

RETURN TO  
SECRETARY OF STATE  
STATE CAPITOL  
500 E. CAPITOL  
PIERRE, S.D. 57501  
605-773-4845  
FAX (605) 773-4550

## ANNUAL REPORT

FOREIGN  
PLEASE TYPE OR USE BLACK INK

FILING FEE \$10 MAKE CHECK PAYABLE TO SECRETARY OF STATE  
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 3-28-94  
RECEIPT NO. 379749  
RECEIVED

MAR 23 1994

Secretary of State

1 Corporate Name and Mailing Address

FB014853  
FRINGE BENEFITS MANAGEMENT COMPANY  
2424 ALLEN ROAD  
TALLAHASSEE FL 32312-2695

FAX # (904) 425-6220

Federal Taxpayer ID

FILING DATE: Due during the month the  
Certificate of Incorporation was issued,  
and delinquent the last day of the following  
month

### \*\*\*\*\* ATTENTION - FILING INSTRUCTIONS \*\*\*\*\*

If ALL of the information is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public.

☐ ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

\*\*\*\*\*

2 It is incorporated under the laws of Florida and the address of its office in the state  
which it is incorporated is 1720 South Gadsden Street, Tallahassee, FL Zip Code 32301-5547

3 The address of its registered office in South Dakota is c/o CT Corporation System, 319 South Coteau Street,  
Pierre, South Dakota 57501 Zip Code \_\_\_\_\_

and the name of its registered agent at such address is CT Corporation System

4 The character of the business in which it is actually engaged in South Dakota Section 125 Cafeteria Plan benefits  
administration

5 The names and addresses of its directors and officers

| NAME                              | OFFICE               | STREET ADDRESS                          | CITY | STATE | ZIP        |
|-----------------------------------|----------------------|-----------------------------------------|------|-------|------------|
| See attached list of<br>Directors | Director             |                                         |      |       |            |
|                                   | Director             |                                         |      |       |            |
| Michael E. Sheridan               | President            | 1720 South Gadsden St., Tallahassee, FL |      | FL    | 32302-5547 |
| Agnes McMurray                    | Vice President       | 1720 South Gadsden St., Tallahassee, FL |      | FL    | 32301-5547 |
| William S. Bischoff               | Secretary/Vice Pres. | 1720 S. Gadsden St., Tall., FL          |      | FL    | 32301-5547 |
| Debra Tougas                      | Treasurer/Vice Pres. | 1720 S. Gadsden St., Tall., FL          |      | FL    | 32301-5547 |

6 The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series if any within a class.

| NUMBER OF SHARES CAN ISSUE | CLASS     | SERIES | PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE |
|----------------------------|-----------|--------|-------------------------------------------------|
| 1,200,000                  | Common    |        | \$0.01                                          |
| 20,000                     | Preferred | B      | \$50.00                                         |
| NUMBER OF SHARES ISSUED    | CLASS     | SERIES |                                                 |
| 1,034,714                  | Common    |        | \$0.01                                          |
| 10,000                     | Preferred | B      | \$50.00                                         |

8 The amount of its stated capital is \$ 716,616

The report may be signed by the chairman of the board of directors, its president, or any other officer

Dated March 25th 1994

By [Signature]  
(Signature)

As Secretary/Vice President  
(Title)

STATE OF Florida  
COUNTY OF Alachua

I, Debra Tougas, Notary Public, do hereby certify that on this 25th day of March, 1994,  
personally appeared before me [Signature] who, being by me first duly sworn, declared that  
he/she is the Secretary/Vice President of FRINGE BENEFITS MANAGEMENT COMPANY that he/she signed the foregoing document  
as officer of the corporation, and the statements therein contained are true.

My Commission Expires \_\_\_\_\_  
Notary Public [Signature]

FRINGE BENEFITS MANAGEMENT COMPANY - Charter No. 499794  
[042893]

1994 Officers

President:

Michael H. Sheridan  
1720 S. Gadsden St.  
Tallahassee, FL 32301

Vice Presidents:

Agnes McMurray  
1720 S. Gadsden St.  
Tallahassee, FL 32301

William S. Bischoff  
1720 S. Gadsden St.  
Tallahassee, FL 32301

Lorraine Ritch  
1720 S. Gadsden St.  
Tallahassee, FL 32301

Melvin Yoder  
1720 S. Gadsden St.  
Tallahassee, FL 32301

Debra Tougas  
1720 S. Gadsden St.  
Tallahassee, FL 32301

Barbara Greadington  
1720 S. Gadsden St.  
Tallahassee, FL 32301

Secretary:

William S. Bischoff  
1720 S. Gadsden St.  
Tallahassee, FL 32301

FRINGE BENEFITS MANAGEMENT COMPANY - Charter No. 499794  
[042893]

1994 Board of Directors

Philip F. Ashler  
2115 E. Randolph Cr.  
Tallahassee, FL 32312

Dr. John F. Bussman  
12088 Anderson Rd., Suite 100  
Tampa, FL 33625

Dr. Joe Fernandez  
80 State Street  
Brooklyn, NY 11201

Rayma C. Page  
2412 Kent Ave.  
Ft. Myers, FL 33907

Michael H. Sheridan  
1720 South Gadsden Street  
Tallahassee, FL 32302

W. Kenneth Boutwell, Jr.  
2425 Torreya Dr.  
Tallahassee, FL 32303

Walter T. Dartland  
2086 Wildridge Dr.  
Tallahassee, FL 32303

John R. Marks  
106 E. College Ave., Suite 1200  
Tallahassee, FL 32301

Pat L. Tornillo, Jr.  
2929 S.W. Third Ave.  
Miami, FL 33129

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PIERRE, S.D. 57501-5077  
605-773-4845  
FAX (605) 773-4550

# ANNUAL REPORT

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FILE DATE 10-3-94  
RECEIPT NO. 45778  
**RECEIVED**  
OCT 03 1994  
Secretary of State

1 Corporate Name and Mailing Address, including Zip + 4:

FB-014833 SEP/93  
FRINGE BENEFITS MANAGEMENT COMPANY  
~~XXXXXXXXXXXX~~ 1720 South Gadsden Street  
TALLAHASSEE, FL ~~32301-5547~~ 32301-5547

Telephone # (904) 425-6200

FAX # (904) 425-6220

Federal Taxpayer ID

FILING DATE: Due during the month the  
Certificate of Authority was issued, and  
delinquent the last day of the following  
month.

## \*\*\*\*\* ATTENTION - FILING INSTRUCTIONS \*\*\*\*\*

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\*\*\*\*\*

2 It is incorporated under the laws of Florida and the address of its principal office or registered office in the state of incorporation is 1720 South Gadsden Street, Tallahassee Zip + 4 32301-5547

3 The address of its registered office in South Dakota is c/o CT Corporation System, 319 South Coteau Street  
Pierre, SD Zip + 4 57501

and the name of its registered agent at such address is CT Corporation

4 The character of the business in which it is actually engaged in South Dakota Section 125 Cafeteria Plan  
benefits administration

5. The names and addresses of its directors and officers

| NAME                     | OFFICE | STREET ADDRESS | CITY | STATE | ZIP + 4 |
|--------------------------|--------|----------------|------|-------|---------|
| Please see attached list |        | Director       |      |       |         |
| Please see attached list |        | Director       |      |       |         |
| Please see attached list |        | President      |      |       |         |
| "                        | "      | Vice President |      |       |         |
| "                        | "      | Secretary      |      |       |         |
| "                        | "      | Treasurer      |      |       |         |

6. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class

| NUMBER OF SHARES CAN ISSUE | CLASS     | SERIES | PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE |
|----------------------------|-----------|--------|-------------------------------------------------|
| 1,200,000                  | Common    |        | \$0.01                                          |
| 10,000                     | Preferred | B      | \$50.00                                         |
| NUMBER OF SHARES ISSUED    | CLASS     | SERIES |                                                 |
| 817,000+                   | Common    |        | \$0.01                                          |
| 10,000                     | Preferred | B      | \$50.00                                         |

8 The amount of its stated capital is \$ \$716,616

The report must be signed by the chairman of the board of directors, or its president, or any other officer in the presence of a notary public.

Dated September 29, 19 94

[Signature]  
(Signature)  
Its Secretary/Vice President  
(Title)

STATE OF Florida  
COUNTY OF Leon ss

I, Catherine Ann Stansel, a notary public, do hereby certify that on this 29<sup>th</sup> day of September 1994,  
personally appeared before me William B. Bishoff who, being by me first duly sworn, declared that  
he/she is the Sec. / VP of Fringe Benefits Mgt. Co. that he/she signed the foregoing document  
as officer of the corporation, and the statements therein contained are true

My Commission Expires CATHERINE ANN STANSEL  
February 25, 1998  
MY COMMISSION # CC 18143E EXPIRES

Catherine Ann Stansel  
Notary Public

SOS CRP 410 10/92

9 4 1 0 1 / . . . . .

FRINGE BENEFITS MANAGEMENT COMPANY  
BOARD OF DIRECTORS

John R. Marks, III  
Katz, Kutter, Haigler,  
Alderman, Davis, Marks  
& Ruttledge  
106 E. College Avenue, Suite 1200  
Tallahassee, FL 32301

Dr. John F. Bussman  
12088 Anderson Road, Suite 110  
Tampa, FL 33625

Philip F. Ashler  
2115 E. Randolph Circle  
Tallahassee, FL 32312

Pat L. Tornillo, Jr.  
Executive Vice President  
United Teachers of Dade  
2929 S.W. Third Avenue  
Miami, FL 33129

Michael H. Sheridan  
President  
Fringe Benefits Management Co.  
1720 South Gadsden Street  
Tallahassee, FL 32301

9 4 1 0 1 7 4 1 1

**FRINGE BENEFITS MANAGEMENT COMPANY**

**1994 OFFICERS**

**President**

Michael H. Sheridan  
1720 S. Gadsden Street  
Tallahassee, FL 32301

**Vice Presidents**

Agnes McMurray  
1720 S. Gadsden Street  
Tallahassee, FL 32301

Lorraine Ritch  
1720 S. Gadsden Street  
Tallahassee, FL 32301

Debra Tougas  
1720 S. Gadsden Street  
Tallahassee, FL 32301

Barbara Greadington  
1720 S. Gadsden Street  
Tallahassee, FL 32301

William S. Bischoff  
1720 S. Gadsden Street  
Tallahassee, FL 32301

Melvin Yoder  
1720 S. Gadsden Street  
Tallahassee, FL 32301

Jim Bracher  
1720 S. Gadsden Street  
Tallahassee, FL 32301

**Secretary**

William S. Bischoff  
1720 S. Gadsden Street  
Tallahassee, FL 32301

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FILE DATE 1-19-96  
RECEIPT NO. 160  
RECEIVED  
DEC 21 1995  
S.D. SEC. OF STATE

1. Corporate Name and Mailing Address, including Zip + 4:

FB014833 FRINGE BENEFITS MANAGEMENT COMPANY  
1720 S GADSDEN ST  
TALLAHASSEE FL 32301-5547

Telephone # (904) 425-6200

FAX # (904) 425-6220

Federal Taxpayer IC

FILING DATE: Due during the month the  
Certificate of Authority was issued, and  
delinquent after the last day of the  
following month.

RECEIVED  
JAN 19 1996  
S.D. SEC. OF STATE

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☐ ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

\*\*\*\*\*

2. It is incorporated under the laws of Florida and the address of its principal office or registered office in the state of incorporation is 1720 S. Gadsden St., Tallahassee, Florida Zip + 4 32301-1878

3. The address of its registered office in South Dakota is c/o C T Corporation System, 319 South Corcoran Street,  
Pierre, SD Zip + 4 57501

and the name of its registered agent at such address is C T Corporation System

4. The character of the business in which it is actually engaged in South Dakota IRC Section 125 Cafeteria Plan Benefits Administration

5. The names and addresses of its directors and officers:

| NAME                             | OFFICE                | STREET ADDRESS | CITY | STATE | ZIP + 4 |
|----------------------------------|-----------------------|----------------|------|-------|---------|
| <u>Please see attached list.</u> | <u>Director</u>       |                |      |       |         |
| " " " "                          | <u>Director</u>       |                |      |       |         |
| " " " "                          | <u>President</u>      |                |      |       |         |
| " " " "                          | <u>Vice President</u> |                |      |       |         |
| " " " "                          | <u>Secretary</u>      |                |      |       |         |
| " " " "                          | <u>Treasurer</u>      |                |      |       |         |

6. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class: 750,000 preferred Class A \$1.00

NUMBER OF SHARES CAN ISSUE CLASS SERIES PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE

1,200,000 common B \$00.01

20,000 preferred B \$50.00

7. NUMBER OF SHARES ISSUED CLASS SERIES

835,879 common B \$00.01

8. The amount of its stated capital is \$ 349,751.00

The report must be signed by the chairman of the board of directors, or its president, or any other officer in the presence of a notary public.

Dated December 5, 1995

By [Signature]  
(Signature) William S. Bischoff  
Its Secretary  
(Title)

STATE OF FLORIDA  
COUNTY OF LEON ss

I, Christina M. Kyllonen, a notary public, do hereby certify that on this 5th day of December 1995,  
personally appeared before me William S. Bischoff who, being by me first duly sworn, declared that  
he/she is the Secretary of Fringe Benefits Management Company; that he/she signed the foregoing document  
as officer of the corporation, and the statements therein contained are true.

My Commission Expires May 30, 1999 CHRISTINA MARIE KYLLONEN

(Notary Seal) MY COMMISSION # CC468106 EXPIRES  
May 30, 1999  
BONDED THRU TROY FARM INSURANCE, INC.

Christina Marie Kyllonen  
Notary Public

SOS CRP 410 11/94

94022740535  
2/21/96

**STATE of SOUTH DAKOTA**

**1995 Annual Report**

**FRINGE BENEFITS MANAGEMENT COMPANY**

**1995 OFFICERS**

| <u>Full Name</u>    | <u>Title</u>    | <u>Address</u>                               |
|---------------------|-----------------|----------------------------------------------|
| Michael H. Sheridan | President       | 1720 S. Gadsden St.<br>Tallahassee, FL 32301 |
| Agnes R. McMurray   | Exec. V.P.      | 1720 S. Gadsden St.<br>Tallahassee, FL 32301 |
| Debra Lynn Tougas   | Sr. V.P.<br>CFO | 1720 S. Gadsden St.<br>Tallahassee, FL 32301 |
| Lorraine Ritch      | Sr. V.P.        | 1720 S. Gadsden St.<br>Tallahassee, FL 32301 |
| Mel Yoder           | Sr. V.P.        | 1720 S. Gadsden St.<br>Tallahassee, FL 32301 |
| William S. Bischoff | Sr. V.P.        | 1720 S. Gadsden St.<br>Tallahassee, FL 32301 |
| A. J. Henriquez     | V.P.            | 1720 S. Gadsden St.<br>Tallahassee, FL 32301 |

**1995 BOARD OF DIRECTORS**

|                       |          |                                              |
|-----------------------|----------|----------------------------------------------|
| Michael H. Sheridan   | Chairman | 1720 S. Gadsden St.<br>Tallahassee, FL 32301 |
| Tornillo, Pat L., Jr. | Director | 1720 S. Gadsden St.<br>Tallahassee, FL 32302 |
| Ashler, Philip F.     | Director | 1720 S. Gadsden St.<br>Tallahassee, FL 32302 |
| Marks, John R. III    | Director | 1720 S. Gadsden St.<br>Tallahassee, FL 32302 |
| Bussman, John F.      | Director | 1720 S. Gadsden St.<br>Tallahassee, FL 32302 |

66401-472228666K

# State of Florida



Department of State

RECEIVED  
JAN 19 1996  
S.D. SEC. OF STATE

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of FRINGE BENEFITS MANAGEMENT COMPANY, a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is 499794.

Noted 1/19/96  
Sandra B. Northam  
Jan 19 1996

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capitol, this the  
Thirty-first day of August, 1995



CR2EC22-2 95

*Sandra B. Northam*

Sandra B. Northam  
Secretary of State

9-002740538  
6/21/96

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
FRINGE BENEFITS MANAGEMENT COMPANY  
CHARTER NO. 499794**

**FILED**  
333 JUN 25 10 11:37  
SECRET STATE  
TALLAHASSEE, FLORIDA

**TO: Department of State  
Tallahassee, Florida 32304**

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, Florida Statutes (1991), the undersigned corporation hereby changes its amends its Articles of Incorporation through the adoption and filing of the following Articles of Amendment to its Articles of Incorporation:

1. The following Articles of Amendment to the corporations Articles of Incorporation were adopted and subscribed to pursuant to a vote of the shareholders representing the number of shares whose affirmative votes would cause passage of the amendment at a meeting of shareholders. Notice of this amendment has been provided to all shareholders in accordance with the provisions of Section 607.1003(4) and 607.0705, Florida Statutes (1991).

2. The effective date of this amendment is December 31, 1992.

3. Pursuant to the provisions of Florida Statutes as above stated, Article III of the Articles of Incorporation of FRINGE BENEFITS MANAGEMENT COMPANY is amended to read as follows:

**ARTICLE III. CAPITAL STOCK:**

**A. COMMON STOCK**

1. The aggregate number of shares of common stock which the corporation is authorized to issue is 1,200,000. Such shares shall be of a single class, and shall have a par value of One (\$0.01) Cent per share.

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2/21/96

2. No preferences, limitations or relative rights, other than those provided by law, shall exist with respect to any of such shares of the corporation or any of the holders thereof.

#### B. PREFERRED STOCK.

1. The corporation shall have authority to issue 750,000 shares of Ten (10%) per cent cumulative preferred stock. Such shares shall be of a single class, and shall have a par value of One (\$1.00) Dollar per share.

2. No preferences, limitations or relative rights, other than those provided by law, or as may be provided in these Articles of Incorporation, shall exist with respect to any of such shares of the corporation or any of the holders thereof.

#### C. PREFERRED STOCK - CLASS C.

1. The corporation shall have authority to issue 20,000 shares of Eighteen (18%) per cent cumulative preferred stock. Such shares shall be of a single class, and shall have a par value of Fifty (\$50.00) Dollars per share. These shares shall be issued to replace, through exchange, all previously issued preferred shares. All such previously issued preferred shares shall be retired and cancelled after such exchange and shall not be reissued.

2. No preferences, limitations or relative rights, other than those provided by law, or as may be provided in these Articles of Incorporation, shall exist with respect to any of such shares of the corporation or any of the holders thereof.

#### D. DIVIDENDS.

The preferences, limitations, and relative rights with respect to the shares of each class of stock are as follows:

1. The holders of Class B preferred shares shall be entitled to receive dividends at the rate of Eighteen (18%) per cent per annum on the par value of such shares payable monthly. Such dividends shall accrue from day to day from the date of issuance of any preferred share, whether or not earned or declared. Dividends on Class B preferred shares must be paid before any dividends may be declared, paid, or set apart for the common shares, and dividends on Class B preferred shares are cumulative so that if in any year or years dividends on the outstanding Class B preferred shares at the rate specified above are not paid, or set apart for that purpose, the amount of the deficiency shall be fully paid or declared and set apart for payment, without

interest, before any distributions by way of dividend, or otherwise, shall be declared, paid, or set apart for the common shares.

3. The holders of Class B preferred shares shall be entitled to the dividends provided above and no more. Such shares shall be nonparticipating, and shall not be entitled to any dividends other than the cumulative annual dividends referred to hereinabove.

4. After all cumulative dividends on Class B preferred shares have been paid, declared, or set apart for payment to the holders of such preferred shares, the Board of Directors may declare and pay or set apart dividends for the common shares to the extent permitted by law.

#### E. CONVERSION RIGHTS.

1. On or after January 2, 1996, every holder of unredeemed Class B preferred shares shall be entitled to surrender his or her certificate(s) representing such shares, and to receive in lieu thereof One (1) shares of common stock for each share of Class B preferred stock so surrendered. All certificates of Class B preferred stock thus exchanged for common stock shall be retired and cancelled and shall not be reissued. All certificates issued in lieu of preferred certificates shall be and remain common stock.

2. Notwithstanding the foregoing, if at any time prior to January 2, 1996, the Company proposes to file on its behalf and/or on behalf of any shareholder of the Company's securities a registration statement under the Securities Act on Form S-1 (or on any other form for the general registration of securities to be sold for cash) with respect to the Common Stock, it will give written notice to all holders of Class B preferred shares, at least ninety (90) days before the filing with the Commission of such registration statement, which notice (the "Notice") shall advise the holders of such Class B preferred shares of the Company's intent to register such securities, and such Notice shall advise the holders of the Class B preferred shares that they shall have thirty (30) days from the date of the Notice within which to convert such shares. Should any holder of Class B preferred shares fail to then so convert, then such holder shall not be able to convert such Class B preferred shares until on or after January 2, 1996.

