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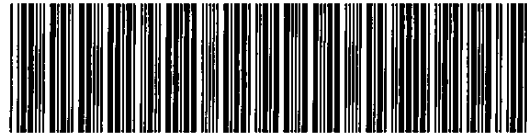
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Amen
6/5/07

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida Risk Managers Association, Inc.

DOCUMENT NUMBER: N07000004852

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

John M. Sakellarides, Esquire

(Name of Contact Person)

Herdman & Sakellarides, P.A.

(Firm/ Company)

29605 US 19 North, Suite 110

(Address)

Clearwater, Florida 33761

(City/ State and Zip Code)

For further information concerning this matter, please call:

John M. Sakellarides, Esquire

(Name of Contact Person)

at (727) 785-1228

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Florida Risk Managers Association, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

N07000004852

(Document number of corporation (if known))

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Articles I, II, III, IV, V, VI, and, VII are hereby deleted in their entirety and replaced with the attached articles I thru XV attached hereto.

(Attach additional pages if necessary)
(continued)

The date of adoption of the amendment(s) was: May 16, 2007

Effective date if applicable: May 16, 2007
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature



(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Ted Pafundi

(Typed or printed name of person signing)

Director

(Title of person signing)

FILING FEE: \$35

**ARTICLES OF INCORPORATION
OF
FLORIDA EDUCATIONAL RISK MANAGERS ASSOCIATION, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under Chapter 617 of the laws of the State of Florida, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be **Florida Educational Risk Managers Association, Inc.** and its principal address is 301 4th Strret S.W., Largo, Florida 33770.

ARTICLE II

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

ARTICLE III

The duration of the Corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE IV

The Corporation is organized and shall be operated exclusively for, the following purposes:

A. To raise funds by way of donations and otherwise in an effort to educate and promote the use of risk management in educational institutions in the State of Florida as a means of preserving assets from loss or destruction.

B. To exercise all right and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount of value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE V

A. Florida Educational Risk Management Association, Inc. is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

B. No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or any private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services

rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on, (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

D. Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

ARTICLE VI

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Articles IV and V hereof.

ARTICLE VII

The street address of the initial Registered Office of the Corporation is 301 4th Street S.W. Largo, Florida 33770, and the name of its initial Registered Agent at that address is TED J. PAFUNDI.

ARTICLE VIII

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is seven (7). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The name and address of each initial Director of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Deborah Henry	901 East Kennedy Boulevard Tampa, Florida 33602
Gerard Koziel	1990 25 th Street. Vero Beach, FL 32960
Glen Lathers	901 East Kennedy Boulevard Tampa, FL 33602
Joan L. Letteney	7227 Land O'Lakes Boulevard Land O'Lakes, FL 34639
Mark Langdorf	2700 Judge Fran Jamieson Way Viera, FL 32940-6699
Sandra Higginbotham	200 North Clara Avenue Deland, FL 32721
Ted J. Pafundi	301 4 th Street S.W. Largo, FL 33770

ARTICLE IX

The manner in which directors are to be elected shall be stated in the Bylaws.

ARTICLE X

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Deborah Henry	901 East Kennedy Boulevard Tampa, FL 33602	President
Mark Langdorf	2700 Judge Fran Jamieson Way Viera, FL 32940-6699	Vice-President
Gerard Koziel	1990 25 th Street Vero Beach, FL 32960	Treasurer

ARTICLE XI

The name and address of each Incorporator are as follows:

<u>Name</u>	<u>Address</u>
Ted J. Pafundi	301 4 th street S.W. Largo, FL 33770

ARTICLE XII

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE XIII

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

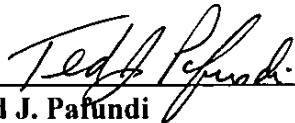
ARTICLE XIV

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida.

ARTICLE XV

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.


IN WITNESS WHEREOF, the undersigned, the Incorporator of the above-name Corporation, has hereunto signed these Articles of Incorporation on this 12 day of MAY, 2007.



Ted J. Pafundi
Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared, TED J. PAFUNDI, the Incorporator of FLORIDA EDUCATIONAL RISK MANAGERS ASSOCIATION, INC., and he acknowledged that he signed the foregoing Articles of Incorporation for the purposes expressed therein, this 12 day of MAY, 2007.

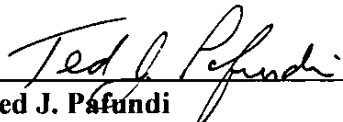


Notary Public

To me personally known:
Identification shown:

CONSENT OF REGISTERED AGENT


Having been named as Registered Agent for **Florida Educational Risk Managers, Inc.**, at the office designated in the foregoing Articles of Incorporation, the undersigned hereby accepts the designation.



Ted J. Pafundi

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared, TED J. PAFUNDI, who, upon being first duly sworn, acknowledged that the foregoing Consent of Registered Agent, by him signed and sealed, in his free act and deed, this 12 day of MAY, 2007.



Notary Public

To me personally known:
Identification shown: