONNECTION

SUBJECT: REINSURANCE ADMINISTRATION PROFESSIONALS
ASSOCIATION, INC.
Ref. Number: W02000027336

We have received your document for REINSURANCE ADMINISTRATION PROFESSIONALS ASSOCIATION, INC. and your check(s) totaling \$78.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return the original and one copy of 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 (850) 245-6925.

Cynthia Blalock
Document Specialist
New Filing Section

Letter Number: 402A00053491

Articles of Incorporation of Reinsurance Administration Professionals Association, Inc., A Florida Nonprofit Corporation

Article I. Name. The name of the Corporation is: Reinsurance Administration Professionals Association, Inc.

Article II. Duration. The duration of the Corporation is perpetual.

Article III. Purposes. A. This Corporation is a not-for-profit business entity organized under Ch. 617, Fla. Stat., and applicable federal laws. See Article XI, passim, below. It is not organized for the private gain of any person. The specific purposes of this Corporation are to improve the quality and efficiency of the reinsurance administrative processing of the insurance and financial services industry by tracking and sharing effective practices in the areas including but not limited to the collection, transmission and recording of Administration data necessary for premium, risk management, claims, underwriting and valuation.

B. The Corporation may also exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations; provided, however, that the Corporation shall not engage in any action that is not permitted to be engaged in by nonprofit corporations under the Internal Revenue Code; and no part of the Corporation's net earnings shall inure to the benefit of or be distributable to any Member, Director, or Officer. The Corporation shall be authorized and empowered to pay reasonable compensation to its staff and personnel for services rendered, and to make payments and distributions in furtherance of its stated purposes.

Article IV. Members. The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of Corporate Members. The Bylaws may provide for Nonvoting Members of one or more classes, these Members of whom shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, except the right to vote. The name and address of each initial Voting Member is as follows:

<u>Name</u>	<u>Address</u>
Suzanne L. Bathke	1660 Sand Key Circle Oviedo, FL 32765;
Christopher M. Heeren	1290 Broadway Denver, CO 80203;
Diane J. Brule	2525 Turtly Creek Blvd. Apt. 516 Dallas, TX 75219; and
Christopher A. Murumets	148 Browning Avenue Toronto, Ontario, Canada M4K 1W5.

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Article V. Initial Registered Agent and Office. The initial registered agent is Suzanne L. Bathke. The initial registered office is 800 N. Magnolia Avenue, Suite 1400, Orlando, Florida, 32803.

Article VI. Initial Board of Directors. The initial Board of Directors shall have three (3) members, whose names and addresses are:

<u>Name</u>	<u>Address</u>
Suzanne L. Bathke	1660 Sand Key Circle Oviedo, FL 32765;
Ava M. Zils	23 Mountain View Drive Rocky Hill, CT 06103; and
Sandra A. Peterson	5701 Golden Hills Drive Minneapolis, MN 55416-1297.

The Bylaws shall provide the method of election of all Directors, and the number of Directors may be raised or lowered by amendment of the Bylaws, but shall in no case be less than three (3).

Article VII. Officers. The Corporate officers shall consist of a President (Chair), Vice President (Vice Chair), Immediate Past Chair, Secretary, and Treasurer. Other officers 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:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President (Chair)	Suzanne L. Bathke	1660 Sand Key Circle Oviedo, FL 32765;
Vice President (Vice Chair)	Christopher M. Heeren	1290 Broadway Denver, CO 80203;
Immediate Past Chair	Christopher A. Murumets	148 Browning Avenue Toronto, Ontario Canada M4K 1W5; and
Secretary	Diane J. Brule	2525 Turtly Creek Blvd Apt. 516 Dallas, TX 75219.

Article VIII. Incorporators. The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Suzanne L. Bathke	1660 Sand Key Circle Oviedo, FL 32765; and

Christopher M. Heeren

1290 Broadway
Denver, CO 80203.

Article IX. 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, but may issue membership certificates if so provided in the Bylaws.

Article X. Corporate Address. The street address of the Corporation's initial principal office is 1660 Sand Key Circle, Oviedo, FL 32765.