3. Should there be any increase or reduction in the number of outstanding shares of common stock after the first date of issuance of the Class B preferred stock by reason of any split, stock dividend, merger, consolidation, or other capital change or reorganization affecting the number of outstanding common shares, the number of common shares to be issued to the holder of the preferred shares must be fairly and equitably adjusted by appropriate amendment of this paragraph so as fairly and equitably to preserve, as far as reasonably possible, the original conversion rights of the preferred shares. Any amendment and adjustment necessitated by an

increase or reduction in the number of outstanding common shares must be accomplished before any notice of redemption may be given to the preferred shareholders.

#### F. CONVERSION PROCEDURE.

To convert Class B preferred shares, the holder of such Shares must (i) give the Company at least thirty (30) days' written notice of the holder's intention to convert such Shares, (ii) complete and sign the conversion notice on the back of the certificate, (iii) surrender the certificate/shares to the Company, (iv) furnish appropriate endorsements and transfer documents if required by the Company or its transfer agent, and (v) pay any transfer or similar tax required by law to be paid. The date on which all such requirements are satisfied is the Conversion Date. As soon as practicable after the Conversion Date, the Company shall deliver to such holder a certificate for the number of full shares of Common Stock issuable upon the conversion and a check for any fractional share. Such holder shall be treated as a common stockholder of record of the Company on and after the Conversion Date.

#### G. COMPANY TO PROVIDE STOCK.

The Company shall reserve out of its authorized but unissued Common Stock a number of shares of Common Stock sufficient to permit the conversion of all the Class B preferred shares.

#### H. PROTECTIVE PROVISIONS.

So long as any preferred shares are issued and outstanding, the Company shall not, without the affirmative vote or written consent of greater than Fifty (50%) per cent of the outstanding and unconverted or redeemed Class B preferred shares:

1. Alter or amend any of the foregoing rights, privileges, or preferences, if any, of such shares, except for the protective purpose of adjusting the ratio at which preferred shares may be converted into common shares;
2. Increase or decrease the aggregate number of authorized preferred shares;
3. Increase or decrease the par value of the preferred shares;

4. Effect any exchange, reclassification, or cancellation of all or any part of the outstanding preferred shares, except that the Company may call shares for redemption as provided above (thereby effecting conversion of such shares into common shares at the election of the holders thereof);

5. Divide the preferred shares into series containing variations in the relative rights and preferences of the shares of each series;

6. Create a right of exchange of all or any part of the shares of another class into preferred shares;

7. Create a new class of shares having rights and preferences prior and superior to, or coequal with, the rights of the preferred shares;

8. Cancel or otherwise affect dividends on the preferred shares which had accrued but had not been declared;

#### 1. REDEMPTION OF STOCK

At the option of the Board of Directors, the Company may redeem the whole, or any part, of the Class B preferred shares in accordance with the following provisions:

1. At any time after the issuance of the Class B shares through January 1, 1996, the Company may redeem the whole, or any part in blocks of 100, of the outstanding Class B preferred shares by paying in cash therefor the sum of Thirty-Two and 50/100 (\$32.50) Dollars per share plus (i) an additional Eighty-Seven and one-half (\$0.875) Cents per share per quarter accruing on the first day of each quarter of each calendar year commencing January 1, 1990; plus (ii) all accrued, unpaid, and accumulated dividends on each share to and including the date of redemption, and by giving at least fourteen (14) days prior notice in writing to each shareholder by mail, postage prepaid, at his or her last known address shown on the records of the Company, stating the date and plan of redemption.

2. Should only a part of the outstanding Class B preferred shares be redeemed, redemption shall either be pro-rata among the various holders or the shares to be redeemed shall be chosen by lot, whichever the Board of Directors shall determine.

3. No Class B preferred shares may be redeemed unless all accrued dividends on all outstanding shares have been paid for all past dividend periods and full dividends for the current dividend period declared on all Class B preferred shares except those to be redeemed.

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3/21/93

4. The redemption payments may be made from any legally available source of funds.
5. On or before the date fixed for redemption, each holder of shares called for redemption shall, unless he or she shall have previously exercised his or her option to convert his or her shares as herein provided, surrender the certificate for such shares to the Company at the place designated in the notice.
6. If less than all of the shares represented by any such certificate shall be redeemed, a new certificate shall be issued representing the unredeemed shares.

#### J. LIQUIDATION PREFERENCE.

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Company, the holders of the Class B preferred shares shall receive, out of the assets of the corporation remaining after debts and liabilities have been paid, and before any amounts are paid to the holders of the common shares, an amount equal to the par value of such Class B preferred shares plus all accrued and unpaid dividends.

#### K. NO RESTRICTIONS ON CLASS B PREFERRED SHARES.

The Class B preferred shares shall not be restricted with respect to negotiability or the holders right to pledge such shares for the purpose of securing financing for the acquisition of such shares.

IN WITNESS WHEREOF, the undersigned President, Secretary and shareholders of this corporation have executed these Articles of Amendment this 4th day of May, 1993.

  
Michael H. Sheridan, President

  
William S. Bischoff, Secretary

{SEAL}

64022740536  
2/21/96

**CONSENTING SHAREHOLDERS**

  
Michael H. Sheridan

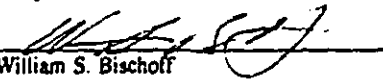
**FEA/UNITED**

  
Pat Tornillo, President

STATE OF FLORIDA     |  
                              | ss.  
COUNTY OF LEON     |

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared, MICHAEL H. SHERIDAN, who is known to me to be the person described in and who executed the foregoing instrument, or who has produced identification meeting the requirements of §117.05(5)(b)(2), Florida Statutes, and acknowledged before me that he executed these Articles as consenting stockholder.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 4th day of May, 1993, at Tallahassee, in the County and State aforesaid.

  
William S. Bischoff  
NOTARY PUBLIC  
State of Florida at Large  
My Commission Expires:



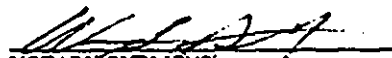
WILLIAM S. BISCHOFF  
MY COMMISSION # 00271190 EXPIRES  
MARCH 23, 1997  
ISSUED BY THE FLORIDA BAR ASSOCIATION, INC.

94082740536  
2/21/96

STATE OF FLORIDA }  
COUNTY OF LEON }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared, PAT TORNILLO, who is known to me to be the person described in and who executed the foregoing instrument, or who has produced identification meeting the requirements of §117.05(5)(b)(2), Florida Statutes, and acknowledged before me that he executed these Articles as President of FEA/UNITED, and he further acknowledged before me that he executed these Articles in such capacity as consenting stockholder.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 3<sup>rd</sup> day of May, 1993, at Tallahassee, in the County and State aforesaid.

  
NOTARY PUBLIC (Signature)

William S. Bischoff  
NOTARY PUBLIC (Printed)

State of Florida at Large  
My Commission Expires:



WILLIAM S. BISCHOFF  
MY COMMISSION # 00271180 EXPIRES  
March 23, 1997  
RENEWED THREE YEARS FROM REISSUANCE, SEE

96022740536  
2/21/96

Receipt No: 573107

File Number: FB014833

AMENDMENT

For

FRINGE BENEFITS MANAGEMENT COMPANY (FL)

File at the request of:

FRINGE BENEFITS  
CHRISTINA BISCHOFF  
PO BOX 1878  
TALLAHASSEE FL 32301

STATE OF SOUTH DAKOTA  
OFFICE OF THE SECRETARY OF STATE

SS.

Filed in the office of Secretary of State on  
Date January 19, 1996

**Joyce Hazeltine**  
Secretary of State

Fee Recieved \$45 AM, \$50 INCREASE FEE

SOS CRP 491 10/93

CER # P 407 833 601

RETURN TO  
SECRETARY OF STATE  
STATE CAPITOL  
500 E. CAPITOL  
PIERRE, S.D. 57501-5077  
605-773-4845  
FAX (605) 773-4550

# ANNUAL REPORT

FOREIGN  
PLEASE TYPE OR USE BLACK INK

FILING FEE \$10 MAKE CHECK PAYABLE TO SECRETARY OF STATE  
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 12-27-96  
RECEIPT NO. 593948  
RECEIVED  
DEC 27 1996  
S.D. SEC. OF STATE

1 Corporate Name and Mailing Address, including Zip + 4.

FB014833 FRINGE BENEFITS MANAGEMENT COMPANY  
1720 S GADSDEN ST  
TALLAHASSEE FL 32301-5547

due 9-96

Telephone # (904) 425-6200

FAX # (904) 425-6220

Federal Taxpayer ID

FILING DATE. Due during the month the  
Certificate of Authority was issued, and  
delinquent after the last day of the  
following month.

## \*\*\*\*\* ATTENTION - FILING INSTRUCTIONS \*\*\*\*\*

If ALL of the information is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. ANY CHANGE requires full completion of the form.

☐ ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2 It is incorporated under the laws of Florida and the address of its principal office or registered office in the state of incorporation is 1720 S. Gadsden St., Tallahassee, FL Zip + 4 32301-5547

3 The address of its registered office in South Dakota is c/o C T Corporation System  
319 S. Coteau St., Pierre, SD Zip + 4 57501

and the name of its registered agent at such address is C T Corporation System

4 The character of the business in which it is actually engaged in South Dakota administration of employee benefit plans

5 The names and addresses of its directors and officers

| NAME | OFFICE         | STREET ADDRESS      | CITY | STATE | ZIP + 4 |
|------|----------------|---------------------|------|-------|---------|
|      | Director       | See, attached list. |      |       |         |
|      | Director       |                     |      |       |         |
|      | President      |                     |      |       |         |
|      | Vice President |                     |      |       |         |
|      | Secretary      |                     |      |       |         |
|      | Treasurer      |                     |      |       |         |

6 The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class 750,000 preferred A \$ 1.00

NUMBER OF SHARES CAN ISSUE CLASS SERIES PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE  
1,200,000 common B \$00.01

7 NUMBER OF SHARES ISSUED CLASS SERIES  
20,000 preferred B \$50.00  
814,127 common B \$00.01  
8,000 preferred B \$50.00

8 The amount of its stated capital is \$409,970 as of 09-30-96

The report must be signed by the chairman of the board of directors, or its president, or any other officer in the presence of a notary public.

Dated November 19<sup>th</sup> 19 96

By Christina S. Bischoff  
(Signature) Christina S. Bischoff  
Its Compliance Officer  
(Title)

STATE OF FLORIDA  
COUNTY OF Leon ss

I, Hollis N. Hance, a notary public, do hereby certify that on this 19<sup>th</sup> day of November 19 96,  
personally appeared Christina S. Bischoff who, being by me first duly sworn, declared that  
he/she is the Compliance Officer of Fringe Benefits Management Company,  
as officer of the FB014833 and the statements therein contained are true  
My Comm. Exp. 09-30-97

Hollis N. Hance  
Notary Public

SOS CRP 410 11/94

# FRINGE BENEFITS MANAGEMENT COMPANY – E.I.N. [REDACTED]

[37-01-96]

---

## 1996 OFFICERS

---

| <u>Full Name</u>      | <u>Title</u>                             | <u>Address</u>                               |
|-----------------------|------------------------------------------|----------------------------------------------|
| Michael H. Sheridan   | CEO / President                          | 1720 S. Gadsden St.<br>Tallahassee, FL 32301 |
| Lorraine Ritch        | Exec. Vice President                     | "                                            |
| Debra L. Tougas       | Senior Vice President<br>CFO / Treasurer | "                                            |
| William S. Bischoff   | Senior Vice President<br>Secretary       | "                                            |
| Agnes R. McMurray     | Senior Vice President                    | "                                            |
| Melvin Yoder          | Senior Vice President                    | "                                            |
| Armando J. Henriquez  | Vice President                           | "                                            |
| Patricia K. Neely     | Vice President                           | "                                            |
| Lew Leopard           | Vice President                           | "                                            |
| Christina S. Bischoff | Compliance L.D.O.                        | "                                            |
| Hollis N. Hance       | Compliance L.D.O.                        | "                                            |

---

## 1996 BOARD of DIRECTORS

---

|                      |          |   |
|----------------------|----------|---|
| Michael H. Sheridan  | Chairman | " |
| Pat L. Tornillo, Jr. | Director | " |
| Philip F. Ashler     | Director | " |
| John R. Marks III    | Director | " |
| John F. Bussman      | Director | " |

Certified Mail- Return Receipt Requested

RETURN TO  
SECRETARY OF STATE  
STATE CAPITOL  
500 E. CAPITOL  
PIERRE, S.D. 57501-5077  
605-773-4845  
FAX (605) 773-4550

Mailed 9-29-97

## ANNUAL REPORT

FOREIGN  
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$25 MAKE CHECK PAYABLE TO SECRETARY OF STATE  
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 10-2-97  
RECEIPT NO. 657432

RECEIVED

OCT 02 1997

S.D. SEC. OF STATE

1. Corporate Name and Mailing Address, including Zip + 4:

FB-014833 SEP/96  
FRINGE BENEFITS MANAGEMENT COMPANY  
1720 S GADSDEN ST  
TALLAHASSEE, FL 32301-5547

Telephone # (850) 425-6200

FAX # (850) 425-6220

Federal Taxpayer ID

FILING DATE: Due during the month the  
Certificate of Authority was issued, and  
delinquent after the last day of the  
following month. Check No. 006802

\*\*\*\*\* ATTENTION - FILING INSTRUCTIONS \*\*\*\*\*

If ALL of the information is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. ANY CHANGE requires full completion of the form.

☐ ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

\*\*\*\*\*

2. It is incorporated under the laws of Florida and the address of its principal office or registered office in the state of incorporation is 1720 S. Gadsden Street, Tallahassee, FL Zip + 4 32301-5547

3. The address of its registered office in South Dakota is c/o C T Corporation System  
319 S. Coteau St., Pierre SD Zip + 4 57501

and the name of its registered agent at such address is: C T Corporation System

4. The character of the business in which it is actually engaged in South Dakota administration of employee benefit plans

5. The names and addresses of its directors and officers:

| NAME | OFFICE         | STREET ADDRESS    | CITY | STATE | ZIP + 4 |
|------|----------------|-------------------|------|-------|---------|
|      | Director       | see attached list |      |       |         |
|      | Director       |                   |      |       |         |
|      | President      |                   |      |       |         |
|      | Vice President |                   |      |       |         |
|      | Secretary      |                   |      |       |         |
|      | Treasurer      |                   |      |       |         |

6. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class: 750,000 preferred A \$ 1.00  
NUMBER OF SHARES CAN ISSUE CLASS SERIES PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE

20,000 preferred B \$50.00  
1,200,000 common B \$50.00

7. NUMBER OF SHARES ISSUED CLASS SERIES PAR VALUE  
8,000 preferred B \$50.00  
793,094 common B \$50.00

8. The amount of its stated capital is \$ 459,205 at 12/31/96 (Par & APIC)

The report must be signed by the chairman of the board of directors, or its president, or any other officer in the presence of a notary public.

Dated September 1997

By Christina S. Bischoff  
(Signature) Christina S. Bischoff  
its Compliance Officer  
(Title)

STATE OF Florida  
COUNTY OF Leon

I, Hollis N. Hance, Notary Public, do hereby certify that on this 29<sup>th</sup> day of September 1997, personally appeared before me Christina S. Bischoff who, being by me first duly sworn, declared that he/she is the Compliance Officer of Fringe Benefits Mgmt. Company, that he/she signed the foregoing document as officer of the corporation, and the contents thereof are true.

My Commission Expires

Hollis N. Hance  
Notary Public

SOS CHP 410 6/97



Cert Mail - RRR Z 164 874 118

[Check No. 011388]

(092198)

[Check No. 011470]

RETURN TO  
SECRETARY OF STATE RRR-P 407 833 613  
STATE CAPITOL (10/5/98)  
500 E. CAPITOL  
PIERRE, S.D. 57501-5077  
605-773-4845  
FAX (605) 773-4550

## ANNUAL REPORT

FOREIGN  
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$25 MAKE CHECK PAYABLE TO SECRETARY OF STATE  
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 10/18/98  
RECEIPT NO. 10/18/98  
RECEIVED  
OCT 8 1998  
SEP 24 1998  
S.D. SEC. OF STATE  
S.D. SEC. OF STATE

1. Corporate Name and Mailing Address, including Zip + 4:

FB-014833 SEP/97  
FRINGE BENEFITS MANAGEMENT COMPANY  
1720 S GADSDEN ST  
TALLAHASSEE, FL 32301-5547

Telephone # (850) 425-6220  
FAX # (850) 425-6220  
Federal Taxpayer IC

FILING DATE: Due during the month the  
Certificate of Authority was issued, and  
delinquent after the last day of the  
following month.

### \*\*\*\*\* ATTENTION - FILING INSTRUCTIONS \*\*\*\*\*

If ALL of the information is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. ANY CHANGE requires full completion of the form.

☐ ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

\*\*\*\*\*

2. It is incorporated under the laws of Florida and the address of its principal office or registered office in the state of incorporation is 1720 S. Gadsden St., Tallahassee, FL Zip + 4 32301-5547

3. The address of its registered office in South Dakota is 319 S. Coreau St., Pierre, SD Zip + 4 57501

and the name of its registered agent at such address is CT Corporation System

4. The character of the business in which it is actually engaged in South Dakota administration of employee benefit plans

5. The names and addresses of its directors and officers:

| NAME | OFFICE         | STREET ADDRESS            | CITY | STATE | ZIP + 4 |
|------|----------------|---------------------------|------|-------|---------|
|      | Director       | <u>See attached list.</u> |      |       |         |
|      | Director       |                           |      |       |         |
|      | President      |                           |      |       |         |
|      | Vice President |                           |      |       |         |
|      | Secretary      |                           |      |       |         |
|      | Treasurer      |                           |      |       |         |

6. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class:

| NUMBER OF SHARES CAN ISSUE | CLASS     | SERIES | PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE |
|----------------------------|-----------|--------|-------------------------------------------------|
| 1. 200,000                 | Common    | B      | 0.01                                            |
| 20,000                     | Preferred | B      | 50.00                                           |
| 7. NUMBER OF SHARES ISSUED | CLASS     | SERIES |                                                 |
| 191,994                    | Common    | A      | 0.01                                            |
| 6,000                      | Preferred | A      | 50.00                                           |

8. The amount of its stated capital is \$ 387,919.94

The report must be signed by the chairman of the board of directors, or its president, or any other officer in the presence of a notary public.

