

996000064134

TRANSMITTAL LETTER

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

700001808817
-01/30/96--01117--017
***131.25 ***131.25

SUBJECT: Inspiring People Seminars, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of Incorporation and a check
for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FILED
96 JUL 30 PM 3:10
DEPT. OF STATE
TALLAHASSEE, FLORIDA

FROM: Nederal L. Williams
Name (printed or typed)

390 South Tyndall Parkway, Suite 314
Address (mailing)

Panama City, FL 32404-6724
City, State & Zip

904-286-4171
Daytime Telephone number

AL JUL 31 1996

NOTE: Please provide the original and one copy of the articles.

**Articles of Incorporation
of
Inspiring People Seminars, Inc.**

FILED
96 JUL 30 PM 3:10

RECORDED & INDEXED
CLERK OF THE STATE
OFFICE OF THE CLERK OF THE STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida.

1. **Name.** The name of this corporation (the "Corporation") shall be:

Inspiring People Seminars, Inc.

2. **Purpose.** This Corporation may engage in seminar presentations and consulting services for practice management in health care, for profit and nonprofit private and public business fields, government and state funded organizations such as dentistry, medicine, optometry, schools and universities, HRS organizations and other governmental agencies such as military organizations, civilian organizations contracted or otherwise associated with military organizations etc. This Corporation may further engage in any activity or business permitted under the laws of the United States and of this State.

3. **Stock.** The capital stock of this Corporation shall consist of One Hundred (100) shares of common stock having a par value of (\$1.00) per share.

4. **Term.** This Corporation shall have a perpetual existence.

5. **Date of Existence.** The date when the corporate existence of this Corporation shall begin is at the time of subscription and acknowledgment of these Articles of Incorporation, that is July 31, 1996.

6. **Address.** The initial street address of the principal office and initial register office of this Corporation is 3112-A Dagger Drive, Tyndall AFB, Florida 32403, and NEDERAL LORAINE WILLIAMS, of 3112-A Dagger Drive, Tyndall AFB, Florida 32403 is hereby designated as Resident Agent for this Corporation. The initial mailing address of the Corporation is 390 South Tyndall Parkway, Suite 314, Panama City, Florida 32404-6724.

7. **Number of Directors.** This Corporation shall initially have one (1) director, but the By-Laws of this Corporation may provide for such increase in the number thereof as is authorized by law.

8. **Directors.** The name and street address of the first Board of Directors is as follows:

Name and Street Address

NEDERAL LORAINE WILLIAMS
3112-A Dagger Drive
Tyndall AFB, Florida 32403

9. **Subscribers.** The name and street address of the subscribers to this Certificate of Incorporation is as follows:

Name and Street Address

NEDURAL LORAINB WILLIAMS
3112-A Dagger Drive
Tyndall AFB, Florida 32403

10. **Officers.** The officers of this Corporation shall be a President and Secretary and such other officers or agents as may be deemed necessary. All officers, agents or employees as may be necessary shall be chosen in such a manner, hold offices for such time, and have such power and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two (2) or more offices.

11. **Indemnification.**

Section 1. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative ("proceeding"), by reason of the fact that he or she, or a person or whom he or she is the legal representative, is or was a director or officer of this Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Florida General Corporation Act as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights of the said Law permitted the Corporation to provide prior to such amendment) against all expenses, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefits of his or her heirs, executors and administrators. Such right shall be a contract right and shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of such proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it should be determined ultimately that such director or officer is not entitled to be indemnified under this Article or otherwise.

Section 2. If a claim under Section 1 is not paid by the Corporation within 90 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Florida General Corporation Act for this Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent counsel, or its shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that claimant has not met the applicable standard of conduct.

Section 3. The rights conferred on any person by Sections 1 and 2 shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of these Articles of Incorporation, By-laws of the Corporation, agreement, vote of shareholders or disinterested directors or otherwise.

Section 4. The Corporation may maintain insurance, at its expense, to protect itself and any such director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Florida Corporation Act.

Section 5. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of director's duty of loyalty to the Corporation or its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct; (iii) a knowing violation of law; or (iv) for any transaction from which the director derived an improper personal benefit. If the Florida General Corporation Act is amended after approval by the shareholders of the Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida General Corporation Act, as so named.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect the right or protection of a director of the Corporation existing at the time of such repeal or modification.

12. Regulation of Internal Affairs. The provisions for the regulation of the internal affairs of the Corporation are governed by duly adopted By-laws.

13. Contracts. No contract or other transaction between this Corporation and any other corporation shall be affected by the fact that any Director of this Corporation is interested in, or is a director or officer of, such other corporation; and any Director, individually or jointly, may be a party to, or any be interested in, any contract or transaction of this

Corporation or in which this Corporation is interested; and no contract or other transaction of this Corporation with any person, firm, or corporation is a party in any way connected with such person, firm, or corporation; and every person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 29th day of July, 1996, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida this Certificate of Incorporation and certify that the facts herein stated are true.

Nederal L. Williams
NEDERAL LORAIN WILLIAMS

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 27th of July, 1996, by
NEDERAL LORAIN WILLIAMS, who is personally known to me and who did take an
oath.

My Commission Expires:



Marcey A. Woodrow
Notary Public

Marcey A. Woodrow
Printed Name of Notary
(Notary Seal)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48,901, who Florida Statutes, the following is submitted,
in compliance with said Act:

FIRST, that INSPIRING PEOPLE SEMINARS, INC., desiring to organize under
the laws of the State of Florida, with its principal office as indicated in the Articles of
Incorporation at City of Callaway, County of Bay, State of Florida has named NEDERAL
LORAINE WILLIAMS, located at 3112-A Dagger Drive, Tyndall AFB, Florida, as its
agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation,
at the place designated in this Certificate, I hereby accept the Act in this capacity, and
agree to comply with the provision of said Act relative to keeping open said office.


NEDERAL LORAINE WILLIAMS
(Resident Agent)

FILED
96 JUL 30 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000064134

Concordia

2/18/97

Please send any future letters
or inquiries for Inspiring People
Seminars, Inc. to the alternative

Address given below:

700002096497--2
-02/25/97--01054--003
*****35.00 *****35.00

Nederal L Williams
4821 Hickory St.

SH 2/7

Panama City, Florida 32404

FILED
97 FEB 24 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Phone: 904-747-1488

Nederal L Williams
Inspiring People Seminars, Inc.
390 S Tyndall Parkway, Suite 314
Panama City, FL 32404-6724

Thank you

Nederal Williams

P.S. Enclosed is check #2796
for \$35.00 made out to Dept of State
for the articles of dissolution.

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Inspiring People Seminars, Inc.

SECOND: The articles of incorporation were filed on: July 30, 1996

THIRD: (CHECK ONE)

☐ None of the corporation's shares have been issued.

☒ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

☐ A majority of the incorporators authorized the dissolution.

☒ A majority of the directors authorized the dissolution.

Signed this 18th day of February, 19 97

Signature

Nederal L. Williams, President

(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

Nederal L. Williams

(Typed or printed name)

President

(Title)

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97 FEB 24 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA