



Attorneys At Law

July 12, 1996

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Gentlemen:

Enclosed are two original executed Articles of Incorporation for  
**HMS ROGERS, INC.** and a check for filing fees in the amount of  
\$122.50. Please file the articles as soon as possible and return  
one certified copy to my attention.

Sincerely,

Mark W. Brandt  
cm

Enclosures

cc: Howard Rogers

700001898867  
-07/16/96--01018--011  
\*\*\*\*122.50 \*\*\*\*122.50

JUL 16 1996

**FILED**  
96 JUL 15 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
HMS ROGERS, INC.**

**FILED**  
96 JUL 15 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is HMS Rogers, Inc., and its street address is 971 Virginia Avenue, Suite A, Palm Harbor, Florida 34683.

**ARTICLE II - DURATION**

This corporation shall exist perpetually.

**ARTICLE III - PURPOSE**

The general purpose of this corporation is to sell and service insurance policies and for all other lawful uses and purposes.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 7,500 shares of \$1.00 per value common stock.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to other, except that shareholder shall not have any preemptive rights when stock is being purchased by any other shareholder under any stock purchase agreement.

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 971 Virginia Avenue, Suite A, Palm Harbor, Florida 34603, and the name of the registered agent of this corporation at that address is Howard M. Rogers.

#### **ARTICLE VII - INCORPORATORS**

The names and addresses of the person signing these articles of incorporation are:

Howard M. Rogers	4144 Perry Place New Port Richey, FL 34652
Suzanne U. Rogers	4144 Perry Place New Port Richey, FL 34652

#### **ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

#### **ARTICLE IX - CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by thirty-three and one-third percent (33-1/3%) of the shares of this corporation.

#### **ARTICLE X - SHAREHOLDER QUORUM AND VOTING**

Fifty percent (50%) plus one (1) of the shares entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of shareholders.

If a quorum is presented, the affirmative vote of 50% plus one (1) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS  
WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION**

The affirmative vote of sixty-six and two-thirds (66-2/3%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution of the corporation for merger, acquisition or liquidation.

**ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XIII - RIGHT OF SHAREHOLDERS TO DISSENT**

The shareholders of this corporation shall have the right to dissent from any corporation actions from which shareholders are entitled to dissent under the Florida Business Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporation actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

**ARTICLE XIV - SHAREHOLDERS' MEETING REQUIRED**

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

**ARTICLE XV - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

#### **ARTICLE XVI - POWERS**

This corporation shall have all of the corporation powers enumerated in the Florida General Corporation Act.

#### **ARTICLE XVII - MEETINGS BY CONFERENCE TELEPHONE**

Shareholders may participate in special meetings by conference telephone as provided by law.

#### **ARTICLE XVIII - DIVIDENDS**

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain, or non-taxable dividends, dependent on the source from which they are derived.

#### **ARTICLE XIX - INDEMNIFICATION**

The corporation shall indemnify any officer or any former officer to the full extent permitted by laws.

#### **ARTICLE XX - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE XXI - TAX ELECTIONS**

This corporation shall be entitled to elect any tax treatment or enact any program or benefit to which it is entitled under law, including but not limited to:

1. Qualified pension or profit-sharing plan;
2. Election as a subchapter-S corporation;

**Frazer  
Hubbard  
& Brandt  
& Trask**

Attorneys at Law  
Post Office Box 1178  
595 Main Street  
Dunedin, FL 34698

3. Treatment of stock under Sec. 1244 et seq. of the Internal Revenue Code;
4. Stock purchase or option agreement, whether qualified or not;
5. Corporation medical reimbursement plan; and
6. Excess compensation reimbursement plan.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 11 day of July, 1996.

  
Howard M. Rogers

  
Suzanne U. Rogers

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 11 day of July, 1996, by HOWARD M. ROGERS, who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
Notary Public

My Commission Expires:



LINDA K. WALDORF  
Notary Public, State of Florida  
My Comm. Exp. Mar. 17, 1998  
Comm. No. CC 348716

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 11 day of July, 1996, by SUZANNE U. ROGERS, who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
Notary Public

My Commission Expires:



LINDA K. WALDORF  
Notary Public, State of Florida  
My Comm. Exp. Mar. 17, 1998  
Comm. No. CC 348716

5

**Frazer  
Hubbard  
& Brandt  
& Trask**

Attorneys at Law  
Post Office Box 1178  
595 Main Street  
Dunedin, FL 34698

FILED

96 JUL 15 AM 10:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE**

DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED: **HMS Rogers, Inc.** desiring to organize  
or qualify under the laws of the State of Florida, with the  
principal place of business at 971 Virginia Avenue in the City  
of Palm Harbor, Florida 34683, has named **Howard M. Rogers** as its  
resident agent to accept service of process within Florida.