Dated September 10<sup>th</sup> 1998

By Debra Touga  
(Signature)

Its CEO  
(Title)

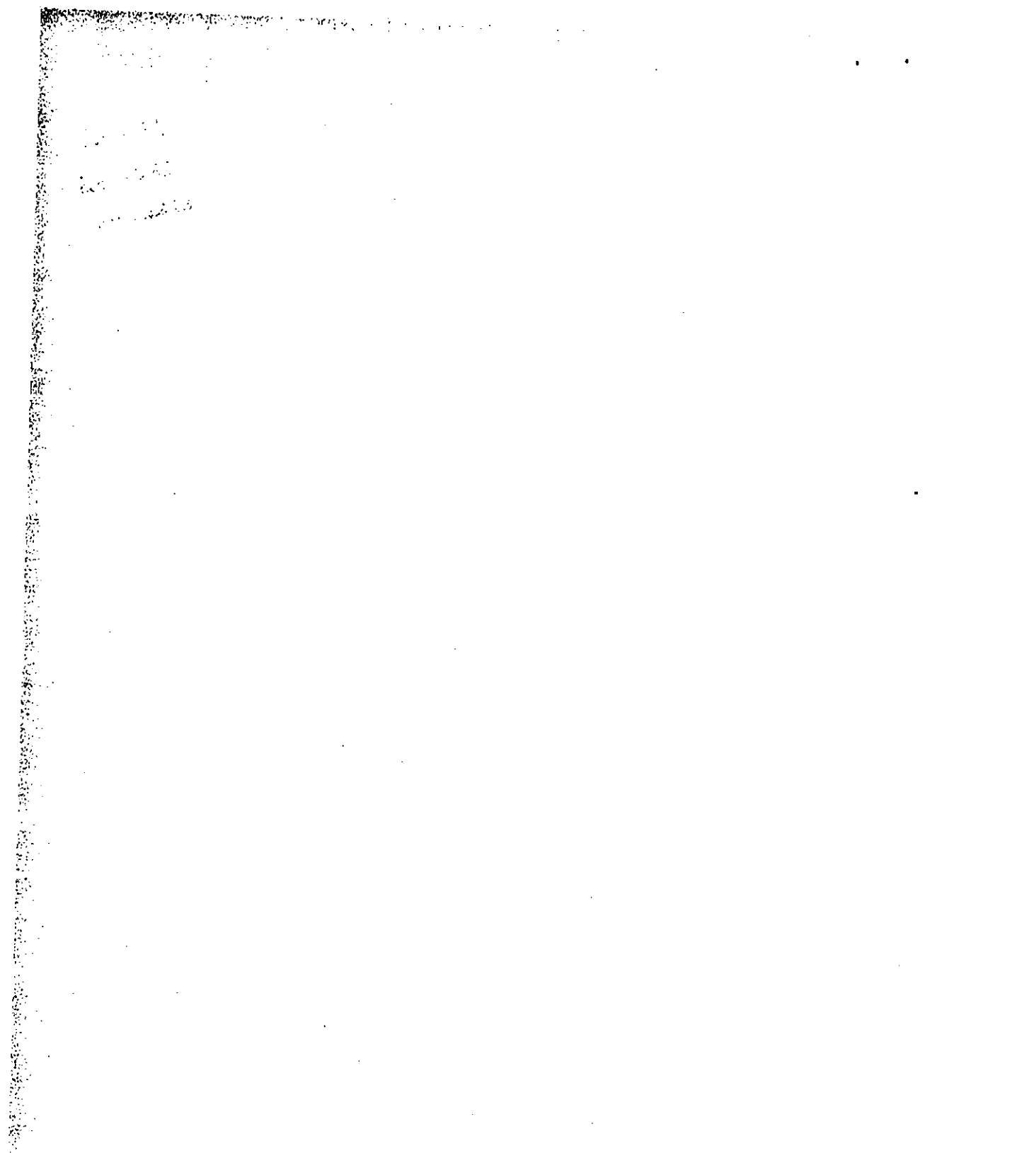
STATE OF Florida  
COUNTY OF Leon ss

I, Harris N. Hance, a Notary Public in and for the State of Florida, do hereby certify that on this 10<sup>th</sup> day of September 1998, personally appeared before me Debra Touga, who, being by me first duly sworn, declared that he/she is the Treasurer/CEO of Fringe Benefits Management Company that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.  
My Commission Expires 10/18/2000

Harris N. Hance  
Notary Public

(Notaral Seal)

SOS CRP 410 6/97



**1998**

**Fringe Benefits Management Company  
Officers**

Mike Sheridan, Chairman, CEO  
Lorraine Ritch, President  
Debra Tougas, Chief Financial Officer  
William Bischoff, Chief Legal Officer  
Agnes McMurray, Sr. Vice President Case Management  
Mel Yoder, Sr. Vice President, Operations  
Armando Henriquez, Vice President  
Trish Neely, Vice President Administration  
Lew Leopard, Vice President Marketing

**Address for all Officers:**

**Fringe Benefits Management Company**  
1720 South Gadsden St.  
Tallahassee, Florida 32301  
Phone: (850) 425-6200

## Board of Directors

John R. Marks III  
Knowles, Marks & Randolph, P.A.  
215 S. Monroe St., Suite 130  
Tallahassee, FL 32301

Dr. John F. Bussman  
5364 Ehrlich Rd., Suite 184  
Tampa, FL 33624

**Michael H. Sheridan, President**  
**Fringe Benefits Management Company**  
1720 S. Gadsden St.  
Tallahassee, FL 32301

Phil Ashler  
2115 E. Randolph Circle  
Tallahassee, FL 32312

Pat Tornillo, Jr.  
President  
FEA/United  
118 N. Monroe St.  
Tallahassee, FL 32301

jam/officers

\*K/98112911224

# State of Florida



Department of State

RECEIVED  
SEP 24 1998  
S.D. SEC. OF STATE  
OCT 08 1998  
S.D. SEC. OF STATE

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of FRINGE BENEFITS MANAGEMENT COMPANY, a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is 499794.

FILED IN 84- 207 of  
OCT. 19 94.  
*[Signature]*  
SECRETARY OF STATE

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Fourteenth day of September, 1998



CR2EO22 (2-95)

*[Signature]*

Sandra B. Northam  
Secretary of State

14-00000-K\*

31 191 1009  
10 0193

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
FRINGE BENEFITS MANAGEMENT COMPANY  
CHARTER NO. 499794**

**FILED**  
98 MAY 14 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TO: Department of State  
Tallahassee, Florida 32304

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, Florida Statutes (1997), the undersigned corporation hereby changes and amends its Articles of Incorporation through the adoption and filing of the following Articles of Amendment to its Articles of Incorporation:

1. The following Articles of Amendment to the corporations Articles of Incorporation were adopted and subscribed to pursuant to a vote of the shareholders representing the number of shares whose affirmative votes would cause passage of the amendment at a meeting of shareholders. Notice of this amendment has been provided to all shareholders in accordance with the provisions of Section 607.1003(4) and 607.0705, Florida Statutes (1997).
2. This amendment was adopted at a special meeting of the stockholders of the corporation held in accordance with the Company's bylaws and Florida law on the 12<sup>th</sup> day of December, 1997.
3. The effective date of this amendment is January 1, 1998.
4. Pursuant to the provisions of Florida Statutes as above stated, Article III of the Articles of Incorporation of FRINGE BENEFITS MANAGEMENT COMPANY is amended to read as follows:

**ARTICLE III. CAPITAL STOCK:**

**A. COMMON STOCK**

1. The aggregate number of shares of common stock which the corporation is authorized to issue is 1,200,000. Such shares shall be of a single class, and shall have a par value of One (\$0.01) Cent per share.
2. No preferences, limitations or relative rights, other than those provided by law, shall exist with respect to any of such shares of the corporation or any of the holders thereof.

31 291.020-  
17 0/88

#### B. PREFERRED STOCK.

1. The corporation shall have authority to issue 20,000 shares of Twelve (12%) per cent cumulative preferred stock. Such shares shall be of a single class, and shall have a par value of Fifty (\$50.00) Dollars per share. These shares shall be issued to replace, through exchange, all previously issued preferred shares. All such previously issued preferred shares shall be retired and canceled after such exchange and shall not be reissued.

2. No preferences, limitations or relative rights, other than those provided by law, or as may be provided in these Articles of Incorporation, shall exist with respect to any of such shares of the corporation or any of the holders thereof.

#### D. DIVIDENDS.

The preferences, limitations, and relative rights with respect to the shares of each class of stock are as follows:

1. The holders of preferred shares shall be entitled to receive dividends at the rate of Twelve (12%) per cent per annum on the par value of such shares payable monthly. Such dividends shall accrue from day to day from the date of issuance of any preferred share, whether or not earned or declared. Dividends on preferred shares must be paid before any dividends may be declared, paid, or set apart for the common shares, and dividends on preferred shares are cumulative so that if in any year or years dividends on the outstanding preferred shares at the rate specified above are not paid, or set apart for that purpose, the amount of the deficiency shall be fully paid or declared and set apart for payment, without interest, before any distributions by way of dividend, or otherwise, shall be declared, paid, or set apart for the common shares.

3. The holders of preferred shares shall be entitled to the dividends provided above and no more. Such shares shall be nonparticipating, and shall not be entitled to any dividends other than the cumulative annual dividends referred to hereinabove.

4. After all cumulative dividends on preferred shares have been paid, declared, or set apart for payment to the holders of such preferred shares, the Board of Directors may declare and pay or set apart dividends for the common shares to the extent permitted by law.

#### E. PROTECTIVE PROVISIONS.

So long as any preferred shares are issued and outstanding, the Company shall not, without the affirmative vote or written consent of greater than Fifty (50%) per cent of the outstanding and unconverted or redeemed preferred shares:

1. Alter or amend any of the foregoing rights, privileges, or preferences, if any, of such shares.

2. Increase or decrease the aggregate number of authorized preferred shares;

3. Increase or decrease the par value of the preferred shares;

4. Effect any exchange, reclassification, or cancellation of all or any part of the outstanding preferred shares, except that the Company may call shares for redemption as provided above.

5. Divide the preferred shares into series containing variations in the relative rights and preferences of the shares of each series;

6. Create a right of exchange of all or any part of the shares of another class into preferred shares;

7. Create a new class of shares having rights and preferences prior and superior to, or coequal with, the rights of the preferred shares;

8. Cancel or otherwise affect dividends on the preferred shares which had accrued but had not been declared;

#### F. REDEMPTION OF STOCK

The Company shall redeem the issued and outstanding preferred shares in accordance with the following provisions:

1. Commencing January 1, 1996, and continuing on the first day of each of the next succeeding four years, the Company shall redeem at least Two Thousand shares (representing a total par value of One Hundred Thousand (\$100,000.00) Dollars) of the preferred shares by paying in cash therefor the sum of One Hundred Thousand (\$100,000.00) Dollars or Fifty (\$50.00) Dollars per share plus all accrued, unpaid, and accumulated dividends on each share to and including the date of redemption.

2. Each annual redemption shall be pro-rata among the various preferred shareholders.

3. No preferred shares may be redeemed unless all accrued dividends on all outstanding shares have been paid for all past dividend periods and full dividends for the current dividend period declared on all preferred shares except those to be redeemed.

4. The redemption payments may be made from any legally available source of funds.

5. On or before the date fixed for redemption, each holder of shares called for redemption shall surrender the certificate for such shares to the Company at 1720 South Gadsden Street, Tallahassee, Florida 32301, to the attention of "Secretary."

6. If less than all of the shares represented by any such certificate shall be redeemed, a new certificate shall be issued representing the unredeemed shares.

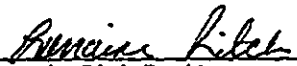
#### G. LIQUIDATION PREFERENCE.

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Company, the holders of the preferred shares shall receive, out of the assets of the corporation remaining after debts and liabilities have been paid, and before any amounts are paid to the holders of the common shares, an amount equal to the par value of such preferred shares plus all accrued and unpaid dividends.

#### H. NO RESTRICTIONS ON PREFERRED SHARES.

The preferred shares shall not be restricted with respect to negotiability or the holders right to pledge such shares for the purpose of securing financing for the acquisition of such shares.

IN WITNESS WHEREOF, the undersigned President, Secretary and shareholders of this corporation have executed these Articles of Amendment this 12<sup>th</sup> day of December, 1997.

  
Lorraine Ritch, President

  
William S. Bisehoff, Secretary

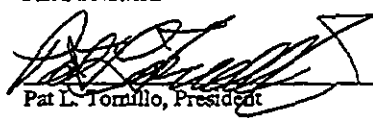
(SEAL)

91-091-0204  
1-0799

CONSENTING COMMON SHAREHOLDERS

  
Michael H. Sheridan

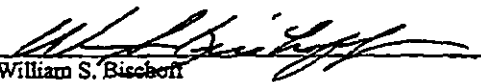
FEA/UNITED

  
Pat L. Tomillo, President

STATE OF FLORIDA }  
                              } ss.  
COUNTY OF LEON }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared, MICHAEL H. SHERIDAN, who is known to me to be the person described in and who executed the foregoing instrument, and who acknowledged before me that he executed these Articles as consenting common stockholder owning Forty-One (41%) percent of the issued and outstanding common stock of Fringe Benefits Management Company.

12<sup>th</sup> IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this day of December, 1997, at Tallahassee, in the County and State aforesaid.

  
William S. Bischoff  
NOTARY PUBLIC  
State of Florida at Large  
My Commission Expires:



STATE OF FLORIDA

COUNTY OF Leon

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared, PAT TORNILLO, who is known to me to be the person described in and who executed the foregoing instrument, or who has produced identification meeting the requirements of §117.05(5)(b)(2), Florida Statutes, and acknowledged before me that he executed these Articles as President of FEA/UNITED, and he further acknowledged before me that he executed these Articles in such capacity as consenting common stockholder owning Twenty-Three (23%) percent of the issued and outstanding common stock of Fringe Benefits Management Company.

23rd IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this day of December, 1997, at Tallahassee, in the County and State aforesaid.



Cheri Garbark  
NOTARY PUBLIC (Signature)

Cheri Garbark  
NOTARY PUBLIC (Printed)

State of Florida at Large  
My Commission Expires:

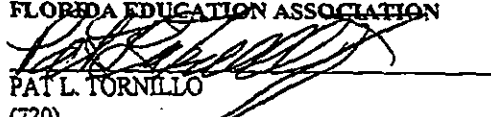
CONSENTING PREFERRED  
STOCKHOLDERS

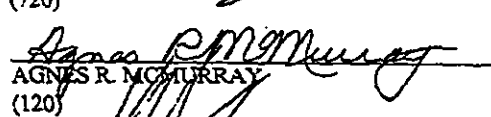
Michael H. Sheridan  
MICHAEL H. SHERIDAN  
(724)

Philip F. Ashler  
PHILIP F. ASHLER  
(840)

John F. Bussman  
JOHN F. BUSSMAN  
(840)

FLORIDA EDUCATION ASSOCIATION

  
PAT L. TORNILLO  
(720)

  
AGNES R. MCMURRAY  
(120)

  
JOHN R. and JANE A. MARKS  
(120)

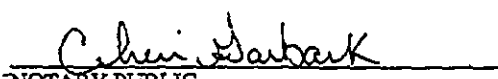
STATE OF FLORIDA }

COUNTY OF Leon }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared, MICHAEL H. SHERIDAN, PAT L. TORNILLO, AGNES MCMURRAY, PHILIP F. ASHLER, JOHN MARKS and JOHN F. BUSSMAN, collectively holding Fifty-Six (56%) percent of the issued and outstanding preferred shares of Fringe Benefits Management Company, who are each known to me to be the person described in and who executed the foregoing instrument, and who acknowledged before me that they executed these Articles in the capacity reflected above, and each further acknowledged before me that he or she executed these Articles in such capacity as consenting preferred stockholder.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 23<sup>rd</sup> day of December, 1997, at Tallahassee, in the County and State aforesaid.



  
NOTARY PUBLIC

Receipt No.: *74544* \_\_\_\_\_

981 291.0204  
17.0/98

File Number: FB014833

AMENDMENT

For

FRINGE BENEFITS MANAGEMENT COMPANY (FL)

File at the request of:

FRINGE BENEFITS MANAGEMENT COMPANY  
PO BOX 18781SCHOFF  
TALLAHASSEE FL 32301

STATE OF SOUTH DAKOTA

OFFICE OF THE SECRETARY OF STATE

SS.

Filed in the office of Secretary of State on

Date October 8, 1998

*Joyce Hazelting*  
Secretary of State

Fee Received \$45 STOCK CHANGE

SOS CRP 491 10/93

Shipped Fed. Ex.

Airbill No. 4212 0476 6356

RETURN TO  
SECRETARY OF STATE  
STATE CAPITOL  
500 E. CAPITOL  
PIERRE, S.D. 57501-5077  
605-773-4845  
FAX (605) 773-4550

# ANNUAL REPORT

FOREIGN  
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$25 MAKE CHECK PAYABLE TO SECRETARY OF STATE  
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 9-23-99  
RECEIPT NO. 850-425-6220

RECEIVED

SEP 23 '99

S.D. SEC. OF STATE

1. Corporate Name and Mailing Address, including Zip + 4:

FB-014833 SEP/98  
FRINGE BENEFITS MANAGEMENT COMPANY  
1720 S GADSDEN ST  
TALLAHASSEE, FL 32301-5547

Telephone # 850-425-6220

FAX # 850-425-6220

Federal Taxpayer IC

FILING DATE: Due during the month the  
Certificate of Authority was issued, and  
delinquent after the last day of the  
following month.

## \*\*\*\*\* ATTENTION - FILING INSTRUCTIONS \*\*\*\*\*

If ALL of the information is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. ANY CHANGE requires full completion of the form.

☐ ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

\*\*\*\*\*

2. It is incorporated under the laws of Florida and the address of its principal office or registered office in the state of incorporation is 1720 S. Gadsden St., Tallahassee, FL Zip + 4 32301-5547

3. The address of its registered office in South Dakota is 319 S. Corbeau St., Pierre, SD Zip + 4 57501

and the name of its registered agent at such address is CT Corporation System

4. The character of the business in which it is actually engaged in South Dakota administration of employee benefit plans

5. The names and addresses of its directors and officers

| NAME | OFFICE         | STREET ADDRESS    | CITY | STATE | ZIP + 4 |
|------|----------------|-------------------|------|-------|---------|
|      | Director       | See attached list |      |       |         |
|      | Director       |                   |      |       |         |
|      | President      |                   |      |       |         |
|      | Vice President |                   |      |       |         |
|      | Secretary      |                   |      |       |         |
|      | Treasurer      |                   |      |       |         |

6. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class

| NUMBER OF SHARES CAN ISSUE | CLASS     | SERIES | PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE |
|----------------------------|-----------|--------|-------------------------------------------------|
| 1,200,000                  | Common    |        | 0.01                                            |
| 20,000                     | Preferred |        | 50.00                                           |

| NUMBER OF SHARES ISSUED | CLASS     | SERIES | PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE |
|-------------------------|-----------|--------|-------------------------------------------------|
| 774,554                 | Common    |        | 0.01                                            |
| 4,000                   | Preferred |        | 50.00                                           |

8. The amount of its stated capital is \$ 307,919.94

The report must be signed by the chairman of the board of directors, or its president, or any other officer in the presence of a notary public.

Dated September 20, 1999

By Debra Tougas  
(Signature)

STATE OF Florida

COUNTY OF Leon ss

Its Sr. V.P.  
(Title)

I, Christina S. Bischoff, a notary public, do hereby certify that on this 20th day of September 19 99, personally appeared before me Debra Tougas who, being by me first duly sworn, declared that he/she is the Sr. V.P. of Fringe Benefits Management Co. that he/she signed the foregoing document as officer of the corporation, and the statements made are true.

My Commission Expires March 29, 2002  
NOTARY PUBLIC, FLORIDA

Christina S. Bischoff  
Notary Public

(Notarial Seal)

SOS CHP 410 6/97

9912200.0987  
12/21/99  
**FRINGE BENEFITS MANAGEMENT COMPANY**  
[E.I.N. 59-1657263]  
(C Feb 99)

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**1999 - OFFICERS**

---

| <u>Full Name</u>     | <u>Title</u>              | <u>Business Address</u>                    |
|----------------------|---------------------------|--------------------------------------------|
| Lorraine Ritch       | President                 | 1720 S. Gadsden St., Tallahassee, FL 32301 |
| Debra L. Tougas      | Sr.V.P. / CFO / Treasurer | 1720 S. Gadsden St., Tallahassee, FL 32301 |
| William S. Bischoff  | Sr.V.P. / Secretary       | 1720 S. Gadsden St., Tallahassee, FL 32301 |
| Agnes R. McMurray    | Senior Vice President     | 1720 S. Gadsden St., Tallahassee, FL 32301 |
| Melvin Yoder         | Senior Vice President     | 1720 S. Gadsden St., Tallahassee, FL 32301 |
| Armando J. Henriquez | Vice President            | 1720 S. Gadsden St., Tallahassee, FL 32301 |
| Patricia K. Neely    | Vice President            | 1720 S. Gadsden St., Tallahassee, FL 32301 |
| Lew Leopard          | Vice President            | 1720 S. Gadsden St., Tallahassee, FL 32301 |

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**1999 - BOARD OF DIRECTORS**

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| <u>Full Name</u>     | <u>Title</u> | <u>Business Address</u>                    |
|----------------------|--------------|--------------------------------------------|
| Michael H. Sheridan  | Chairman     | 1720 S. Gadsden St., Tallahassee, FL 32301 |
| Pat L. Tornillo, Jr. | Member       | 1720 S. Gadsden St., Tallahassee, FL 32301 |
| Philip F. Ashler     | Member       | 1720 S. Gadsden St., Tallahassee, FL 32301 |
| John F. Bussman      | Member       | 1720 S. Gadsden St., Tallahassee, FL 32301 |
| John R. Marks III    | Member       | 1720 S. Gadsden St., Tallahassee, FL 32301 |

SOS CRP 03/00

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12/8/00

**South Dakota  
Foreign Corporation  
Annual Report**

**Appendix No. 1**

**Fringe Benefits Management Company**  
(E.I.N.: [REDACTED])

**Question No. 5**

**2000 OFFICERS**

| <u>Full Name</u>      | <u>Title</u>          | <u>Business Address</u>                   |
|-----------------------|-----------------------|-------------------------------------------|
| Lorraine Ritch        | President             | 1720 S. Gadsden St. Tallahassee, FL 32301 |
| Debra Tougas          | Treasurer/Sr. VP/CFO  | 1720 S. Gadsden St. Tallahassee, FL 32301 |
| William S. Bischoff   | Secretary/Sr. VP/CLO  | 1720 S. Gadsden St. Tallahassee, FL 32301 |
| Agnes R. McMurray***  | Senior Vice President | 1720 S. Gadsden St. Tallahassee, FL 32301 |
| Melvin E. Yoder       | Senior Vice President | 1720 S. Gadsden St. Tallahassee, FL 32301 |
| James A. Snyder**     | Senior Vice President | 1720 S. Gadsden St. Tallahassee, FL 32301 |
| Robert W. McKnight ** | Senior Vice President | 1720 S. Gadsden St. Tallahassee, FL 32301 |
| Patricia K. Neely     | Vice President        | 1720 S. Gadsden St. Tallahassee, FL 32301 |
| Armando J. Henriquez  | Vice President        | 1720 S. Gadsden St. Tallahassee, FL 32301 |
| Lewis B. Leopard *    | Vice President        | 1720 S. Gadsden St. Tallahassee, FL 32301 |

\* No longer with the company as of February 01, 2000

\*\* Effective January 01, 2000

\*\*\* No longer an officer with the company as of April 12, 2000

**2000 BOARD OF DIRECTORS**

| <u>Full Name</u>     | <u>Title</u> | <u>Business Address</u>                    |
|----------------------|--------------|--------------------------------------------|
| Michael H. Sheridan  | Chairman     | 1720 S. Gadsden St., Tallahassee, FL 32301 |
| Pat L. Tornillo, Jr. | Member       | 1720 S. Gadsden St., Tallahassee, FL 32301 |
| Phillip F. Ashler    | Member       | 1720 S. Gadsden St., Tallahassee, FL 32301 |
| John F. Bussman      | Member       | 1720 S. Gadsden St., Tallahassee, FL 32301 |
| John R. Marks III    | Member       | 1720 S. Gadsden St., Tallahassee, FL 32301 |
| Agnes R. McMurray+   | Member       | 1720 S. Gadsden St., Tallahassee, FL 32301 |

+ Elected to the Board of Directors May 17, 2000

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12/8/00

**SOUTH DAKOTA  
Foreign Corporation Annual Report**

**APPENDIX No. 2**

Fringe Benefits Management Company  
E.I.N.: [REDACTED]  
Calendar Year Ending  
12/31/99

**Question # 6 and # 7:**  
The capital stock of each class as of the end of its last fiscal year was:

| CLASS OF STOCK    | PAR VALUE PER SHARE<br>STATE IF NO PAR | TOTAL AUTHORIZED BY ARTICLES<br>OF ORGANIZATION OR AMENDMENTS |                 | TOTAL ISSUED<br>& OUTSTANDING |
|-------------------|----------------------------------------|---------------------------------------------------------------|-----------------|-------------------------------|
|                   |                                        | # of shares                                                   | Total Par Value | # of Shares                   |
| <b>Common:</b>    | \$ 0.010                               | 1,200,000                                                     | \$12,000        | 563,960                       |
| <b>Preferred:</b> |                                        |                                                               |                 |                               |
| Class B           | \$ 50.00                               | 20,000                                                        | \$1,000,000     | 2,000                         |
| Class C (added)   | \$ 9.54                                | 89,902                                                        | \$ 857,665      | 89,902                        |

# State of Florida



Department of State

RECEIVED

OCT 11 '00

S.D. SEC. OF STATE

I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, filed on June 6, 2000, for FRINGE BENEFITS MANAGEMENT COMPANY, a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is 499794.

