

796000063238

DAVID METCALF

Requestor's Name

1004 DESOTO PARK DRIVE

Address

Tallahassee FL 32301 / 878-3700

City/State/Zip

Phone #

7000002037707--6

12/24/96--01137--024

***183.75 ***183.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. FTBA Mutual, Inc. (Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

DAVID J. METCALF
ATTORNEY AT LAW

CUMMINGS, LAWRENCE
& VEZINA, P. A.

(904) 878 3700

1004 DESOTO PARK DRIVE
POST OFFICE BOX 589
TALLAHASSEE, FLORIDA 32302-0589
FAX (904) 656-0329



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Will wait



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Certified Copy



Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
95 DEC 24 AM 10:55
DIVISION OF CORPORATION

FILED
96 DEC 24 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEC 24 1996
Call Room

**ARTICLES OF INCORPORATION
OF FTBA MUTUAL, INC.**

APPROVED
INSURANCE COMMISSIONER
AND TREASURER

DEC 4 1996

By _____
Legal Division

The undersigned incorporators to these Articles of Incorporation, natural persons over the age of 18 years, competent to contract and the majority of whom are citizens of the United States of America, hereby form a mutual insurer under the laws of the State of Florida.

**ARTICLE I.
NAME**

The name of the mutual insurer shall be: FTBA Mutual, Inc. The principal place of business of the insurer shall be 2650 Apalachee Parkway, Tallahassee, Florida 32301.

**ARTICLE II.
NATURE OF BUSINESS**

The purpose of the mutual insurer is to engage in every aspect of property and casualty insurance.

**ARTICLE III.
TERM OF EXISTENCE**

The Corporation shall exist perpetually.

**ARTICLE IV.
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be 2650 Apalachee Parkway, Tallahassee, Florida 32301, and the initial registered agent of this Corporation at such office shall be Dennis E. Nye, who upon accepting this designation agrees to comply with the provisions of Section 48-091, Florida Statutes, as amended from time to time, with respect to keeping an office open to receive service of process from the Treasurer and Insurance Commissioner of the State of Florida.

**ARTICLE V.
DIRECTORS**

The Corporation shall have six directors initially, all of whom are United States citizens and all of whom are over the age of 18. The names and residence street addresses of the directors whose initial terms of office, with the exception of the management director, shall be for one year, are:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Willard R. Elsberry
4733 Burgundy Place
Lakeland, Florida 33801

Lucy B. Jensen
6740 Epping Forest
Jacksonville, Florida 32217

Robert G. Burleson
1260 Live Oak Plantation Road
Tallahassee, Florida 32312

James F. Leware
6739 Lakeview Drive
Yalaha, Florida 34797

Charles W. Roberts, III
15647 Hales Place
Plantation Road
Tallahassee, Florida 32312

Dennis E. Nye [Management Director]
5503 Touraine Drive
Tallahassee, Florida 32308

The board of directors of the mutual insurer shall:

- (A) Be responsible to members of the insurer;
- (B) Appoint independent certified public accountants, legal counsel, actuaries, and investment advisors as needed;
- (C) Approve payment of dividends to members; and
- (D) Approve changes in corporate structure.

The majority of the directors shall be individual members of, or owners, partners, officers, directors, or employees of one or more members of, the insurer.

If the board of directors contracts with an administrator, authorized under s. 626.88 to administer the day-to-day affairs of the mutual insurer, a member of the board of directors is not personally liable for monetary damages to any person for any statement, vote decision, or failure to act, regarding the management or policy of the mutual, by a director, unless:

(A) The director breached or failed to perform his duties as a director; and

(B) The director's breach of, or failure to perform, his duties constitutes:

1. A violation of the criminal law, unless the director has reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.
2. A transaction from which the director derived an improper personal benefit, either directly or indirectly; or
3. Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

For purposes of this section, the term "recklessness" means the action, or omission to act, in conscious disregard of a risk:

- a. Known, or so obvious that it should have been known, to the director, and
- b. Known to the director, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such action or omission.

ARTICLE VI. INCORPORATORS

The names and residence street addresses of the incorporators, all of whom are over the age of 18 and all of whom are United States citizens, are:

Willard R. Elsberry
4733 Burgundy Place
Lakeland, Florida 33801

Lucy B. Jensen
6740 Epping Forest
Jacksonville, Florida 32217

Robert G. Burleson
1260 Live Oak Plantation Road
Tallahassee, Florida 32312

James F. Leware
6739 Lakeview Drive
Yalaha, Florida 34797

Charles W. Roberts, III
15647 Hales Place
Plantation Road
Tallahassee, Florida 32312

Dennis E. Nye
5503 Touraine Drive
Tallahassee, Florida 32308

Andrew W. Lewis
3713 Carrington Place
Tallahassee, Florida 32303

Marie C. Walker
2018 East Indianhead Drive
Tallahassee, Florida 32301

Frank M. Cox
6734 Alan-A-Dale Trail
Tallahassee, Florida 32308

James L. Spires
9003 Old Chemonie Road
Tallahassee, Florida 32308

THE INCORPORATORS have hereunto set their hands and seals this ____ day of ____, 1996.

Willard R. Elsberry
Willard R. Elsberry

Lucy B. Jensen
Lucy B. Jensen

Robert G. Burleson
Robert G. Burleson

James F. Loware
James F. Loware

Charles W. Roberts, III
Charles W. Roberts, III

James L. Spiras
James L. Spiras

Frank M. Cox
Frank M. Cox

Dennis E. Nye
Dennis E. Nye

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this
____ day of DECEMBER 1996, by Dennis E. Nye.

Jerry Warren
Print, Type or Stamp Name of Notary Jerry Warren

Personally Known ☒ OR Produced Identification ____ Type of
Identification Produced ____

Marie C. Walker
Marie C. Walker

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this
____ day of DECEMBER 1996, by Marie C. Walker.

Jerry Warren
Print, Type or Stamp Name of Notary Jerry Warren

Personally Known ☒ OR Produced Identification ____ Type of
Identification Produced ____

Andrew W. Lewis
Andrew W. Lewis

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this
____ day of DECEMBER 1996, by Andrew W.
Lewis.

Jerry Warren
Print, Type or Stamp Name of Notary Jerry Warren

Personally Known ☒ OR Produced Identification ____ Type of
Identification Produced ____

