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LAW OFFICES OF
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FILED
95 AUG -7 11:11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 3, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Dear Sir/Madam:

In re: Anderson Benefits Corporation

Enclosed are Articles of Incorporation for Anderson Benefits Corporation, and my trust account check for \$122.50 for the filing fee. Please return a copy of the filed Articles to me, along with the Charter.

Very truly yours,


Brian T. Hayes

BTH/jsc
Enclosures

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****122.50 ****122.50

SHARON L. TALA AUG - 8 1995

ARTICLES OF INCORPORATION OF
ANDERSON BENEFITS CORPORATION

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation under the laws of Florida.

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ARTICLE I. NAME

The name of this corporation is ANDERSON BENEFITS CORPORATION.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

(a) To promote and sell policies of insurance, including health, hospitalization and life, and other related insurance benefits, to companies, individuals and other legal entities, and to advertise, market and otherwise promote policies of insurance in general, throughout the State of Florida;

(b) To establish, purchase, lease as lessee, or otherwise acquire, own, operate and to sell, maintain, mortgage, lease as lessor, and otherwise dispose of retail stores or departments therein and to conduct a general merchandising business therein;

(c) To purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every

class, kind and discription, except that it is not to conduct a banking, safe deposit, trust, surety, express, railroad, canal, telegraph, or cemetery company; and buildings and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition;

(d) To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries;

(e) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required;

(f) To purchase the corporate assets of any other corporation and engage in the same or other character of business;

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock; and

(h) To engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: ONE THOUSAND (1,000) shares of common stock, having a par value of ONE AND NO/100 DOLLARS (\$1.00) per share.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than ONE THOUSAND AND NO/100 DOLLARS (\$1,000.00).

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this corporation in the State of Florida is: 245 East Washington Street, Monticello, Florida 32344. The principal office of this corporation in Florida is: 1300 Executive Center Drive, Suite 101, Tallahassee, Florida 32301. The Board of Directors may, from time to time, move the registered office to any other address in Florida.

The name of the registered agent at such registered office is: BRIAN T. HAYES

ARTICLE VII. DIRECTORS

This corporation shall have one (1) director initially.

The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders.

The initial director and member of the first Board of Directors is:

JOY L. HOPKINS, President
and Secretary

1300 Executive Center Dr.
Suite 101
Tallahassee, Florida 32301

ARTICLE VIII. INCORPORATORS

The names and addresses of each incorporator of these Articles of Incorporation are:

JOY L. HOPKINS

1300 Executive Center Dr.
Suite 101
Tallahassee, Florida 32301

BRIAN T. HAYES

245 East Washington Street
Monticello, Florida 32344

ARTICLE IX. STOCKHOLDERS

The names and addresses of the initial stockholders of this corporation, the number of shares each agrees to take and the value of the consideration therefore are:

JOY L. HOPKINS - 600 shares
\$600.00

1300 Executive Center Dr.
Suite 101
Tallahassee, FL 32301

ANDERSON BENEFITS CORPORATION - 400 shares (treasury
stock)

Each share of the capital stock this corporation shall from time to time be authorized to issue shall be subject to limitations and restrictions on alienation and transfer by the holders thereof as may be set forth in the by-laws of this corporation.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Date: August 2, 1995

Joy L. Hopkins
JOY L. HOPKINS

Date: 8-2-95

Brian T. Hayes
BRIAN T. HAYES

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the designation of Registered Agent for Anderson Benefits Corporation. Dated this 2nd day of August, 1995.

Brian T. Hayes
BRIAN T. HAYES