Filed this 11<sup>th</sup> day of Oct. 20 00  
*James J. Angelino*  
SECRETARY OF STATE

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Twenty-first day of June, 2000



CR2EO22 (1-99)

*Katherine Harris*

Katherine Harris  
Secretary of State

*4:45 AM  
6/21/00*

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FRINGE BENEFITS MANAGEMENT COMPANY  
Charter No. 499794**

**ARTICLE I  
NAME**

The name of this corporation is:

**FRINGE BENEFITS MANAGEMENT COMPANY**

**ARTICLE II  
NATURE OF BUSINESS**

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

**A. COMMON STOCK**

1. The aggregate number of shares of common stock which the corporation is authorized to issue is 1,200,000. Such shares shall be of a single class, and shall have a par value of One Cent (\$0.01) per share.

2. No preferences, limitations or relative rights, other than those provided by law, shall exist with respect to any of such shares of the corporation or any of the holders thereof.

**FILED  
JUN - 6 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

## **B. PREFERRED STOCK.**

### **1. CLASS B.**

A. The corporation shall have authority to issue 20,000 shares of Twelve per cent (12%) cumulative preferred stock. All preferred shares originally issued on or before November 1, 1999 shall be Class B shares. Such shares shall have a part value of Fifty Dollars (\$50.00) per share. These shares shall be issued to replace, through exchange, all previously issued preferred shares. All such previously issued preferred shares shall be retired and canceled after such exchange and shall not be reissued.

B. No preferences, limitations or relative rights, other than those provided by law, or as may be provided in these Articles of Incorporation, shall exist with respect to any of such shares of the corporation of any of the holders thereof.

### **2. CLASS C.**

A. The corporation shall have authority to issue 89,902 shares of Class C cumulative preferred stock. Such shares shall have a part value of Nine and 54/100ths (\$9.54) Dollars per share.

B. No preferences, limitations or relative rights, other than those provided by law, or as may be provided in these Articles of Incorporation, shall exist with respect to any of such shares of the corporation of any of the holders thereof.

## **C. DIVIDENDS.**

1. **CLASS B.** The preferences, limitations, and relative rights with respect to Class B preferred shares are as follows:

A. The holders of Class B preferred shares shall be entitled to receive dividends at the rate of Twelve per cent (12%) per annum on the par value of such shares payable monthly. Such dividends shall accrue from day to day from the date of issuance of any preferred share, whether or not earned or declared. Dividends on Class B preferred shares must be paid before any dividends may be declared, paid, or set apart for the common shares, and dividends on Class B preferred shares are cumulative so that if in any year or years dividends on the outstanding preferred shares at the rate specified above are not paid, or set apart of that purpose, the amount of the deficiency shall be fully paid or declared and set apart for payment, without interest, before any distributions by way of dividend, or otherwise, shall be declared, paid, or set apart for the common shares.

B. The holders of Class B preferred shares shall be entitled to the dividends provided above and no more. Such shares shall be nonparticipating, and shall not be entitled to any dividends other than the cumulative annual dividends referred to hereinabove.

C. After all cumulative dividends on Class B preferred shares have been paid, declared, or

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set apart for payment to the holders of such preferred shares, the Board of Directors may declare and pay or set apart dividends for the common shares or Class C preferred shares to the extent permitted by law.

2. **CLASS C.** The preferences, limitations, and relative rights with respect to Class C preferred shares are as follows:

A. 1. The holders of Class C preferred shares shall be entitled to receive annual dividends at the rate of Two Percent over the Prime Rate (adjusted quarterly), on the par value of such shares payable monthly on the first day of each month (the "Dividend Dates"). Such dividends shall accrue from day to day from the date of issuance of any Class C preferred share, whether or not earned or declared. Dividends on Class C preferred shares must be paid before any dividends may be declared, paid, or set apart for the common shares, and dividends on Class C preferred shares are cumulative so that if in any year or years dividends on the outstanding Class C preferred shares at the rate specified above are not paid, or set apart for that purpose, the amount of the deficiency shall be fully paid or declared and set apart for payment, without interest, before any distributions by way of dividend, or otherwise, shall be declared, paid, or set apart for the common shares. Such dividends shall be paid in the form of cash or check. Dividends shall be paid prior to the expiration of ten (10) days after the Dividend Dates. In any given fiscal year, dividends for such year on Class C preferred shares must be paid in cash before any dividends may be declared, paid, or set apart for the common shares.

2. The holders of shares of Class C Preferred Shares shall be entitled to the dividends provided above and no more. Such shares shall be nonparticipating, and shall not be entitled to any dividends other than the dividend herein provided.

3. After all cumulative dividends on Class C Preferred Shares have been paid, declared, or set apart for payment to the holders of the preferred shares, the Board of Directors may declare and pay or set apart dividends for the common shares to the extent permitted by law.

4. These shares shall be prior and superior, as to dividends and the right and obligations to redeem and to put the stock, with respect to any future series of preferred stock hereafter authorized and issued by the Company.

B. Should the Company default in the payment of dividends upon the Class C preferred shares, the Class C Preferred shares may be voted by the Class C Preferred stockholder, during the term of any such default, as if such shares were common stock.

#### **D. PROTECTIVE PROVISIONS - CLASS B.**

So long as any Class B preferred shares are issued and outstanding, the Company shall not, without the affirmative vote or written consent of great than Fifty per cent (50%) of the outstanding and unconverted or redeemed preferred shares of the applicable Class:

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1. Alter or amend any of the foregoing rights, privileges, or preferences, if any, of such shares;
2. Increase or decrease the aggregate number of authorized preferred shares;
3. Increase or decrease the par value of the preferred shares;
4. Effect any exchange, reclassification, or cancellation of all or any part of the outstanding preferred shares, except that the Company may call shares for redemption as provided below;
5. Divide the preferred shares into series containing variations in the relative rights and preferences of the shares of each series;
6. Create a right of exchange of all or any part of the shares of another class into preferred shares;
7. Create a new class of shares having rights and preferences prior and superior to, or co-equal with, the rights of prior issued preferred shares;
8. Cancel or otherwise affect dividends on the preferred shares which had accrued but had not been declared.

#### **E. REDEMPTION OF CLASS B STOCK.**

The Company shall have the right to redeem the issued and outstanding Class B preferred shares in accordance with the following provisions:

1. Commencing January 1, 1996, and continuing on the first day of each of the next succeeding four years, the Company, shall have the right to redeem Two Thousand or more shares (representing a total par value of no less than One Hundred Thousand (\$100,000.00) Dollars) of the preferred shares by paying in cash therefor the sum of One Hundred Thousand (\$100,000.00) Dollars or Fifty (\$50.00) Dollars per share plus all accrued, unpaid, and accumulated dividends on each share to and including the date of redemption.
2. Each redemption shall be pro-rata among the various preferred shareholders.
3. No Class B preferred shares may be redeemed unless all accrued dividends on all outstanding Class B preferred shares have been paid for all past dividend periods and full dividends for the current dividend period declared on all Class B preferred shares except those to be redeemed.
4. The redemption payments may be made from any legally available source of funds.
5. On or before the date fixed for redemption, each holder of Class B shares called for redemption shall surrender the certificate for such shares to the Company at 1720 South Gadsden Street, Tallahassee, Florida 32301, to the attention of "Secretary."

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6. If less than all of the shares represented by any such certificate shall be redeemed, a new certificate shall be issued representing the unredeemed shares.

#### F. CONVERSION RIGHTS - CLASS C

1. Every holder of the Class C preferred shares shall be entitled to surrender and convert any certificate(s) representing such shares to common stock at the ratio of 1 share of Class C preferred Stock for each share of common stock. Such right is exercisable at any time.

2. All certificates of Class C preferred stock thus exchanged for common stock shall be retired and cancelled and shall not be reissued. All certificates issued in lieu of preferred certificates shall be and remain common stock.

3. Should there be any increase or reduction in the number of outstanding shares of common stock after the first date of issuance of the Class C preferred stock by reason of any split, stock dividend, merger, consolidation, or other capital change or reorganization affecting the number of outstanding common shares, then the number of common shares to be issued to the holder of the Class C preferred shares must be fairly and equitably adjusted by appropriate amendment of this paragraph so as fairly and equitably to preserve, as far as reasonably possible, the original conversion rights of the Class C preferred shares. Any amendment and adjustment necessitated by an increase or reduction in the number of outstanding common shares must be accomplished before any notice of redemption may be given to the Class C preferred shareholders.

#### G. CONVERSION PROCEDURE - CLASS C.

1. To convert Class C preferred shares, the holder of such shares must (i) give the Company at least thirty (30) days' written notice of his or her intention to convert such shares, (ii) furnish the Company with a written declaration of the holder's intent to convert all or any portion of the certificate(s), (iii) surrender the certificate/shares to the Company, (iv) furnish appropriate endorsements and transfer documents if required by the Company or its transfer agent, (v) pay any transfer or similar tax required by law to be paid, and (vi) execute a copy of the Amended Stockholders Agreement or a Joinder Agreement thereto. The date on which all such requirements are satisfied is the Conversion Date. As soon as practicable after the Conversion Date, the Company shall deliver to such holder a certificate for the number of full shares of common stock issuable upon the conversion and a check for any fractional share. Such holder shall be treated as a common stockholder of record of the Company on and after the Conversion Date.

2. The Company shall reserve out of its authorized but unissued common stock a number of shares of common stock sufficient to permit the conversion of all the Class C preferred shares.

#### H. RESTRICTIONS UPON TRANSFER.

1. CLASS B. The Class B preferred shares shall not be restricted with respect to negotiability or the holders right to pledge such shares for the purpose of securing financing for the acquisition

of such shares.

## 2. CLASS C.

A. The Class C shares are not transferable nor may any interest in such shares be assigned, collateralized, granted or conveyed except to a bank or other financial institution as a part of a financing arrangement for the acquisition of the shares.

B. Except as provided in the preceding paragraph and in those provisions set forth in Article III (K) regarding the Company's right of first refusal, the Class C preferred shares may not be sold, given, assigned, transferred by operation of law, or otherwise conveyed, to any person or persons not a common stockholder of record as of December 15, 1999; provided, however, that shares may be transferred or bequeathed to a spouse or other members of the Class C preferred stockholders family, or to a trust established for the benefit of one or more members of the Class C preferred stockholder's family.

### I. CALL OPTION - CLASS C.

At the option of the Board of Directors, the Company may redeem the whole, or any part, of the Class C preferred shares in accordance with the following provisions:

Commencing January 1, 2000, the Company may call all or any part of the outstanding Class C preferred shares by paying in cash therefor a sum (the "Redemption Price") which shall equal the greater of (i) the stated Par Value of each Class C preferred share, or (ii) the most recent independently appraised per share value of the Company's common stock as approved at the annual meeting of the common stockholders immediately preceding the exercise of the redemption right. Redemptions shall be pro-rata among all Class C preferred stockholders. Such right may be exercised within the sixty (60) day period following the annual common stockholder's meeting.

In the event of a Call, the Company shall give at least fourteen (14) days prior notice in writing to each shareholder by mail, postage prepaid, at his or her last known address shown on the records of the Company, stating the date and plan of redemption.

If less than all of the shares represented by any such certificate shall be Called, a new certificate shall be issued representing the uncalled shares.

### J. PUT OPTION - CLASS C.

1. On or after January 1, 2003, the holders of the Class C preferred shares shall have the right (hereafter called a "Put Option"), exercisable during the period of June 1 through December 31 of each option year (the "Exercise Period"), to require that the Company repurchase a portion of his or her Class C preferred shares, as follows:

A. During the Exercise Period of June 1 through December 31, 2003, the holders of the Class

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C preferred shares shall have the right (hereafter called the "2003 Put Option") to require that the Company repurchase up to Ten (10%) Percent of his or her original Class C preferred stockholdings at a price per share equal to the most recent independently appraised per share value of the Company's common stock.

B. During the Exercise Period of June 1 through December 31, 2004, the holders of the Class C preferred shares shall have the right (hereafter called the "2004 Put Option") to require that the Company repurchase up to Ten (10%) Percent of his or her original Class C preferred stockholdings at a price per share equal to the most recent independently appraised per share value of the Company's common stock.

C. During the Exercise Period of June 1 through December 31, 2005, the holders of the Class C preferred shares shall have the right (hereafter called the "2005 Put Option") to require that the Company repurchase up to Ten (10%) Percent of his or her original Class C preferred stockholdings at a price per share equal to the most recent independently appraised per share value of the Company's common stock.

D. During the Exercise Period of June 1 through December 31, 2006, the holders of the Class C preferred shares shall have the right (hereafter called the "2006 Put Option") to require that the Company repurchase up to Ten (10%) Percent of his or her original Class C preferred stockholdings at a price per share equal to the most recent independently appraised per share value of the Company's common stock.

E. During the Exercise Period of June 1 through December 31, 2007, the holders of the Class C preferred shares shall have the right (hereafter called the "2007 Put Option") to require that the Company repurchase up to Twenty (20%) Percent of his or her original Class C preferred stockholdings at a price per share equal to the most recent independently appraised per share value of the Company's common stock.

F. During the Exercise Period of June 1 through December 31, 2008, the holders of the Class C preferred shares shall have the right (hereafter called the "2008 Put Option") to require that the Company repurchase up to Twenty (20%) Percent of his or her original Class C preferred stockholdings at a price per share equal to the most recent independently appraised per share value of the Company's common stock.

G. During the Exercise Period of June 1 through December 31, 2009, the holders of the Class C preferred shares shall have the right (hereafter called the "2009 Put Option") to require that the Company repurchase up to Twenty (20%) Percent of his or her original Class C preferred stockholdings at a price per share equal to the most recent independently appraised per share value of the Company's common stock.

H. Commencing June 1, 2010, the holders of the Class C preferred shares shall have the right (hereafter called the "Final Put Option") to require that the Company repurchase all or any portion of the holder's remaining Class C preferred stockholdings at a price per share equal to the most

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recent independently appraised per share value of the Company's common stock.

2. The Class C Put Options are non-cumulative and to the extent not exercised in any one year may not be exercised in later years; provided, however, that a put option which is not exercised in the year for which it was granted may be exercised in the following year's Exercise Period if the put option for such following year is also exercised. The Final Put Class C Option is exercisable at any time after June 1, 2010.

3. Any stockholder wishing to exercise a Class C Put Option shall give the Company's President, Comptroller or Secretary, written notice of the number of shares which the stockholder wishes to put to the Company (the "Put Notice"). The Company shall comply with the Put Notice within ninety (90) days from the date of its receipt thereof.

#### **K. RIGHTS OF FIRST REFUSAL UNDER AMENDED STOCKHOLDERS AGREEMENT - CLASS C.**

Any attempted sale of all or any portion of a stockholders Class C preferred stock shall be subject to the provisions for a right of first refusal set forth in the Amended Stockholders Agreement, as from time-to-time amended or restated; provided, however, that the right for first refusal shall initially lie with the Company and thereafter with the other Class C preferred stockholders.

#### **L. LIQUIDATION PREFERENCE.**

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Company, the holders of the Class B and Class C preferred shares shall receive, out of the assets of the corporation remaining after debts and liabilities have been paid, and before any amounts are paid to the holders of the common shares, an amount equal to the par value of such preferred shares plus all accrued and unpaid dividends.

### **ARTICLE IV INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is: Five Hundred and no/100<sup>th</sup> Dollars (\$500.00).

### **ARTICLE V TERM OF EXISTENCE**

This corporation is to exist perpetually.

0012305.0934  
12/8/00

**ARTICLE VI  
REGISTERED AGENT**

The name and street address of the registered agent of the corporation is:

CT Corporation System  
1200 S. Pine Island Road  
Plantation, Florida 33324

*IN WITNESS WHEREOF*, the undersigned Secretary has set his hand and seal to the foregoing  
Restated Articles of Incorporation this 31 day of June, 2000.

  
\_\_\_\_\_  
William S. Bischoff, Secretary

{Seal}



0012305.0934  
12/8/00

**CERTIFICATE REGARDING  
AMENDED AND RESTATED ARTICLES OF INCORPORATION**

I, William S. Bischoff, Secretary of FRINGE BENEFITS MANAGEMENT COMPANY, do hereby certify as follows:

1. That the Amended and Restated Articles of Incorporation which this Certificate accompanies were duly approved at a special meeting of the stockholders of the Company by a majority vote of the common stockholders and Class B preferred stockholders in accordance with the provisions of Florida law, such vote being sufficient for the approval of the amended and restated articles of incorporation; and
2. That the effective date of the amendment and restatement was December 10, 1999.
3. That the Amended and Restated Articles of Incorporation were thereafter duly adopted by the Company's Board of Directors at their regularly scheduled meeting held December 10, 1999.

Date: June 1, 2000

  
\_\_\_\_\_  
William S. Bischoff, Secretary

**{SEAL}**

0012305.0934  
12/8/00

Receipt Number: 9121890

File Number FB014833

**AMENDMENT**

For

**FRINGE BENEFITS MANAGEMENT COMPANY (FL)**

Filed at the request of:

FRINGE BENEFITS MANAGEMENT COMPANY  
SUE MCDANIEL  
PO BOX 1878  
TALLAHASSEE FL 32302

*State of South Dakota*  
*Office of the Secretary of State*

Filed in the office of the Secretary of State on: Wednesday, October 11, 2000

  
Secretary of State

Fee Received: \$45 AM, \$50 INCREASE FEE

K/0201211-4561

Trace 482484761646  
Mode FedEx Express 2Day

Invoice \*\*22  
Customer SD-COWD  
Ref

Date 10/22/2001  
Ship to  
Ship from  
Ship date  
Ship time  
Ship to  
Ship from  
Ship date  
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RETURN TO  
SECRETARY OF STATE  
500 E. CAPITOL  
PIERRE, S.D. 57501-5077  
605-773-4845  
FAX (605) 773-4550

# ANNUAL REPORT

FOREIGN  
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$25 MAKE CHECK PAYABLE TO SECRETARY OF STATE  
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 10/24/01  
RECEIPT NO. 10327

RECEIVED

OCT 24 '01

S.D. SEC. OF STATE

## 1. Corporate Name and Mailing Address:

FB-014833 SEP/2000  
FRINGE BENEFITS MANAGEMENT COMPANY  
  
1720 S GADSDEN ST  
  
TALLAHASSEE FL 32301-5547

Telephone # \_\_\_\_\_  
FAX # \_\_\_\_\_  
Federal Taxpayer ID \_\_\_\_\_  
FILING DATE: Due during the month the  
Certificate of Authority was issued, and  
delinquent after the last day of the following  
month.