Signature: Howard M. Rogers

Title: President

Date: 7/14/96

**ACCEPTANCE BY AGENT**

Having been named to accept service of process for the  
above-stated corporation, at the place designated in the  
certificate, I hereby agree to act in this capacity, and I  
further agree to comply with the provisions of all statutes  
relative to the proper and complete performance of my duties.

Signature: Howard M. Rogers

Date: 7/14/96

**Frazer  
Hubbard  
& Brandt  
& Trask**

Attorneys at Law  
Post Office Box 1178  
595 Main Street  
Dunedin, FL 34698

Frazer  
Hubbard  
& Brandt  
& Trask  
Attorneys At Law

P96000059271

JOHN P. FRAZER  
JOHN G. HUBBARD  
MARK W. BRANDT  
THOMAS J. TRASK

August 19, 1996

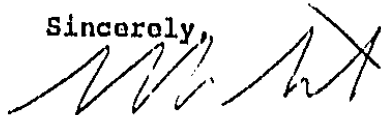
4000001929434  
-08/22/96--01038--010  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Gentlemen:

Enclosed are two executed First Amendment to Articles of  
Incorporation for **HMS ROGERS, INC.** and a check for filing fees in  
the amount of \$87.50. Please file the amendment as soon as  
possible and return one certified copy to my attention.

Sincerely,



Mark W. Brandt  
cm

Enclosures

cc: Howard Rogers

FILED  
96 SEP 20 AM 9:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*Amend*

VS SEP 23 1996





FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

August 29, 1996

MARK W. BRANDT  
POST OFFICE BOX 1178  
DUNEDIN, FL 34698

SUBJECT: HMS ROGERS, INC.  
Ref. Number: P96000059271

We have received your document for HMS ROGERS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

Please return 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 (904) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 496A00040848

RECEIVED  
96 SEP 20 PM 2:41  
DIVISION OF CORPORATIONS



Attorneys At Law

September 17, 1996

JOHN P. FRAZER  
JOHN G. HUBBARD  
MARK W. BRANDT  
THOMAS J. TRASK

Florida Department of State  
Valma Shepard, Corporate Specialist  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Amended Articles of Incorporation  
Your Letter Number 496A00040848, dated August 29, 1996

Dear Ms. Shepard:

As requested in your above-referenced letter, we are enclosing Amended Articles of Incorporation that have been changed to reflect the approval of the shareholders. Hopefully, this document will meet with the requirements as set forth in your letter.

If approved, please forward a certified copy of the amendment to my attention. Thank you for your attention to this matter.

Sincerely,

Mark W. Brandt  
cm

Enclosures

cc: Howard Rogers

FIRST AMENDMENT TO  
ARTICLES OF INCORPORATION  
FOR  
HMS ROGERS, INC.

FILED  
96 SEP 20 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The Articles of Incorporation for HMS Rogers, Inc. are amended and Article XI is restated as follows:

ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS  
WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION

The affirmative vote of fifty-five (55%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution of the corporation for merger, acquisition or liquidation.

2. The amendment was adopted by the incorporators without shareholder action, and shareholder action was not required.

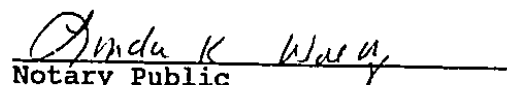
IN WITNESS WHEREOF, the undersigned, being the incorporators of the corporation, have executed this Amendment to the Articles of Incorporation this 16<sup>th</sup> day of September, 1996.

  
Howard M. Rogers

  
Suzanne U. Rogers

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of September, 1996, by HOWARD M. ROGERS, who ☒ is personally known to me or who has produced ( ) a driver's license or \_\_\_\_\_ as identification.

  
Notary Public

My Commission Expires:

STATE OF FLORIDA



LINDA K. WALDORF  
Notary Public, State of Florida  
My Comm. Exp. Mar. 17, 1998  
Comm. No. CC 348716

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this  
16<sup>th</sup> day of September, 1996, by SUZANNE U. ROGERS, who ☒ is  
personally known to me or who has produced ☐ a driver's license  
or \_\_\_\_\_ as identification.

Linda K. Waldorf  
Notary Public

My Commission Expires:



LINDA K. WALDORF  
Notary Public, State of Florida  
My Com. Exp. Mar. 17, 1998  
Comm. No. CC 348716