Article XI. Purpose of the Corporation. This Corporation is organized exclusively for one or more of the purposes specified in § 501 (c) (3) of the Internal Revenue Code (IRC), including the making of distributions to organizations that qualify as exempt organizations under § 501 (c) (3), or the corresponding section of any future federal tax code.

Article XII. Prohibition Against Private Inurement. No part of the Corporation's net earnings shall inure to the benefit of or be distributable to any Member, Director, Officer, or other private person, except that the Corporation is authorized to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in these Articles.

Article XIII. Compensation Restriction. Any salaries or wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided to any Corporate employee, Director, or Officer, shall not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment, and with the compensation ordinarily paid to persons with similar positions or duties.

Article XIV. Limitations on Activities. A. No substantial part of the Corporate activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by § 501 (h), IRC]; and the Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign or activity on behalf of or in opposition to any candidate for public office.

B. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall only engage in activities permitted to be engaged in by a Corporation exempt from federal income tax under § 501 (c) (3), IRC; or by a Corporation whose contributions to which are deductible under § 170 (c) (2), IRC, or the corresponding provision of any future United States federal tax law.

Article XV. Dissolution. In the event of the Corporation's dissolution, its assets remaining after payment (or the provision for payment) of all Corporate debts and liabilities shall be distributed and remitted to one (1) or more organizations that are also exempt as organizations described

in §§ 170 (c) (2), 501 (c) (3), IRC; or the corresponding sections of any prior or future federal tax law; or to a federal, State, or local government agency for exclusive public purposes.

Article XVI. Private Foundation Requirements and Restrictions. In any taxable year in which the Corporation is acting as a private foundation as described in § 509 (a), IRC, the Corporation, a) shall distribute its income for that period at such time and manner so as not to subject it to tax under § 4942, IRC; b) shall not engage in any act of self-dealing as defined in § 4941 (d), IRC; c) shall not retain any excess business holdings as defined in § 4943, IRC; d) shall not make any investments in such manner as to subject the Corporation to tax under § 4944, IRC; and e) shall not make any taxable expenditures as defined in § 4945 (d), IRC.

Article XVII: Indemnification. A. The Corporation shall indemnify, defend, hold harmless, and pay the litigation and attorney costs for any Corporate Director or Officer who is successful in the defense of any proceeding to which the Director or Officer was a party. The Corporation may indemnify an individual (made a party to a proceeding because the individual is or was a Director, Officer, Member, employee, or agent of the Corporation) against liability after a determination is made, in the manner required by the Board of Directors, that that person's indemnification is permissible in those circumstances. At a minimum, such indemnification shall apply only when such person is serving at the Corporation's request, and as a Director, Officer, employee, or agent of the Corporation.

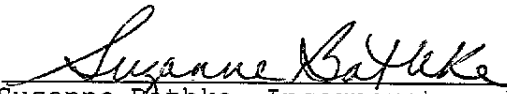
B. The Corporation also may pay for or reimburse the reasonable litigation and attorney fees and expenses incurred by a Director, Officer, Member, employee, or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a Director, Officer, Member, employee, or agent of the Corporation, regardless of whether the Corporation would have the power to indemnify the individual against the same liability under law.

C. Nothing contained in these Articles shall limit or preclude the exercise of any right relating to the indemnification or advance of litigation and attorney fees and expenses to any person who is or was a Director, Officer, Member, employee, or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any such person by contract or in any other manner.

D. If any word, clause, or sentence of these present indemnification provisions regarding the advancement of the litigation and attorney fees or expenses is held to be invalid as contrary to law or public policy, then it shall be severable, and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "Director," "Officer," "Member," "employee," and "agent" shall include the successors heirs, estates, executors, administrators, and personal representatives of all such persons.

In Witness Whereof, the undersigned has signed these Articles of Incorporation on this 16th day of September, 2002.

I am familiar with and accept designation as registered agent, and agree to act in this capacity, and to perform all obligations of this position.


Suzanne Bathke, Incorporator, President
(Chair), and Registered Agent.