## \*\*\*\*\* ATTENTION - FILING INSTRUCTIONS \*\*\*\*\*

If ALL of the information is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. ANY CHANGE requires full completion of the form.

☐ ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

\*\*\*\*\*

2. It is incorporated under the laws of Florida and the address of its principal office or registered office in the state of incorporation is 1720 South Gadsden Street, Tallahassee, FL Zip + 4 32301-5547

3. The address of its registered office in South Dakota is 319 Coteau Street Pierre, SD Zip + 4 57501

and the name of its registered agent at such address is C.T. Corporation System

4. The character of the business in which it is actually engaged in South Dakota Administration of employee benefit plans.

## 5. The names and addresses of its Directors and officers:

| NAME           | OFFICE                  | STREET ADDRESS | CITY | STATE | ZIP+4 |
|----------------|-------------------------|----------------|------|-------|-------|
| Director       | See Attached List No. 1 |                |      |       |       |
| Director       |                         |                |      |       |       |
| President      |                         |                |      |       |       |
| Vice President |                         |                |      |       |       |
| Secretary      |                         |                |      |       |       |
| Treasurer      |                         |                |      |       |       |

6. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class:

NUMBER OF SHARES CAN ISSUE (authorized) CLASS SERIES PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE

See Attached List No. 2

7. NUMBER OF SHARES ISSUED CLASS SERIES

See Attached List No. 2

8. The amount of its stated capital is \$ 963,195

The report must be signed by the chairman of the board of directors, its president, or any other officer in the presence of a notary public.

Dated 10/22/01

By [Signature]  
(Signature)

Its Secretary  
(Title)

STATE OF FLORIDA  
COUNTY OF LEON ss

On this the 22 day of OCTOBER, 20 01, before me, William S. Bischoff, known to me, or proved to me, personally appeared Secretary of the corporation that is described in and that executed the within instrument and acknowledged to me that such corporation executed the same.

My Commission Expires October 11, 2004



MY COMMISSION # CC974548 EXPIRES  
OCTOBER 11, 2004  
BONDED THROUGH FARM INSURANCE, INC.

William S. Bischoff  
Notary Public

SOS CRP 03/00

South Dakota  
Foreign Corporation  
Annual Report

Appendix No. 1

FRINGE BENEFITS MANAGEMENT COMPANY  
(E.I.N.: 59-1657263)

Question No. 5

2001 OFFICERS

| <u>Full Name</u>      | <u>Title</u>         | <u>Business Address</u>                    |
|-----------------------|----------------------|--------------------------------------------|
| Lorraine Ritch        | President            | 1720 S. Gadsden St., Tallahassee, FL 32301 |
| Debra Tougas          | Treasurer/Sr. VP/CFO | 1720 S. Gadsden St., Tallahassee, FL 32301 |
| William S. Bischoff   | Secretary/Sr. VP     | 1720 S. Gadsden St., Tallahassee, FL 32301 |
| Melvin Yoder          | Sr. VP               | 1720 S. Gadsden St., Tallahassee, FL 32301 |
| James A. Snyder       | Sr. VP               | 1720 S. Gadsden St., Tallahassee, FL 32301 |
| Robert W. McKnight    | Sr. VP               | 1720 S. Gadsden St., Tallahassee, FL 32301 |
| Patricia K. Neely     | VP                   | 1720 S. Gadsden St., Tallahassee, FL 32301 |
| Armando J. Henriquez* | VP                   | 1720 S. Gadsden St., Tallahassee, FL 32301 |
| Kim Farris**          | VP                   | 1720 S. Gadsden St., Tallahassee, FL 32301 |

2001 BOARD OF DIRECTORS

| <u>Full Name</u>     | <u>Title</u> | <u>Business Address</u>                    |
|----------------------|--------------|--------------------------------------------|
| Michael H. Sheridan  | Chairman     | 1720 S. Gadsden St., Tallahassee, FL 32301 |
| Pat L. Tornillo, Jr. | Director     | 1720 S. Gadsden St., Tallahassee, FL 32301 |
| Phillip F. Ashler    | Director     | 1720 S. Gadsden St., Tallahassee, FL 32301 |
| John F. Bussman      | Director     | 1720 S. Gadsden St., Tallahassee, FL 32301 |
| John R. Marks, III   | Director     | 1720 S. Gadsden St., Tallahassee, FL 32301 |
| Agnes R. McMurray    | Director     | 1720 S. Gadsden St., Tallahassee, FL 32301 |
| Lorraine Ritch**     | Director     | 1720 S. Gadsden St., Tallahassee, FL 32301 |

\*Resigned  
\*\*Effective 1/1/01

0201211.4561  
114/02

**SOUTH DAKOTA  
Foreign Corporation Annual Report**

**APPENDIX No. 2**

Fringe Benefits Management Company

E.I.N.:

Calendar Year Ending

12/31/00

**Question # 6 and # 7:**

The capital stock of each class as of the end of its last fiscal year was:

| CLASS OF STOCK  | PAR VALUE PER SHARE<br>STATE IF NO PAR | TOTAL AUTHORIZED BY ARTICLES<br>OF ORGANIZATION OR AMENDMENTS |                 | TOTAL ISSUED<br>& OUTSTANDING |
|-----------------|----------------------------------------|---------------------------------------------------------------|-----------------|-------------------------------|
|                 |                                        | # of shares                                                   | Total Par Value | # of Shares                   |
| Common:         | \$ 0.010                               | 1,200,000                                                     | \$12,000        | 553,002                       |
| Preferred:      |                                        |                                                               |                 |                               |
| Class B         | \$ 50.00                               | 20,000                                                        | \$1,000,000     | 2,000                         |
| Class C (added) | \$ 9.54                                | 89,902                                                        | \$ 857,665      | 89,902                        |

2002

## ANNUAL REPORT

FOREIGN  
PLEASE TYPE OR USE BLACK INK0210217.2065  
10/9/02FILE DATE 9-10-02  
RECEIPT NO. 1124214

RECEIVED

SEP 10 '02

S.D. SEC. OF STATE

FILING FEE: \$25 MAKE CHECK PAYABLE TO SECRETARY OF STATE  
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

## 1. Corporate Name and Mailing Address:



FB-014833 SEP/2001

FRINGE BENEFITS MANAGEMENT COMPANY

3101 SESSIONS RD

PO BOX 1878

TALLAHASSEE FL 32302-1878

Telephone # 850-425-6200

FAX # 850-425-6200

Federal Taxpayer ID

FILING DATE: Due during the month the  
Certificate of Authority was issued, and delinquent  
after the last day of the following month.

## \*\*\* ATTENTION - FILING INSTRUCTIONS \*\*\*

If ALL of the information is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. ANY CHANGE requires full completion of the form.

☐ ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.2. It is incorporated under the laws of Florida and the address of its principal office or registered office in the state of incorporation is 3101 Sessions Rd, Tallahassee, FL Zip + 4323033. The address of its registered office in South Dakota is 319 Coteau St Zip + 457501  
Pierre, SD

and the name of its registered agent at such address is \_\_\_\_\_

4. The character of the business in which it is actually engaged in South Dakota Administration of employee benefit plans

## 5. The names and addresses of its directors and officers:

| NAME                 | OFFICE         | STREET ADDRESS | CITY | STATE | ZIP+4 |
|----------------------|----------------|----------------|------|-------|-------|
| See Attached List #1 | Director       |                |      |       |       |
|                      | Director       |                |      |       |       |
|                      | President      |                |      |       |       |
|                      | Vice President |                |      |       |       |
|                      | Secretary      |                |      |       |       |
|                      | Treasurer      |                |      |       |       |

6. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class:

NUMBER OF SHARES CAN ISSUE (authorized) CLASS SERIES PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE

7. NUMBER OF SHARES ISSUED See Attached List #2 CLASS SERIES

8. The amount of its stated capital is \$ 963,066 See Attached List #2

The report must be signed by the chairman of the board of directors, its president, or any other officer in the presence of a notary public.

Dated 9/10/02By Debra Tougas  
(Signature)Its Treasurer, Sr. VP, CFO  
(Title)STATE OF Florida  
COUNTY OF Leon SSOn this the 9th day of September, 2002, before me, Catherine Scully  
personally appeared Debra Tougas, known to me, or proved to me,  
to be the Treasurer, SrVP, CFO of the corporation that is described in and that executed the within  
instrument and acknowledged to me that such corporation executed the same.My Commission Expires November 20, 2005November 20, 2005  
(Notary Seal)Catherine Scully  
Notary PublicRETURN TO: SECRETARY OF STATE, 500 E. CAPITOL, PIERRE, S.D. 57501-5077  
PHONE: 605-773-4845 FAX (605) 773-4550  
www.state.sd.us/sos/sos.htm

SOS CRP 03/00

0210217.2065  
10/9/02

Attachment 1

**FRINGE BENEFITS MANAGEMENT COMPANY  
2002 OFFICERS AND DIRECTORS**

| <b>Officers<br/>NAME/TITLE</b>          | <b>BUSINESS<br/>ADDRESS</b>                | <b>RESIDENT<br/>ADDRESS</b>                          |
|-----------------------------------------|--------------------------------------------|------------------------------------------------------|
| Lorraine Ritch<br>President/CEO         | 3101 Sessions Rd.<br>Tallahassee, FL 32303 | 1805 Wagon Wheel Circle<br>Tallahassee, FL 32311     |
| Debra Tougas<br>CFO/Treasurer/Secretary | 3101 Sessions Rd.<br>Tallahassee, FL 32303 | 3326 John Hancock<br>Tallahassee, FL 32312           |
| Melvin Yoder<br>Sr. VP                  | 3101 Sessions Rd.<br>Tallahassee, FL 32303 | 6160 Pickwick Rd.<br>Tallahassee, FL 32312           |
| James A. Snyder<br>Sr. VP               | 3101 Sessions Rd.<br>Tallahassee, FL 32303 | 3712 Shallowtail Trace<br>Tallahassee, FL 32308      |
| Robert W. McKnight<br>Sr. VP            | 3101 Sessions Rd.<br>Tallahassee, FL 32303 | 2546 Noble Dr.<br>Tallahassee, FL 32312              |
| Patricia K. Neely<br>VP                 | 3101 Sessions Rd.<br>Tallahassee, FL 32303 | 2024 Shangri La Lane<br>Tallahassee, FL 32303        |
| Kim Farris<br>VP                        | 3101 Sessions Rd.<br>Tallahassee, FL 32303 | 3135 Huntington Woods Blvd.<br>Tallahassee, FL 32303 |

| <b>Directors<br/>NAME/TITLE</b> | <b>BUSINESS<br/>ADDRESS</b>                | <b>RESIDENT<br/>ADDRESS</b>                        |
|---------------------------------|--------------------------------------------|----------------------------------------------------|
| Michael H. Sheridan<br>Chairman | 3101 Sessions Rd.<br>Tallahassee, FL 32303 | 3081 O'Brien Drive<br>Tallahassee, FL 32312        |
| Philip F. Ashler<br>Director    | 3101 Sessions Rd.<br>Tallahassee, FL 32303 | 2115 East Randolph Circle<br>Tallahassee, FL 32312 |
| John F. Bussman<br>Director     | 3101 Sessions Rd.<br>Tallahassee, FL 32303 | 7853 Gunn Highway, #344<br>Tampa, FL 33626         |
| John R. Marks, III<br>Director  | 3101 Sessions Rd.<br>Tallahassee, FL 32303 | 3713 Bobbin Brook East<br>Tallahassee, FL 32312    |
| Agnes R. McMurray<br>Director   | 3101 Sessions Rd.<br>Tallahassee, FL 32303 | 9601-23 Miccosukee Rd.<br>Tallahassee, FL 32303    |
| Lorraine Ritch<br>Director      | 3101 Sessions Rd.<br>Tallahassee, FL 32303 | 1805 Wagon Wheel Circle<br>Tallahassee, FL 32311   |

0210217.2065  
10/9/02

**South Dakota  
Foreign Corporation Annual Report**

**APPENDIX No. 2**

Fringe Benefits Management Company  
E.I.N: [REDACTED]  
Calendar Year Ending: 12/31/01

**Question # 6 and # 7:**

The capital stock of each class as of the end of its last fiscal year was:

| CLASS OF STOCK  | PAR VALUE PER SHARE<br>STATE IF NO PAR | TOTAL AUTHORIZED BY ARTICLES<br>OF ORGANIZATION OR ADMENDMENTS |                 | TOTAL ISSUED<br>& OUTSTANDING |
|-----------------|----------------------------------------|----------------------------------------------------------------|-----------------|-------------------------------|
|                 |                                        | # of Shares                                                    | Total Par Value | # of Shares                   |
| Common:         | \$ 0.016                               | 1,200,000                                                      | \$ 12,000       | 540,126                       |
| Preferred:      |                                        |                                                                |                 |                               |
| Class B         | \$ 50.00                               | 20,000                                                         | \$ 1,000,000    | 2,000                         |
| Class C (added) | \$ 9.54                                | 89,902                                                         | \$ 857,665      | 89,902                        |

**FBMC**

**Fringe Benefits Management Company**

0210217.2065  
10/9/02

September 3, 2002

South Dakota Secretary of State  
500 East Capitol  
Pierre, SD 57501-5077

To Whom It May Concern,

Please note the following changes to our 2002 Annual Foreign Corporation Report:

Our principal address is:

Fringe Benefits Management Company  
3101 Sessions Road  
Tallahassee, FL 32303

Our mailing address is:

P.O. Box 1878  
Tallahassee, FL 32302

Attached you will find an updated list of our Officers and Directors (attachment 1). Please note the following changes:

**Added Officers:**

Kim Farris

**Deleted Officers:**

William Bischoff

Armando Henriquez

**Added Directors:**

Lorraine Ritch

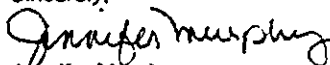
**Deleted Directors:**

Pat Tomillo

Also attached you will find the capital stock information for Fringe Benefits Management Company (attachment 2).

If you have any questions or concerns regarding this renewal, please do not hesitate to contact me at (850) 425-6200 ext 463 or via email at [jmurphy@fbmc-benefits.com](mailto:jmurphy@fbmc-benefits.com).

Sincerely,



Jennifer Murphy  
Compliance Specialist

2003  
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## ANNUAL REPORT

FOREIGN  
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AUG 25 2003

FILING FEE: \$30 MAKE CHECK PAYABLE TO SECRETARY OF STATE

F.B.M.C. ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

## Legal and Compliance

1. Corporate Name and Mailing Address:



\* F B - 0 1 4 8 3 3 \*

FB-014833

SEP/2002

FRINGE BENEFITS MANAGEMENT COMPANY

3101 SESSIONS RD

PO BOX 1878

TALLAHASSEE FL 32302-1878

Telephone #850-425-6200

FAX # 850-425-6220

Federal Taxp:

FILING DATE: Due during the month the  
Certificate of Authority was issued, and delinquent  
after the last day of the following month.

S.D. SEC. of STATE

## ★ ★ ★ ★ ATTENTION - FILING INSTRUCTIONS ★ ★ ★ ★

If ALL of the information is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. ANY CHANGE requires full completion of the form.

☐ ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.2. It is incorporated under the laws of Florida and the address of its principal office or registered office in the state of incorporation is 3101 Sessions Road Tallahassee, FL Zip + 4 323033. The address of its registered office in South Dakota is 319 Coteau Street  
Pierre, SD Zip + 4 57501and the name of its registered agent at such address is CT Corporation4. The character of the business in which it is actually engaged in South Dakota Administration of Employee  
Benefit plans

5. The names and addresses of its directors and officers:

| NAME                | OFFICE         | STREET ADDRESS | CITY | STATE | ZIP+4 |
|---------------------|----------------|----------------|------|-------|-------|
| ** See Attachment 1 | Director       |                |      |       |       |
|                     | Director       |                |      |       |       |
|                     | President      |                |      |       |       |
|                     | Vice President |                |      |       |       |
|                     | Secretary      |                |      |       |       |
|                     | Treasurer      |                |      |       |       |

6. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class: \*\* See Attachment 2 \*\*  
NUMBER OF SHARES CAN ISSUE (authorized) CLASS SERIES PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE

7. NUMBER OF SHARES ISSUED CLASS SERIES

8. The amount of its stated capital is \$ \$963,008

The report must be signed by the chairman of the board of directors, its president, or any other officer in the presence of a notary public.

Dated 9-8-03By Ronance P. Riche  
(Signature)Its President/CEO  
(Title)STATE OF Florida ss  
COUNTY OF LeonOn this the 8th day of September, 2003, before me, Catherine G. Saulley, known to me, or proved to me, personally appeared Lorraine R. Riche, to be the President/CEO of the corporation that is described in and that executed the within instrument and acknowledged to me that such corporation executed the same.My Commission Expires November 20, 2005Catherine G. Saulley  
Notary Public

(Notarial Seal)

Catherine G. Saulley  
MY COMMISSION # DD075883 EXPIRES  
November 20, 2005  
BONDED THRU TROY FAIR INSURANCE, INC.RETURN TO: SECRETARY OF STATE, 500 E. CAPITOL, PIERRE, S.D. 57501-5077  
PHONE: 605-773-4845  
www.state.sd.us/sos

SOS CRP 07/03



## Fringe Benefits Management Company

### 2003 Officers

| <u>Full Name</u>   | <u>Title</u>                    | <u>Business Address</u>                   |
|--------------------|---------------------------------|-------------------------------------------|
| Lorraine Ritch     | President/CEO                   | 3101 Sessions Road, Tallahassee, FL 32303 |
| Debra Tougas       | Secretary/Treas/<br>Sr. VP/ CFO | 3101 Sessions Road, Tallahassee, FL 32303 |
| Melvin Yoder       | Sr. VP                          | 3101 Sessions Road, Tallahassee, FL 32303 |
| James A. Snyder    | Sr. VP                          | 3101 Sessions Road, Tallahassee, FL 32303 |
| Robert W. McKnight | Sr. VP                          | 3101 Sessions Road, Tallahassee, FL 32303 |
| Patricia Neely     | VP                              | 3101 Sessions Road, Tallahassee, FL 32303 |
| Kim Farris         | VP                              | 3101 Sessions Road, Tallahassee, FL 32303 |

### 2003 Board of Directors

| <u>Full Name</u>    | <u>Title</u> | <u>Business Address</u>                   |
|---------------------|--------------|-------------------------------------------|
| Michael H. Sheridan | Chairman     | 3101 Sessions Road, Tallahassee, FL 32303 |
| Phillip Ashler      | Director     | 3101 Sessions Road, Tallahassee, FL 32303 |
| John F. Bussman     | Director     | 3101 Sessions Road, Tallahassee, FL 32303 |
| John R. Marks       | Director     | 3101 Sessions Road, Tallahassee, FL 32303 |
| Agnes R. McMurray   | Director     | 3101 Sessions Road, Tallahassee, FL 32303 |
| Lorraine Ritch      | Director     | 3101 Sessions Road, Tallahassee, FL 32303 |

1

2

**South Dakota**  
 Foreign Corporation Annual Report  
 Fringe Benefits Management Company (EIN: [REDACTED])

Response to Question # 6 and # 7:

The capital stock of each class as of the end of its last fiscal year (12/31/02):

| CLASS OF STOCK    | PAR VALUE PER SHARE<br>STATE IF NO PAR | TOTAL AUTHORIZED BY<br>ARTICLES OF ORGANIZATION |                 | TOTAL ISSUED &<br>OUTSTANDING |
|-------------------|----------------------------------------|-------------------------------------------------|-----------------|-------------------------------|
|                   |                                        | # of Shares                                     | Total Par Value | # of Shares                   |
| <b>Common</b>     | \$0.010                                | 1,200,000                                       | \$12,000        | 534,338                       |
| <b>Preferred:</b> |                                        |                                                 |                 |                               |
| Class B           | \$50.00                                | 20,000                                          | \$1,000,000     | 2,000                         |
| Class C           | \$9.54                                 | 89,902                                          | \$857,665       | 89,902                        |

[The body of the document is mostly blank, with some faint, illegible markings and a few small dark spots.]

