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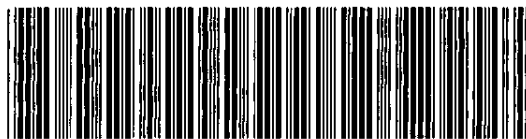
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FILED

2009 APR -9 PM 4:42

CLERK OF SUPERIOR COURT
JANUARY 17, 2009

T. Burch APR 10 2009



VIA FEDERAL EXPRESS

April 8, 2009

Department of State
Divisions of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: **Employer Choice Insurance Company, Inc.**

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation that we would like to file together with our check in the amount of \$78.75, which we understand is the fee for filing the enclosure and receiving a certified copy.

If at all possible, we would appreciate your returning to our attention the recorded document via Federal Express, and are enclosing an airbill for that purpose.

Should you have any questions, we can be reached at (407) 975-1413.

Sincerely,

A handwritten signature in black ink, appearing to be "TLT/plm", written over a horizontal line.

TLT/plm

Enclosures

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Extending the Healing Ministry of Christ

111 North Orlando Avenue | Winter Park, Florida 32789-3675 | 407 647-4400

FILED

2009 APR -9 PM 4:42

ARTICLES OF INCORPORATION
OF
EMPLOYER CHOICE INSURANCE COMPANY, INC.

FILE
APR 9 2009
ORLANDO

(A Florida Corporation for Profit)

The undersigned incorporators to these Articles of Incorporation, each a natural person over the age of 18 years, competent to contract, and a citizen of the United State of America, hereby forms a stock insurer corporation under the laws of the State of Florida.

ARTICLE I.

Name; Principal Office

The name of the Corporation is EMPLOYER CHOICE INSURANCE COMPANY, INC.

The Board of Directors shall determine the location of the principal office of the Corporation. Until such time, the principal office shall be maintained at 602 Courtland Avenue, Suite 161, Orlando, Orange County, Florida 32804. The mailing address of the Corporation shall also be 602 Courtland Avenue, Suite 161, Orange County, Orlando, Florida 32804.

ARTICLE II.

Offices and Registered Agent

The Corporation shall have and continuously maintain in Florida its principal place of business and a registered agent thereat upon whom process can be served. The address of the registered office is 111 North Orlando Avenue, Winter Park, Florida 32789, and the name of the registered agent in charge thereof is T.L. Trimble.

ARTICLE III.

Purposes of Corporation

The primary purpose for which the Corporation is organized is to transact business in the following kinds of insurance: group health insurance.

The Corporation and the transaction of any or all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, including, but not limited to, the performance of any and all acts or services that may be incidental or necessary to carry out such purposes.

ARTICLE IV.

Powers

The Corporation shall possess and exercise all the powers and privileges granted by Chapter 607 of the *Florida Statutes*, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by any restrictions set forth in these Articles of Incorporation.

ARTICLE V.

Term of Existence

The Corporation's existence shall commence on the filing of these Articles of Incorporation with the Secretary of State of Florida and shall thereafter continue in perpetuity.

ARTICLE VI.
Authorized Shares

SECTION 6.1 Number. The aggregate number of shares which the Corporation shall have the authority to issue is one class of one hundred (100) shares of Common Stock, each share of which shall have a par value of \$1.00. Each share of Common Stock shall be entitled to the preferences, rights and limitations as specifically set forth in these Articles of Incorporation.

SECTION 6.2 Voting Rights. Each holder of record of Common Stock shall be entitled to one (1) vote for each share held at each meeting of the Shareholders with respect to any matter on which the Shareholders have the right to vote pursuant to the provisions of these Articles of Incorporation and/or the corporate Bylaws.

SECTION 6.3 Paid In Surplus/Capital. The Corporation shall not commence transacting business until it achieves a capital and surplus of not less than \$5,000,000.

ARTICLE VII.
Preemptive Rights and Cumulative Voting

Shareholders shall have preemptive rights. Shareholders shall not be entitled to cumulative voting.

ARTICLE VIII.

Directors

- SECTION 8.1 Number. The affairs of the Corporation are to be managed by a Board of Directors consisting of five (5) Directors, each of whom is a United States citizen and has reached the age of majority. The number of directors may be increased in accordance with the provisions of the Bylaws.
- SECTION 8.2 Powers. Except for those matters retained by the Shareholders as set forth in the Bylaws, the Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for this Corporation.
- SECTION 8.3 Election and Term of Office. The initial Directors shall be Rich Morrison, 2400 Bedford Road, Orlando, Florida 32893; Lewis Seifert, 2400 Bedford Road, Orlando, Florida 32803; Eddie Soler, 2400 Bedford Road, Orlando, Florida; Kevin Lay, 602 Courtland Avenue, Suite 161, Orlando Florida 32804, and Steve Baratta, 602 Courtland Avenue, Suite 161, Orlando, Florida 32804. Each Director shall hold office for a term of one (1) year, commencing on the date these Articles of Incorporation are filed with the Secretary of State of Florida.
- SECTION 8.4 Voting. All actions to be taken by the Board of Directors shall require an affirmative vote of a majority (51 percent) of the members of the Board of Directors in attendance at a meeting whereat a quorum is present except as may be specified in the Corporation's Bylaws.

SECTION 8.5 Removal of Directors. The Shareholders may remove one or more Directors with or without cause.

ARTICLE IX.

Officers

SECTION 9.1 Number. There shall be two (2) Officers of the Corporation. They are: President and Secretary-Treasurer. The Corporation may, at the discretion of the Board of Directors, provide for different categories of Officers, and may have additional and assistant Officers including, without limitation thereto, Assistant Treasurers and Assistant Secretaries.

SECTION 9.2 Election and Term of Office. Officers shall be elected for terms of one (1) year by the Board of Directors at the Annual Meeting of the Directors.

SECTION 9.3 Powers and Duties. The powers and duties of the Officers of the Corporation shall be those usually pertaining to their respective offices, or as may be specifically directed in these Articles of Incorporation or the Bylaws of this Corporation.

ARTICLE X.

Amendment of Bylaws

The power to make, alter, amend, repeal, or adopt the Bylaws of this Corporation shall be vested in the Shareholders.

Amendments to the Bylaws of the Corporation shall be presented at a special meeting called for that purpose at which a quorum of

not less than two-thirds (2/3) of the Shareholders entitled to vote shall be present. The affirmative vote of ninety (90) percent of the Shareholders present and entitled to vote shall be required in order for an amendment to be adopted.

ARTICLE XI.

Amendment of Articles of Incorporation

The Articles of Incorporation of the Corporation shall be amended upon reading and approval of such amendments at a special meeting of the Shareholders called for that purpose at which a quorum of not less than two-thirds (2/3) of the Shareholders entitled to vote shall be present. Such amendments must be approved by ninety (90) percent of the Shareholders present and entitled to vote. Following the requisite approvals, such amendments shall become operative from and after the date on which they were filed with the Secretary of State of Florida.

ARTICLE XII.

Incorporators

The names and addresses of the Incorporators are:

Rich Morrison
2400 Bedford Road
Orlando, Florida 32803

Lewis Seifert
2400 Bedford Road
Orlando, Florida 32803

Eddie Soler
2400 Bedford Road
Orlando, Florida 32803

Kevin Lay
602 Courtland Street, Suite 161
Orlando, Florida 32804

Steve Baratta
602 Courtland Street, Suite 161
Orlando, Florida 32804

IN WITNESS HEREOF, the undersigned has signed these Articles of
Incorporation as of this 2nd day of April, 2009.

Rich Morrison

Rich Morrison, Incorporator

Eddie Soler

Eddie Soler, Incorporator

Lewis Seifert

Lewis Seifert, Incorporator

Kevin Lay

Kevin Lay, Incorporator

Steve Baratta

Steve Baratta, Incorporator

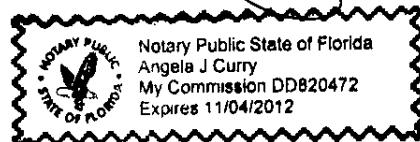
STATE OF FLORIDA
COUNTY OF ORANGE

Before me, personally appeared Rich Morrison/Eddie Soler, known to me
to be the persons described in and who executed the foregoing
Articles of Incorporation and acknowledged to and before me that
he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 2nd day of
April, 2009.

[Signature]
Notary Public, State of Florida At Large

My Commission Expires: Nov. 4, 2012



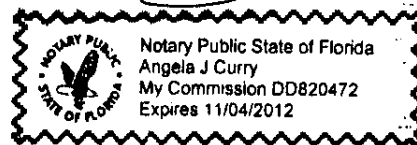
STATE OF FLORIDA
COUNTY OF ORANGE

Before me, personally appeared Lewis Seifert / Kevin Lay, known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 2nd day of April, 2009.

[Signature]
Notary Public State of Florida At Large

My Commission Expires: Nov. 4, 2012



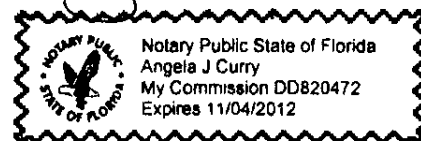
STATE OF FLORIDA
COUNTY OF ORANGE

Before me, personally appeared Steve Baratta, known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 2nd day of April, 2009.

[Signature]
Notary Public State of Florida at Large

My Commission Expires: Nov. 4, 2012



ACCEPTANCE

I hereby agree to act as the Registered Agent for Employer Choice Insurance Company, Inc., stated in the Articles of Incorporation of said Corporation.

[Signature]
T. L. Trimble, Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me this 8th of April, 2009.

Penny L. Morche
Notary Public, State of Florida At Large

My Commission Expires:

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