230 4860 09/28/2004

**2004****ANNUAL REPORT**FOREIGN  
PLEASE TYPE OR USE BLACK INK**FILING FEE: \$30** MAKE CHECK PAYABLE TO SECRETARY OF STATE  
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

Corporate Name and Mailing Address:

FB014833 SEP/2003  
FRINGE BENEFITS MANAGEMENT COMPANY  
3101 SESSIONS RD  
PO BOX 1878  
TALLAHASSEE FL 32302-1878FILE DATE 09/24/04  
RECEIPT NO. 1361364**RECEIVED**

SEP 24 '04

S.D. SEC. of STATE

X463

Telephone # 850-425-6200FAX # 850-425-6200

Federal Taxp:

FILING DATE: Due during the month the  
Certificate of Authority was issued, and delinquent  
after the last day of the following month.★ ★ ★ ★ **ATTENTION - FILING INSTRUCTIONS** ★ ★ ★ ★

If ALL of the information is identical as set forth in the prior report, you may check the box below and sign the report.  
**ANY CHANGE requires full completion of the form.**

☐ ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.2. It is incorporated under the laws of Florida and the address of its principal office or registered office in the state  
of incorporation is 3101 Sessions Road Zip +4 323033. The address of its registered office in South Dakota is 319 Coteau Street  
Pierre, SD Zip +4 57501and the name of its registered agent at such address is CT Corporation System4. The character of the business in which it is actually engaged in South Dakota Administration of Employee  
Benefit Plans

5. The names and addresses of its directors and officers:

| NAME                    | OFFICE                | STREET ADDRESS | CITY | STATE | ZIP+4 |
|-------------------------|-----------------------|----------------|------|-------|-------|
| <u>See Attachment 1</u> | <u>Director</u>       |                |      |       |       |
|                         | <u>Director</u>       |                |      |       |       |
|                         | <u>President</u>      |                |      |       |       |
|                         | <u>Vice President</u> |                |      |       |       |
|                         | <u>Secretary</u>      |                |      |       |       |
|                         | <u>Treasurer</u>      |                |      |       |       |

6. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value,  
and series, if any, within a class: See Attachment 2

NUMBER OF SHARES CAN ISSUE (authorized) CLASS SERIES PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE

7. NUMBER OF SHARES ISSUED CLASS SERIES  
See Attachment 28. The amount of its stated capital is \$ 963,008

The report must be signed by the chairman of the board of directors, its president, or any other officer.

Dated 9.17.2004Dominic Ritel  
(Signature)President & CEO  
(Title)RETURN TO: SECRETARY OF STATE, 500 E. CAPITOL, PIERRE, S.D. 57501-5077  
PHONE: 605-773-4845  
www.sdsos.gov

SOS CRP 07/04



## Attachment 1

**Fringe Benefits Management Company**  
**3101 Sessions Road, Tallahassee, FL 32303**  
**(Mail) P.O. Box 1878, Tallahassee, FL 32302-1878**

**EIN:** [REDACTED]

**2004 Directors**

| <b><u>Name</u></b>  | <b><u>Title</u></b> | <b><u>Effective Date</u></b> |
|---------------------|---------------------|------------------------------|
| Michael H. Sheridan | Chairman            | [REDACTED]                   |
| John R. Marks       | Vice Chairman       |                              |
| Phillip Ashler      | Director            |                              |
| John F. Bussman     | Director            |                              |
| Agnes R. McMurray   | Director            |                              |
| Lorraine Ritch      | Director            |                              |

**2004 Officers**

| <b><u>Name</u></b> | <b><u>Title</u></b>           | <b><u>Effective Date</u></b> |
|--------------------|-------------------------------|------------------------------|
| Lorraine Ritch     | President/CEO                 | 1/92                         |
| Debra Tougas       | Secretary/Treas/<br>Sr.VP/CFO | 4/90                         |
| James A. Snyder    | Sr.VP                         | 10/99                        |
| Robert W. McKnight | Sr.VP                         | 12/99                        |
| Patricia Neely     | Sr.VP                         | 1/96                         |
| Kim Farris         | VP                            | 9/03                         |
| Russell Brown      | VP                            | 2/04                         |
| Barbara Gonzales   | VP                            | 2/04                         |
| Darryl Beacher     | Asst. VP                      | 2/04                         |
| Fred Anderson      | Asst. VP                      | 2/04                         |
| Steve Berberich    | Asst. VP                      | 2/04                         |
| Jennifer Snyder    | Asst. VP                      | 2/04                         |
| Lori Walsh         | Asst. VP                      | 2/04                         |



FBO14833  
2004

230 4862

Attachment 2

South Dakota  
Foreign Corporation Annual Report  
Fringe Benefits Management Company  
EIN [REDACTED]

Response to Questions #6 and #7:

The capital stock of each class as of the end of its last fiscal year (12/31/03):

| CLASS OF STOCK        | PAR VALUE PER SHARE<br>STATE IF NO PAR | TOTAL AUTHORIZED BY<br>ARTICLES OF ORGANIZATION |                 | TOTAL ISSUED &<br>OUTSTANDING |
|-----------------------|----------------------------------------|-------------------------------------------------|-----------------|-------------------------------|
|                       |                                        | # of Shares                                     | Total Par Value | #of Shares                    |
| Common                | \$0.010                                | 1,200,000                                       |                 | 529,311                       |
| Preferred:<br>Class C | \$9.54                                 | 89,902                                          | No Par          | 85,604                        |

/L/FunctionalTeams/Compliance/Private/States/SD/Corp/2004/Response



Receipt Number: \_\_\_\_\_

145 8539

File Number **FB014833****STATEMENT\_OF\_CHANGE**

For

**FRINGE BENEFITS MANAGEMENT COMPANY**

Filed at the request of:

CSC  
2711 CENTERVILLE RD STE 400  
WILMINGTON DE 19808

*State of South Dakota*  
*Office of the Secretary of State*

Filed in the office of the Secretary of State on: **Monday, July 25, 2005**

Secretary of State

Fee Received: \$10.00

340 7940 07/26/2005

SECRETARY OF STATE  
STATE CAPITOL  
500 E. CAPITOL  
PIERRE, S.D. 57501-5077  
605-773-4845

FB014833

**STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT, OR BOTH**

File Date

Recd

**RECEIVED**

JUL 25 '05

STATE

**FILING FEE: \$10 In addition to annual report fee**

Pursuant to the provisions of the South Dakota Business Corporation Act, the undersigned corporation submits the following statement for the purpose of changing its registered office and/or its registered agent in the state of South Dakota.

State ID #: FB014833

1. The name of the corporation is FRINGE BENEFITS MANAGEMENT COMPANY
2. The street address, or a statement that there is no street address, of its current registered office \_\_\_\_\_  
319 S. Coteau Street, Pierre, SD ZIP + 4 57501
3. The new address to which the registered office is to be changed. A PO box number can be used for mailing but a street address, or a statement that there is no street address, if street addresses have not been assigned, or the RR address, must also be included. \_\_\_\_\_  
503 South Pierre Street, Pierre, SD ZIP + 4 57501  
Filed this 25 day of July, 05
4. The name of its current registered agent is C T Corporation System
5. The name of its new registered agent is \* Corporation Service Company

*Chris Nelson*  
SECRETARY OF STATE

**\*The Consent of Registered Agent below must be completed by the new agent.**

6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

The statement may be signed by any authorized officer of the corporation.

Dated July 20, 2005

*Maureen Cullen*  
Signature

Maureen Cullen  
Printed Name

Attorney in Fact

Title

**CONSENT OF APPOINTMENT BY THE REGISTERED AGENT**

I, Corporation Service Company, hereby give my consent to serve as the  
(name of registered agent)

registered agent for FRINGE BENEFITS MANAGEMENT COMPANY  
(corporate name)

Dated July 20, 2005

By: *Jacqueline M. Cullen*  
(signature)  
Jacqueline M. Giles, Asst. Vice President

340 7941 07/26/2005  
STATE OF Florida)  
COUNTY OF Leon)

## POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Patricia K. Neely, the Secretary of Fringe Benefits Management Company ("the Company"), a Corporation established under the laws of the State of Florida, and of the subsidiary entities shown on the list appended hereto, does hereby appoint Maureen Cullen and Louis Giaccardo attorneys-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, Maureen Cullen shall exercise the power of Vice President and Louis Giaccardo shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by Patricia K. Neely, which ever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 15<sup>th</sup> day of July, 2005.

Fringe Benefits Management Company

BY: Patricia K. Neely  
Patricia K. Neely  
Secretary

Subscribed and sworn to before me this 15<sup>th</sup> day of July, 2005.



Hollis N. Hance  
Notary Public

# 2005 ANNUAL REPORT

FOREIGN  
PLEASE TYPE OR USE BLACK INK

**FILING FEE: \$30** MAKE CHECK PAYABLE TO SECRETARY OF STATE

FILE DATE 09/16/05  
RECEIPT NO. 1475958  
RECEIVED  
SEP 16 '05

S.D. SEC. OF STATE

1. Corporate Name and Mailing Address:

FRINGE BENEFITS MANAGEMENT COMPANY  
POST OFFICE BOX 1878  
TALLAHASSEE, FLORIDA 32302-1878

FB014833

Telephone # 850-425-6200

FAX # 850-425-6220

FILING DATE: Due during the month the Certificate of Authority was issued, and delinquent after the last day of the following month.

★ ★ ★ ★ **ATTENTION - FILING INSTRUCTIONS** ★ ★ ★ ★

If ALL of the information is identical as set forth in the prior report, you may check the box below and sign the report.  
**ANY CHANGE requires full completion of the form.**

☒ ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. It is incorporated under the laws of FLORIDA and the address of its principal office in the state of incorporation is 3101 SESSIONS ROAD TALLAHASSEE, FLORIDA Zip + 4 32303

3. The address of its registered office in South Dakota is 503 SOUTH PIERRE STREET Zip + 4 57501  
PIERRE, SOUTH DAKOTA

and the name of its registered agent at that address is CORPORATION SERVICE COMPANY

4. Provide a brief description of the nature of the business ADMINISTRATION OF EMPLOYEE BENEFITS

5. The names and business addresses of its directors and principal officers:

| NAME                | OFFICE         | STREET ADDRESS     | CITY                 | STATE | ZIP+4 |
|---------------------|----------------|--------------------|----------------------|-------|-------|
| MICHAEL H. SHERIDAN | Director       | 3101 SESSIONS ROAD | TALLAHASSEE, FLORIDA | 32303 |       |
| PHILIP ASHLER       | Director       | 3101 SESSIONS ROAD | TALLAHASSEE, FLORIDA | 32303 |       |
| LORRAINE RITCH      | President      | 3101 SESSIONS ROAD | TALLAHASSEE, FLORIDA | 32303 |       |
| BARBARA GONZALES    | Vice President | 3101 SESSIONS ROAD | TALLAHASSEE, FLORIDA | 32303 |       |
| PATRICIA NEELY      | Secretary      | 3101 SESSIONS ROAD | TALLAHASSEE, FLORIDA | 32303 |       |
| DEBRA TOUGAS        | Treasurer      | 3101 SESSIONS ROAD | TALLAHASSEE, FLORIDA | 32303 |       |

6. The total number of authorized shares, itemized by class and series, if any, within each class:

| NUMBER OF AUTHORIZED SHARES | CLASS   | SERIES |
|-----------------------------|---------|--------|
| 1,200,000                   | COMMON  |        |
| 89,902                      | PREF. C |        |

7. NUMBER OF ISSUED AND OUTSTANDING SHARES

|                            | CLASS   | SERIES |
|----------------------------|---------|--------|
| 519,812 (AS OF 12/31/2004) | COMMON  |        |
| 77,113 (AS OF 12/31/2004)  | PREF. C |        |

The statement may be signed by any authorized officer of the Corporation.

Dated 09-14-05

Signature

Printed Name

CFO

RETURN TO: SECRETARY OF STATE, 500 E. CAPITOL, PIERRE, S.D. 57501-5077  
PHONE: 605-773-4845  
www.sdsos.gov

foreignannualreport July 2005







**Fringe Benefits Management Company**  
**Post Office Box 1878**  
**Tallahassee, FL 32302**

Fb014833

**2006 Officers**

| <b><u>Full Name</u></b> | <b><u>Title</u></b>    | <b><u>Address</u></b>                        |
|-------------------------|------------------------|----------------------------------------------|
| Lorraine Strickland*    | President/CEO          | 3101 Sessions Road, Tallahassee FL 32303     |
| Debra Tougas            | Treasurer              |                                              |
|                         | Sr. VP/ CFO            | 3101 Sessions Road, Tallahassee FL 32303     |
| Patricia Neely          | Secretary/ Sr. VP, CCO | 3101 Sessions Road, Tallahassee FL 32303     |
| Robert W. McKnight      | Sr. VP                 | 3101 Sessions Road, Tallahassee FL 32303     |
| James A. Snyder         | Sr. VP                 | 3101 Sessions Road, Tallahassee FL 32303     |
| Russell Brown           | Sr. VP                 | 3101 Sessions Road, Tallahassee FL 32303     |
| Kim Farris              | VP                     | 3101 Sessions Road, Tallahassee FL 32303     |
| Barbara Gonzales        | Sr. VP, COO            | 3101 Sessions Road, Tallahassee FL 32303     |
| Lori Walsh              | VP                     | 780 W. Granada Blvd., Ormond Beach, FL 32174 |
| Fred Anderson           | VP                     | 3101 Sessions Road, Tallahassee FL 32303     |

**2006 Directors**

| <b><u>Full Name</u></b> | <b><u>Title</u></b> | <b><u>Address</u></b>                    |
|-------------------------|---------------------|------------------------------------------|
| Michael H. Sheridan     | Chairman            | 3101 Sessions Road, Tallahassee FL 32303 |
| Philip Ashler           | Director            | 3101 Sessions Road, Tallahassee FL 32303 |
| John F. Bussman         | Director            | 3101 Sessions Road, Tallahassee FL 32303 |
| John R. Marks           | Director            | 3101 Sessions Road, Tallahassee FL 32303 |
| Agnes R. McMurray       | Director            | 3101 Sessions Road, Tallahassee FL 32303 |
| Lorraine Strickland*    | Director            | 3101 Sessions Road, Tallahassee FL 32303 |

\*Lorraine Ritch name changed November 12, 2005 to Lorraine Strickland



267 0856 10/02/2007

2007

# ANNUAL REPORT

FOREIGN  
PLEASE TYPE OR USE BLACK INK

**FILING FEE: \$30** MAKE CHECK PAYABLE TO SECRETARY OF STATE

FILE DATE 09/17/07  
RECEIPT NO. 1716097

**RECEIVED**

**SEP 17 2007**

**S.D. SEC. OF STATE**

1. Corporate Name and Mailing Address:

FB014833  
FRINGE BENEFITS MANAGEMENT COMPANY  
PO BOX 1878  
TALLAHASSEE, FLORIDA 32302-1878

Telephone # 1-850-425-6200

FAX # 1-850-425-6220

FILING DATE: Due during the month the  
Certificate of Authority was issued, and delinquent  
after the last day of the following month.

★ ★ ★ ★ **ATTENTION - FILING INSTRUCTIONS** ★ ★ ★ ★

If ALL of the information is identical as set forth in the prior report, you may check the box below and sign the report.  
**ANY CHANGE requires full completion of the form.**

☐ ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. It is incorporated under the laws of FLORIDA and the address of its principal office in the state  
of incorporation is 3101 SESSSIONS ROAD, TALLAHASSEE, FLORIDA Zip + 4 32303

3. The address of its registered office in South Dakota is 503 SOUTH PIERRE STREET, SOUTH DAKOTA 57501  
Zip + 4 \_\_\_\_\_

and the name of its registered agent at that address is CORPORATION SERVICE COMPANY

4. Provide a brief description of the nature of the business PROVIDE BENEFIT ADMINISTRATION SERVICES TO PUBLIC  
EMPLOYERS

5. The names and business addresses of its directors and principal officers:

| NAME                | OFFICE         | STREET ADDRESS     | CITY        | STATE   | ZIP+4 |
|---------------------|----------------|--------------------|-------------|---------|-------|
| MICHAEL SHERIDAN    | Director       | 3101 SESSIONS ROAD | TALLAHASSEE | FLORIDA | 32303 |
| LORRIANE STRICKLAND | Director       | 3101 SESSIONS ROAD | TALLAHASSEE | FLORIDA | 32303 |
| BARBARA GONZALES    | President      | 3101 SESSIONS ROAD | TALLAHASSEE | FLORIDA | 32303 |
| RUSSELL BROWN       | Vice President | 3101 SESSIONS ROAD | TALLAHASSEE | FLORIDA | 32303 |
| PATRICIA NEELY      | Secretary      | 3101 SESSIONS ROAD | TALLAHASSEE | FLORIDA | 32303 |
| DEBRA TOUGAS        | Treasurer      | 3101 SESSIONS ROAD | TALLAHASSEE | FLORIDA | 32303 |

6. The total number of authorized shares, itemized by class and series, if any, within each class:

| NUMBER OF AUTHORIZED SHARES | CLASS           | SERIES |
|-----------------------------|-----------------|--------|
| <u>1,200,000</u>            | <u>COMMON</u>   |        |
| <u>89,902</u>               | <u>PREF 'C'</u> |        |

7. NUMBER OF ISSUED AND OUTSTANDING SHARES

|                                            | CLASS           | SERIES |
|--------------------------------------------|-----------------|--------|
| <u>ISSUED 526,768/ OUTSTANDING 673,232</u> | <u>COMMON</u>   |        |
| <u>ISSUED 55,987/ OUTSTANDING 33,915</u>   | <u>PREF 'C'</u> |        |

The statement may be signed by any authorized officer of the Corporation.

Dated September 11, 2007

Signature

Patricia Neely

Printed Name

Sec/Sr. VP/ CCO

Title

RETURN TO: SECRETARY OF STATE, 500 E. CAPITOL, PIERRE, S.D. 57501-5077

PHONE: 605-773-4845

[www.sdsos.gov](http://www.sdsos.gov)

foreignannualreport July 2006



**Fringe Benefits Management Company**  
**Post Office Box 1878**  
**Tallahassee, FL 32302**

**2007 Officers**

| <b><u>Full Name</u></b> | <b><u>Title</u></b>    | <b><u>Address</u></b>                        |
|-------------------------|------------------------|----------------------------------------------|
| Lorraine Strickland     | President/CEO          | 3101 Sessions Road, Tallahassee FL 32303     |
| Debra Tougas            | Treasurer              |                                              |
|                         | Sr. VP/ CFO            | 3101 Sessions Road, Tallahassee FL 32303     |
| Patricia Neely          | Secretary/ Sr. VP, CCO | 3101 Sessions Road, Tallahassee FL 32303     |
| Russell Brown           | Sr. VP                 | 780 W. Granada Blvd., Ormond Beach, FL 32174 |
| Kim Farris              | VP                     | 3101 Sessions Road, Tallahassee FL 32303     |
| Barbara Gonzales        | Sr. VP, COO            | 3101 Sessions Road, Tallahassee FL 32303     |
| Lori Walsh              | VP                     | 780 W. Granada Blvd., Ormond Beach, FL 32174 |
| Fred Anderson           | VP                     | 3101 Sessions Road, Tallahassee FL 32303     |
| Cheston Hall            | VP, CIO                | 3101 Sessions Road, Tallahassee FL 32303     |
| Susan Jones             | VP                     | 3101 Sessions Road, Tallahassee FL 32303     |

**2007 Directors**

| <b><u>Full Name</u></b> | <b><u>Title</u></b> | <b><u>Address</u></b>                    |
|-------------------------|---------------------|------------------------------------------|
| Michael H. Sheridan     | Chairman            | 3101 Sessions Road, Tallahassee FL 32303 |
| John F. Bussman         | Director            | 3101 Sessions Road, Tallahassee FL 32303 |
| John R. Marks           | Director            | 3101 Sessions Road, Tallahassee FL 32303 |
| Agnes R. McMurray       | Director            | 3101 Sessions Road, Tallahassee FL 32303 |
| Lorraine Strickland     | Director            | 3101 Sessions Road, Tallahassee FL 32303 |



File Number

**FB014833**



**COMMERCIAL REGISTERED AGENT REGISTRATION NOTICE**

For

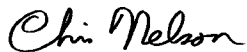
**FRINGE BENEFITS MANAGEMENT COMPANY**

Filed at the request of:

CORPORATION SERVICE COMPANY  
503 SOUTH PIERRE STREET  
PIERRE, SD 57501-4522

*State of South Dakota*  
*Office of the Secretary of State*

Filed in the office of the Secretary of State on: **Monday, July 14, 2008**



Secretary of State

Secretary of State Office  
500 E Capitol Ave  
Pierre, SD 57501  
(605)773-4845

# ANNUAL REPORT Foreign

Please Type or Print Clearly in Ink

**FILING FEE: \$30** Make check payable to SECRETARY OF STATE

1. Corporate Name and Mailing Address:

FB014833

Fringe Benefits Management Company  
PO BOX 1878  
Tallahassee, FL 32302-1878

|                                                                                                                                      |                |
|--------------------------------------------------------------------------------------------------------------------------------------|----------------|
| FILE DATE                                                                                                                            | 9-15-08        |
| RECEIPT NO                                                                                                                           | 1833484        |
| <b>RECEIVED</b>                                                                                                                      |                |
| <b>SEP 15 2008</b>                                                                                                                   |                |
| <b>S.D. SEC. OF STATE</b>                                                                                                            |                |
| Telephone #                                                                                                                          | (850) 425-6200 |
| FAX #                                                                                                                                | (850) 425-6220 |
| FILING DATE: Due during the month the Certificate of Authority was issued, and delinquent after the last day of the following month. |                |

2. The jurisdiction under whose law it is formed Florida

3. The address of the principal executive office in or out of the State of South Dakota.

|                            |             |       |            |
|----------------------------|-------------|-------|------------|
| 3101 Sessions Road         | Tallahassee | FL    | 32303      |
| Street Address             | City        | State | ZIP+4      |
| PO BOX 1878                | Tallahassee | FL    | 32302-1878 |
| Mailing Address (Optional) | City        | State | ZIP+4      |

4. The name of the South Dakota Registered Agent Corporation Service Company

|                                                                    |        |       |       |
|--------------------------------------------------------------------|--------|-------|-------|
| 503 South Pierre Street                                            | Pierre | SD    | 57501 |
| Street Address (Required to be a South Dakota Address)             | City   | State | ZIP+4 |
| Mailing Address (Optional - Required to be a South Dakota Address) | City   | State | ZIP+4 |

5. The names and business addresses of its principal officers and directors. Please place a check mark next to the name if the principal officer serves as a director.

|                                                         |                    |             |       |       |
|---------------------------------------------------------|--------------------|-------------|-------|-------|
| <input checked="" type="checkbox"/> Lorraine Strickland | 3101 Sessions Road | Tallahassee | FL    | 32303 |
| President                                               | Street Address     | City        | State | ZIP+4 |
| <input checked="" type="checkbox"/> Robert Parr         | 3101 Sessions Road | Tallahassee | FL    | 32303 |
| Vice President                                          | Street Address     | City        | State | ZIP+4 |
| <input checked="" type="checkbox"/> Patricia Neely      | 3101 Sessions Road | Tallahassee | FL    | 32303 |
| Secretary                                               | Street Address     | City        | State | ZIP+4 |
| <input checked="" type="checkbox"/> Debra Tougas        | 3101 Sessions Road | Tallahassee | FL    | 32303 |
| Treasurer                                               | Street Address     | City        | State | ZIP+4 |
| <input checked="" type="checkbox"/> Michael Sheridan    | 3101 Sessions Road | Tallahassee | FL    | 32303 |
| Director                                                | Street Address     | City        | State | ZIP+4 |
| <input checked="" type="checkbox"/> John Marks          | 3101 Sessions Road | Tallahassee | FL    | 32303 |
| Director                                                | Street Address     | City        | State | ZIP+4 |

Dated September 11, 2008

Patricia K. Neely  
(Signature of an authorized officer)

Patricia K. Neely  
(Printed Name)

Sr. VP/ Secretary/CCO  
(Title)



**Fringe Benefits Management Company**  
**P. O.Box 1878**  
**Tallahassee, FL 32302**

FB014833

**2008 Officers**

| <b><u>Full Name</u></b> | <b><u>Title</u></b>     | <b><u>Address</u></b>                           |
|-------------------------|-------------------------|-------------------------------------------------|
| Lorraine Strickland     | President/CEO           | 3101 Sessions Road, Tallahassee FL 32303        |
| Debra Tougas            | Treas/<br>Sr. VP/ CFO   | 3101 Sessions Road, Tallahassee FL 32303        |
| Patricia Neely          | Secretary/CCO<br>Sr. VP | 3101 Sessions Road, Tallahassee FL 32303        |
| Barbara Gonzales        | Sr. VP, COO             | 780 W. Granada Blvd., Ormond Beach, FL 32174    |
| Kim Farris              | VP                      | 3101 Sessions Road, Tallahassee FL 32303        |
| Lori Walsh              | VP                      | 780 W. Granada Blvd., Ormond Beach, FL 32174    |
| Fred Anderson           | VP                      | 3101 Sessions Road, Tallahassee FL 32303        |
| Susan Jones             | VP                      | 3101 Sessions Road, Tallahassee FL 32303        |
| Cheston Hall            | VP, CIO                 | 3101 Sessions Road, Tallahassee FL 32303        |
| Burenette Smith         | VP                      | 220 Lake Dr. E., Ste 300, Cherry Hill, NJ 08002 |
| Robert Parr             | Sr. VP                  | 3101 Sessions Road, Tallahassee, FL 32303       |
| Patrick Peters          | VP                      | 3101 Sessions Road, Tallahassee, FL 32303       |

**2008 Directors**

| <b><u>Full Name</u></b> | <b><u>Title</u></b> | <b><u>Address</u></b>                    |
|-------------------------|---------------------|------------------------------------------|
| Michael H. Sheridan     | Chairman            | 3101 Sessions Road, Tallahassee FL 32303 |
| John R. Marks           | Director            | 3101 Sessions Road, Tallahassee FL 32303 |
| Agnes R. McMurray       | Director            | 3101 Sessions Road, Tallahassee FL 32303 |
| Lorraine Strickland     | Director            | 3101 Sessions Road, Tallahassee FL 32303 |
| Jerome Osteryoung       | Director            | 3101 Sessions Road, Tallahassee FL 32303 |
| William Law             | Director            | 3101 Sessions Road, Tallahassee FL 32303 |



295 1531 08/31/2009

Secretary of State Office  
500 E Capitol Ave  
Pierre, SD 57501  
(605)773-4845

2009

# ANNUAL REPORT Foreign

Please Type or Print Clearly in Ink

**FILING FEE: \$50** Make check payable to SECRETARY OF STATE

1. Corporate Name and Mailing Address:

FB014833  
Fringe Benefits Management Company  
PO BOX 1878  
Tallahassee, FL 32302-1878

FILE DATE 09/01/09  
RECEIPT NO 1944611

**RECEIVED**

**AUG 28 2009**

**S.D. SEC. OF STATE**

Telephone # (850) 425-6200

FAX # (850) 425-6220

FILING DATE: Due during the month the Certificate of Authority was issued, and delinquent after the last day of the following month.

2. The jurisdiction under whose law it is formed Florida

3. The address of the principal executive office in or out of the State of South Dakota.

|                            |             |       |            |
|----------------------------|-------------|-------|------------|
| 3101 Sessions Road         | Tallahassee | FL    | 32303      |
| Street Address             | City        | State | ZIP+4      |
| PO BOX 1878                | Tallahassee | FL    | 32302-1878 |
| Mailing Address (Optional) | City        | State | ZIP+4      |

4. The name of the South Dakota Registered Agent Corporation Service Company

|                                                                    |        |       |       |
|--------------------------------------------------------------------|--------|-------|-------|
| 503 South Pierre Street                                            | Pierre | SD    | 57501 |
| Street Address (Required to be a South Dakota Address)             | City   | State | ZIP+4 |
| Mailing Address (Optional - Required to be a South Dakota Address) | City   | State | ZIP+4 |

5. The names and business addresses of its principal officers and directors. Please place a check mark next to the name if the principal officer serves as a director.

|                                     |                     |                    |             |       |       |
|-------------------------------------|---------------------|--------------------|-------------|-------|-------|
| <input checked="" type="checkbox"/> | Lorraine Strickland | 3101 Sessions Road | Tallahassee | FL    | 32303 |
|                                     | President           | Street Address     | City        | State | ZIP+4 |
| <input type="checkbox"/>            | Barbara Gonzales    | 3101 Sessions Road | Tallahassee | FL    | 32303 |
|                                     | Vice President      | Street Address     | City        | State | ZIP+4 |
| <input type="checkbox"/>            | Patricia Neely      | 3101 Sessions Road | Tallahassee | FL    | 32303 |
|                                     | Secretary           | Street Address     | City        | State | ZIP+4 |
| <input type="checkbox"/>            | Debra Tougas        | 3101 Sessions Road | Tallahassee | FL    | 32303 |
|                                     | Treasurer           | Street Address     | City        | State | ZIP+4 |
| <input type="checkbox"/>            | Michael Sheridan    | 3101 Sessions Road | Tallahassee | FL    | 32303 |
|                                     | Director            | Street Address     | City        | State | ZIP+4 |
| <input type="checkbox"/>            | John Marks          | 3101 Sessions Road | Tallahassee | FL    | 32303 |
|                                     | Director            | Street Address     | City        | State | ZIP+4 |

Dated August 20, 2009

Hollis Hance  
(Signature of an authorized officer)

Hollis Hance  
(Printed Name)

Limited Duty Officer  
(Title)



**Fringe Benefits Management Company**  
**P. O. Box 1878**  
**Tallahassee, FL 32302**

**2009 Officers**

| <b><u>Full Name</u></b> | <b><u>Title</u></b>     | <b><u>Address</u></b>                        |
|-------------------------|-------------------------|----------------------------------------------|
| Lorraine Strickland     | President/CEO           | 3101 Sessions Road, Tallahassee FL 32303     |
| Debra Tougas            | Treas/<br>Sr. VP/ CFO   | 3101 Sessions Road, Tallahassee FL 32303     |
| Patricia Neely          | Secretary/CCO<br>Sr. VP | 3101 Sessions Road, Tallahassee FL 32303     |
| Barbara Gonzales        | Sr. VP, COO             | 3101 Sessions Road, Tallahassee, FL 32303    |
| Kim Farris              | VP                      | 3101 Sessions Road, Tallahassee FL 32303     |
| Lori Walsh              | VP                      | 780 W. Granada Blvd., Ormond Beach, FL 32174 |
| Fred Anderson           | VP                      | 3101 Sessions Road, Tallahassee FL 32303     |
| Susan Jones             | VP                      | 3101 Sessions Road, Tallahassee FL 32303     |
| Cheston Hall            | VP, CIO                 | 3101 Sessions Road, Tallahassee FL 32303     |
| Desso Forman            | VP                      | 3101 Sessions Road, Tallahassee, FL 32303    |

**2009 Directors**

| <b><u>Full Name</u></b> | <b><u>Title</u></b> | <b><u>Address</u></b>                    |
|-------------------------|---------------------|------------------------------------------|
| Michael H. Sheridan     | Chairman            | 3101 Sessions Road, Tallahassee FL 32303 |
| John R. Marks           | Director            | 3101 Sessions Road, Tallahassee FL 32303 |
| Agnes R. McMurray       | Director            | 3101 Sessions Road, Tallahassee FL 32303 |
| Lorraine Strickland     | Director            | 3101 Sessions Road, Tallahassee FL 32303 |
| Jerome Osteryoung       | Director            | 3101 Sessions Road, Tallahassee FL 32303 |
| William Law             | Director            | 3101 Sessions Road, Tallahassee FL 32303 |



310 1591 09/16/2010

Secretary of State Office  
500 E Capitol Ave  
Pierre, SD 57501  
(605)773-4845

2010

# ANNUAL REPORT

## Foreign

Please Type or Print Clearly in Ink

**FILING FEE: \$50** Make check payable to SECRETARY OF STATE

1. Corporate Name and Mailing Address:

FB014833  
FRINGE BENEFITS MANAGEMENT COMPANY  
PO BOX 1878  
TALLAHASSEE, FL 32302-1878

FILE DATE

9/13/10

RECEIPT NO

2065991

RECEIVED

SEP 13 2010

S.D. SEC. OF STATE

Telephone # (850) 425-6200

FAX # (850) 425-6220

FILING DATE: Due during the month  
the Certificate of Authority was issued,  
and delinquent after the last day of the  
following month.

2. The jurisdiction under whose law it is formed FLORIDA

3. The address of the principal executive office in or out of the State of South Dakota.

|                            |             |       |            |
|----------------------------|-------------|-------|------------|
| 3101 SESSIONS ROAD         | TALLAHASSEE | FL    | 32303      |
| Street Address             | City        | State | ZIP+4      |
| PO BOX 1878                | TALLAHASSEE | FL    | 32302-1878 |
| Mailing Address (Optional) | City        | State | ZIP+4      |

4. The name of the South Dakota Registered Agent CORPORATION SERVICE COMPANY

|                                                                    |        |       |       |
|--------------------------------------------------------------------|--------|-------|-------|
| 503 SOUTH PIERRE STREET                                            | PIERRE | SD    | 57501 |
| Street Address (Required to be a South Dakota Address)             | City   | State | ZIP+4 |
| Mailing Address (Optional - Required to be a South Dakota Address) | City   | State | ZIP+4 |

5. The names and business addresses of its principal officers and directors. Please place a check mark next to the name if the principal officer serves as a director.

|                                                         |                    |             |       |       |
|---------------------------------------------------------|--------------------|-------------|-------|-------|
| <input checked="" type="checkbox"/> LORRAINE STRICKLAND | 3101 SESSIONS ROAD | TALLAHASSEE | FL    | 32303 |
| President                                               | Street Address     | City        | State | ZIP+4 |
| <input type="checkbox"/> BARBARA GONZALES               | 3101 SESSIONS ROAD | TALLAHASSEE | FL    | 32303 |
| Vice President                                          | Street Address     | City        | State | ZIP+4 |
| <input type="checkbox"/> PATRICIA NEELY                 | 3101 SESSIONS ROAD | TALLAHASSEE | FL    | 32303 |
| Secretary                                               | Street Address     | City        | State | ZIP+4 |
| <input type="checkbox"/> DEBRA TOUGAS                   | 3101 SESSIONS ROAD | TALLAHASSEE | FL    | 32303 |
| Treasurer                                               | Street Address     | City        | State | ZIP+4 |
| <input type="checkbox"/> MICHAEL SHERIDAN               | 3101 SESSIONS ROAD | TALLAHASSEE | FL    | 32303 |
| Director                                                | Street Address     | City        | State | ZIP+4 |
| <input type="checkbox"/> JOHN MARKS                     | 3101 SESSIONS ROAD | TALLAHASSEE | FL    | 32303 |
| Director                                                | Street Address     | City        | State | ZIP+4 |

No person may execute this report knowing it is false in any material respect. Any violation is subject to a civil penalty.

Dated

9/7/2010

*Patricia Neely*  
(Signature of an Authorized Person)

PATRICIA NEELY

(Printed Name)



**Fringe Benefits Management Company**  
**P. O. Box 1878**  
**Tallahassee, FL 32302**

**2010 Officers**

| <b><u>Full Name</u></b> | <b><u>Title</u></b>     | <b><u>Address</u></b>                        |
|-------------------------|-------------------------|----------------------------------------------|
| Lorraine Strickland     | President/CEO           | 3101 Sessions Road, Tallahassee FL 32303     |
| Debra Tougas            | Treas/<br>Sr. VP/ CFO   | 3101 Sessions Road, Tallahassee FL 32303     |
| Patricia Neely          | Secretary/CCO<br>Sr. VP | 3101 Sessions Road, Tallahassee FL 32303     |
| Barbara Gonzales        | Sr. VP, COO             | 3101 Sessions Road, Tallahassee, FL 32303    |
| Kim Farris              | VP                      | 3101 Sessions Road, Tallahassee FL 32303     |
| Lori Walsh              | VP                      | 780 W. Granada Blvd., Ormond Beach, FL 32174 |
| Fred Anderson           | VP                      | 3101 Sessions Road, Tallahassee FL 32303     |
| Susan Jones             | VP                      | 3101 Sessions Road, Tallahassee FL 32303     |
| Cheston Hall            | VP, CIO                 | 3101 Sessions Road, Tallahassee FL 32303     |
| Desso Forman            | VP                      | 3101 Sessions Road, Tallahassee, FL 32303    |

**2010 Directors**

| <b><u>Full Name</u></b> | <b><u>Title</u></b> | <b><u>Address</u></b>                    |
|-------------------------|---------------------|------------------------------------------|
| Michael H. Sheridan     | Chairman            | 3101 Sessions Road, Tallahassee FL 32303 |
| John R. Marks           | Director            | 3101 Sessions Road, Tallahassee FL 32303 |
| Agnes R. McMurray       | Director            | 3101 Sessions Road, Tallahassee FL 32303 |
| Lorraine Strickland     | Director            | 3101 Sessions Road, Tallahassee FL 32303 |
| Jerome Osteryoung       | Director            | 3101 Sessions Road, Tallahassee FL 32303 |
| William Law             | Director            | 3101 Sessions Road, Tallahassee FL 32303 |



Receipt Number: 2121825File Number **FB014833****AMENDED\_CERTIFICATE\_OF\_AUTHORITY**

For

**FRINGE BENEFITS MANAGEMENT COMPANY changing its name to FBMC  
BENEFITS MANAGEMENT, INC. (FL)**

Filed at the request of:

LENA D LEWIS  
FBMC BENEFITS MANAGEMENT  
PO BOX 1878  
TALLAHASSEE FL 32302

*State of South Dakota*  
*Office of the Secretary of State*

Filed in the office of the Secretary of State on: **Tuesday, March 15, 2011**

Secretary of State

Fee Received: \$250.00

# State of South Dakota



## OFFICE OF THE SECRETARY OF STATE

### Amended Certificate of Authority

ORGANIZATIONAL ID #: FB014833

I, **Jason M. Gant**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Application for an Amended Certificate of Authority of **FRINGE BENEFITS MANAGEMENT COMPANY** **changing its name to FBMC BENEFITS MANAGEMENT, INC. (FL)** to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

**ACCORDINGLY** and by virtue of the authority vested in me by law, I hereby issue this Amended Certificate of Authority and attach hereto a duplicate of the application to transact business in this state.

**IN TESTIMONY WHEREOF**, I have hereunto set my hand and caused to be affixed the Great Seal of the State of South Dakota, in Pierre, the Capital City, this March 15, 2011.



**Jason Gant**  
Secretary of State

**Please Type or Print Clearly in Ink****FILING FEE: \$250** payable to SECRETARY OF STATE

Filed this 15<sup>th</sup> day of March 2011  
*James E. Gandy*  
 SECRETARY OF STATE

Telephone # (850) 425-6200  
FAX # \_\_\_\_\_

1. The name of the corporation is Fringe Benefits Management Company

2. The amended corporation name is FBMC Benefits Management, Inc.

3. State where incorporated Florida

4. Date of its incorporation is

5. The period of its duration Indefinitely

6. The address of its principal office (this is the address of the executive offices of the corporation),

|                    |             |       |       |
|--------------------|-------------|-------|-------|
| 3101 Sessions Road | Tallahassee | FL    | 32303 |
| Street Address     | City        | State | ZIP+4 |

| Mailing Address (Optional) | City | State | ZIP+4 |
|----------------------------|------|-------|-------|
|----------------------------|------|-------|-------|

7. Please complete only if there is a change to any of the registered agent information.

The South Dakota Registered Agent name

|                                                            |      |       |       |
|------------------------------------------------------------|------|-------|-------|
| Street Address or Rural Route Box Number in This State and | City | State | ZIP+4 |
|------------------------------------------------------------|------|-------|-------|

| Mailing Address in This State, if Different from Street Address | City | State | ZIP+4 |
|-----------------------------------------------------------------|------|-------|-------|
|-----------------------------------------------------------------|------|-------|-------|

When listing a Commercial Registered Agent, please state their CRA #.  
This number can be obtained from the Commercial Registered Agent.

8. The names and business addresses of its principal officers and directors. Please place a check mark next to the name if the principal officer serves as a director.

|                          |                |                |      |       |       |
|--------------------------|----------------|----------------|------|-------|-------|
| <input type="checkbox"/> | President      | Street Address | City | State | ZIP+4 |
| <input type="checkbox"/> | Vice President | Street Address | City | State | ZIP+4 |
| <input type="checkbox"/> | Secretary      | Street Address | City | State | ZIP+4 |
| <input type="checkbox"/> | Treasurer      | Street Address | City | State | ZIP+4 |
| <input type="checkbox"/> | Director       | Street Address | City | State | ZIP+4 |
| <input type="checkbox"/> | Director       | Street Address | City | State | ZIP+4 |
| <input type="checkbox"/> | Director       | Street Address | City | State | ZIP+4 |

The application must be signed by an authorized officer of the corporation.

Dated March 10, 2011

Patricia K Neely  
 (Signature of an authorized officer)  
Patricia K Neely  
 (Printed Name)  
VP & CCO  
 (Title)

# *State of Florida*

## *Department of State*

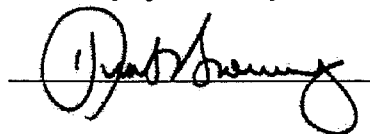
I certify from the records of this office that FBMC BENEFITS MANAGEMENT, INC. is a corporation organized under the laws of the State of Florida, filed on March 25, 1976.

The document number of this corporation is 499794.

I further certify that said corporation has paid all fees due this office through December 31, 2011, that its most recent annual report was filed on February 16, 2011, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

*Given under my hand and the Great Seal of  
Florida, at Tallahassee, the Capital, this the  
Seventeenth day of February, 2011*



***Secretary of State***



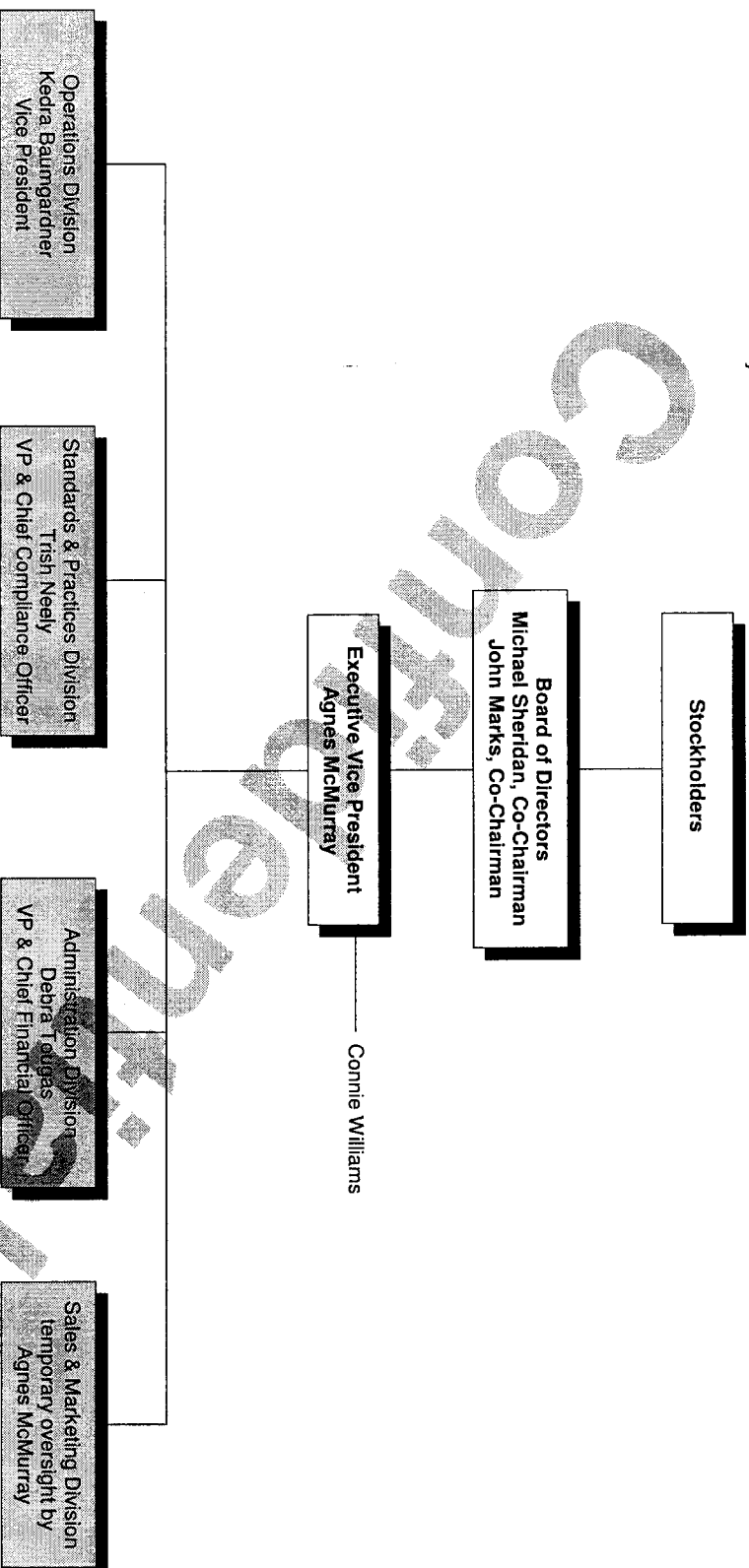
Authentication ID: 500194569175-021711-499794

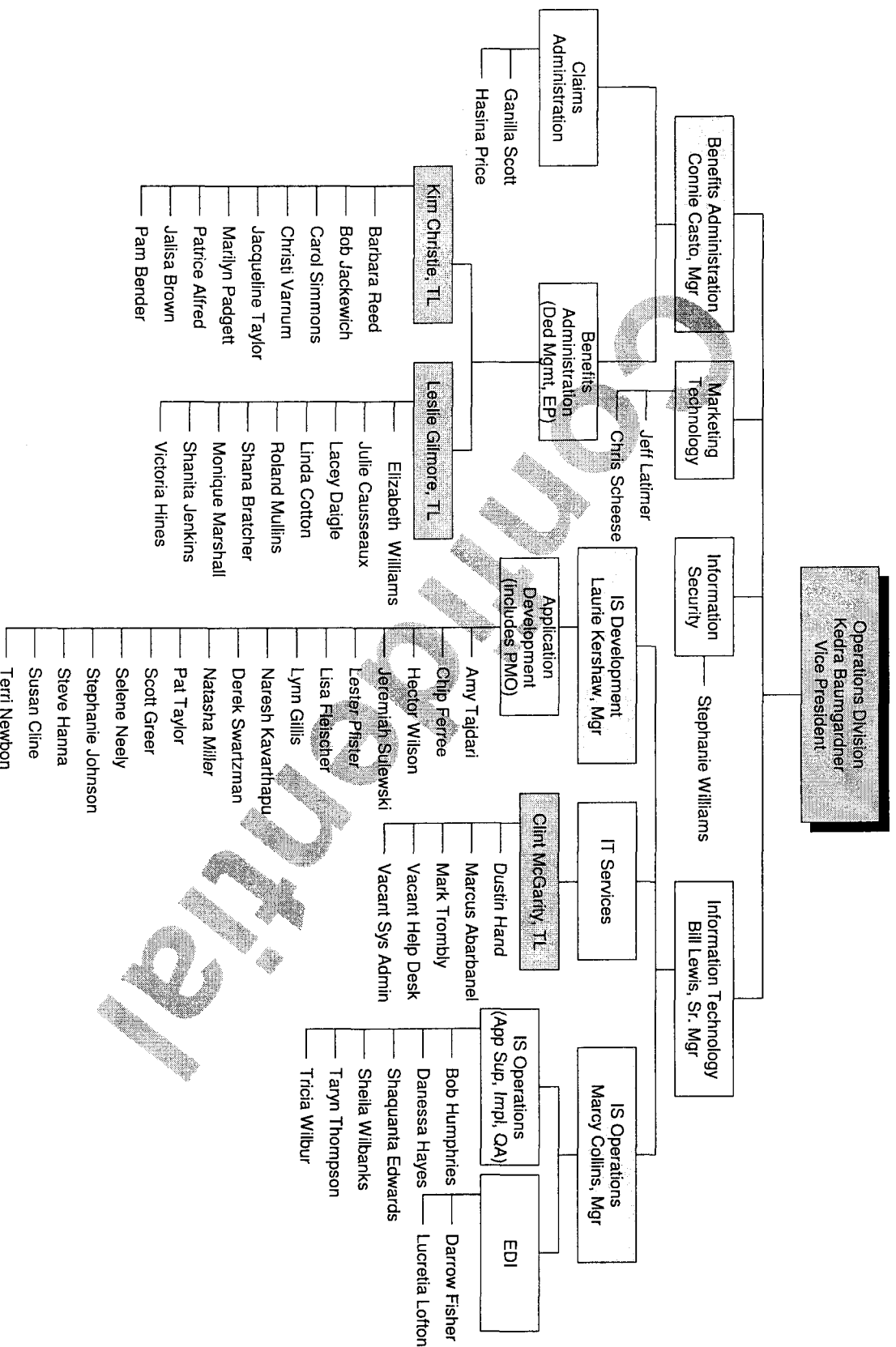
To authenticate this certificate, visit the following site, enter this ID, and then follow the instructions displayed.

<https://efile.sunbiz.org/certauthver.html>

# FBMC Benefits Management Organization Chart

As Of February 2011





Kim Christie, TL

- Barbara Reed
- Bob Jackewich
- Carol Simmons
- Christi Varnum
- Jacqueline Taylor
- Marilyn Padgett
- Patrice Alfred
- Jalisa Brown
- Pam Bender

Leslie Gilmore, TL

- Elizabeth Williams
- Julie Causseaux
- Lacey Daigle
- Linda Cotton
- Roland Mullins
- Shana Bratcher
- Monique Marshall
- Shanita Jenkins
- Victoria Hines

Standards & Practices Division  
Trish Neely  
VP & Chief Compliance Officer

Compliance &  
Risk Mgmt

Florrie Jones  
Lena Lewis

Administration Division  
Debra Tougas  
VP & Chief Financial Officer

Corporate Finance

Joann Maxwell, TL

Amy Gordon  
Paula Powell  
Priscilla McBride

Betty Watford, TL

Cameron Huff  
Mark Mitcham  
Tiffany Lee  
Martina Oaten

Retirement Services  
Holly Hance, Mgr

Matt Coniglio  
Rosalia Palomo-Rodriguez  
Toni Milton

HR & Quality Improvement  
Barbara Hinson, Sr Mgr

HR & Facilities  
Rachel Young, Mgr

Facilities Mgmt

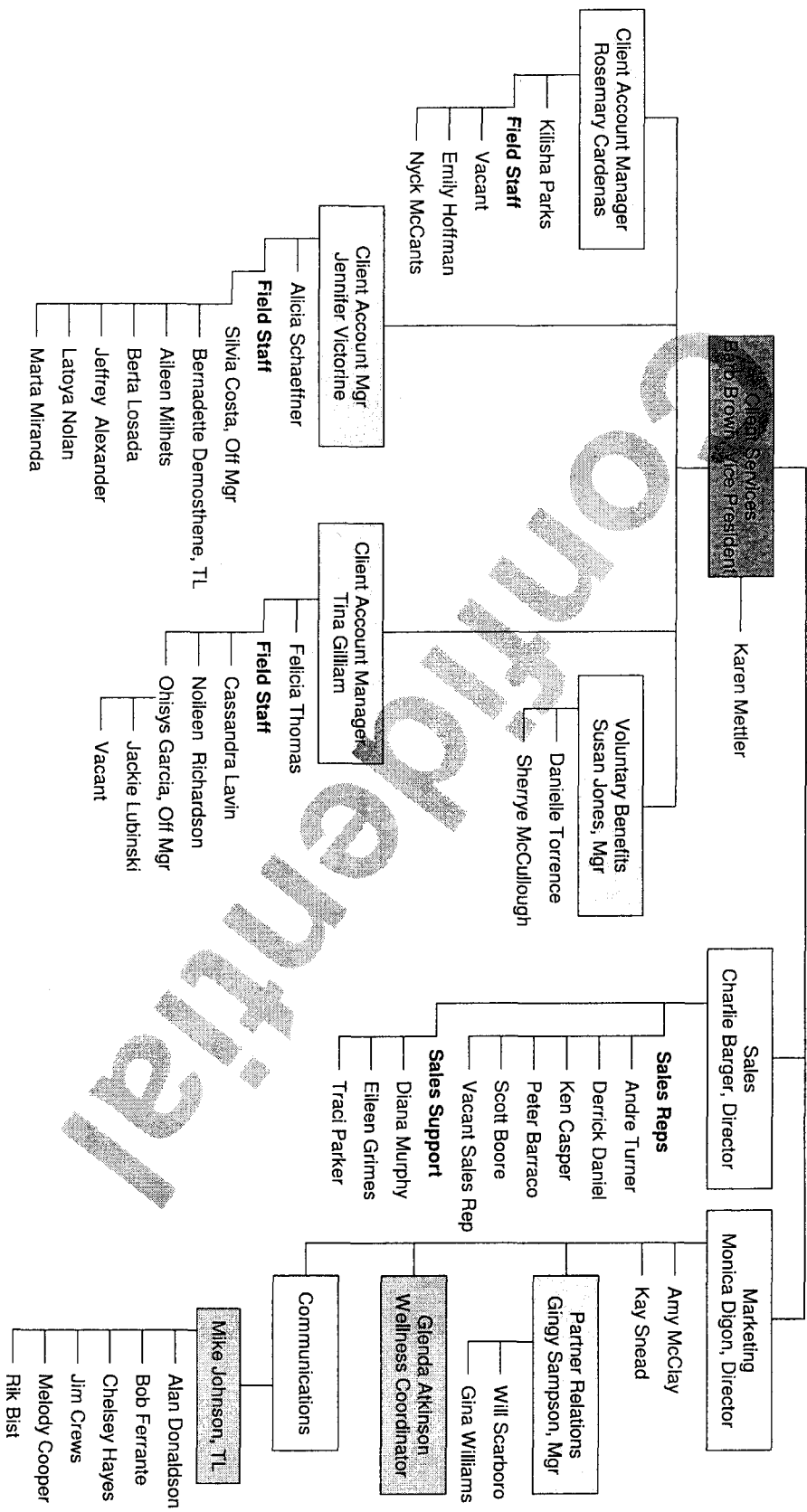
Dor Gaslo, TL

Geoffrey Wilbur  
Ken Colston  
Percy Harris

Human Resources

Debbi McClanahan  
Kristin Peacock

**Sales & Marketing Division**  
temporary oversight by  
Agnes McMurray



# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on November 29, 2010, to Articles of Incorporation for FRINGE BENEFITS MANAGEMENT COMPANY which changed its name to FBMC BENEFITS MANAGEMENT, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 499794.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this the  
Twenty-ninth day of November, 2010



CR2E022 (01-07)

*Dawn K. Roberts*  
Dawn K. Roberts  
Secretary of State

2011

Enter Filing Year

## ANNUAL REPORT

FILE DATE 09/02/2011

Secretary of State Office

500 E Capitol Ave

Pierre, SD 57501

(605)773-4845

## FOREIGN

FILING FEE: \$50.00 Please Type or Print Clearly In Ink Make check payable to SECRETARY OF STATE

RECEIPT NO 1279

1. Corporate Name and Address:

FB014833

FBMC BENEFITS MANAGEMENT, INC.

3101 SESSIONS ROAD

TALLAHASSEE, FL32303-2874

2. The jurisdiction under whose law it is formed FLORIDA

3. The address of the principal executive office (business address).

3101 SESSIONS ROAD

Street Address

TALLAHASSEE

City

FL

State

32303-2874

ZIP+4

PO BOX 1878

Mailing Address

TALLAHASSEE

City

FL

State

32302-1878

ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: CORPORATION SERVICE COMPANY

503 SOUTH PIERRE STREET

Street Address or Rural Route Box Number in This State and

PIERRE

City

SD

State

57501-4522

ZIP+4

Mailing Address in This State, if Different from Street Address

City

State

ZIP+4

5. The names and business addresses of its principal officers and directors. Please place a check mark next to the name if the principal officer serves as a director.

☐

DAVID FAULKENBERRY

President

3101 SESSIONS ROAD

Street Address

TALLAHASSEE

City

FL

State

32303

ZIP+4

☐

Vice President

Street Address

City

State

ZIP+4

☐

PATRICIA NEELY

Secretary

3101 SESSIONS ROAD

Street Address

TALLAHASSEE

City

FL

State

32303

ZIP+4

☐

DEBRA TOUGAS

Treasurer

3101 SESSIONS ROAD

Street Address

TALLAHASSEE

City

FL

State

32303

ZIP+4

☐

MICHAEL SHERIDAN

Director

3101 SESSIONS ROAD

Street Address

TALLAHASSEE

City

FL

State

32303

ZIP+4

☐

JOHN MARKS

Director

3101 SESSIONS ROAD

Street Address

TALLAHASSEE

City

FL

State

32303

ZIP+4

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty.

By signing this form you agree to have both the fee and the form processed electronically.

Dated 09/02/2011

Signature Accepted Electronically

(Signature of an Authorized Person)

PATRICIA NEELY

(Printed Name)

9/2/2011 12:49:18PM

2012

Enter Filing Year

## ANNUAL REPORT

Secretary of State Office  
500 E Capitol Ave  
Pierre, SD 57501  
(605)773-4845

## FOREIGN

Please Type or Print Clearly In Ink

FILING FEE: \$50.00 Make check payable to SECRETARY OF STATE

FILE 8/23/2012

RECEIPT NO 59557

## 1. Corporate Name and Address:

FB014833  
FBMC BENEFITS MANAGEMENT, INC.  
3101 SESSIONS ROAD  
TALLAHASSEE, FL 32303-2874

2. The jurisdiction under whose law it is formed FLORIDA

## 3. The address of the principal executive office (business address).

|                    |             |       |            |
|--------------------|-------------|-------|------------|
| 3101 SESSIONS ROAD | TALLAHASSEE | FL    | 32303-2874 |
| Street Address     | City        | State | ZIP+4      |
| PO BOX 1878        | TALLAHASSEE | FL    | 32302-1878 |
| Mailing Address    | City        | State | ZIP+4      |

## 4. The name of the South Dakota Registered Agent

Agent Name: CORPORATION SERVICE COMPANY

|                                                                 |        |       |            |
|-----------------------------------------------------------------|--------|-------|------------|
| 503 SOUTH PIERRE STREET                                         | PIERRE | SD    | 57501-4522 |
| Street Address or Rural Route Box Number in This State and      | City   | State | ZIP+4      |
| Mailing Address in This State, if Different from Street Address | City   | State | ZIP+4      |

## 5. The names and business addresses of its principal officers and directors. Please place a check mark next to the name if the principal officer serves as a director.

|                                             |                    |             |       |       |
|---------------------------------------------|--------------------|-------------|-------|-------|
| <input type="checkbox"/> DAVID FAULKENBERRY | 3101 SESSIONS ROAD | TALLAHASSEE | FL    | 32303 |
| President                                   | Street Address     | City        | State | ZIP+4 |
| <input type="checkbox"/>                    |                    |             |       |       |
| Vice President                              | Street Address     | City        | State | ZIP+4 |
| <input type="checkbox"/> PATRICIA NEELY     | 3101 SESSIONS ROAD | TALLAHASSEE | FL    | 32303 |
| Secretary                                   | Street Address     | City        | State | ZIP+4 |
| <input type="checkbox"/> DEBRA TOUGAS       | 3101 SESSIONS ROAD | TALLAHASSEE | FL    | 32303 |
| Treasurer                                   | Street Address     | City        | State | ZIP+4 |
| <input type="checkbox"/> MICHAEL SHERIDAN   | 3101 SESSIONS ROAD | TALLAHASSEE | FL    | 32303 |
| Director                                    | Street Address     | City        | State | ZIP+4 |
| <input type="checkbox"/> JOHN MARKS         | 3101 SESSIONS ROAD | TALLAHASSEE | FL    | 32303 |
| Director                                    | Street Address     | City        | State | ZIP+4 |

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty.  
By signing this form you agree to have both the fee and the form processed electronically.

Date 08/23/2012

Signature Accepted Electronically

(Signature of an Authorized Person)

PATRICIA NEELY

(Printed Name)

2013

Enter Filing Year

## ANNUAL REPORT

Secretary of State Office  
500 E Capitol Ave  
Pierre, SD 57501  
(605)773-4845

## FOREIGN

Please Type or Print Clearly In Ink

FILING FEE: \$50.00 Make check payable to SECRETARY OF STATE

FILE 9/13/2013

RECEIPT NO 140266

## 1. Corporate Name and Address:

FB014833  
FBMC BENEFITS MANAGEMENT, INC.  
3101 SESSIONS ROAD  
TALLAHASSEE, FL 32303-2874

2. The jurisdiction under whose law it is formed FLORIDA

## 3. The address of the principal executive office (business address).

|                    |             |       |            |
|--------------------|-------------|-------|------------|
| 3101 SESSIONS ROAD | TALLAHASSEE | FL    | 32303-2874 |
| Street Address     | City        | State | ZIP+4      |
| PO BOX 1878        | TALLAHASSEE | FL    | 32302-1878 |
| Mailing Address    | City        | State | ZIP+4      |

## 4. The name of the South Dakota Registered Agent

Agent Name: CORPORATION SERVICE COMPANY

|                                                                 |        |       |            |
|-----------------------------------------------------------------|--------|-------|------------|
| 503 SOUTH PIERRE STREET                                         | PIERRE | SD    | 57501-4522 |
| Street Address or Rural Route Box Number in This State and      | City   | State | ZIP+4      |
| Mailing Address in This State, if Different from Street Address | City   | State | ZIP+4      |

## 5. The names and business addresses of its principal officers and directors. Please place a check mark next to the name if the principal officer serves as a director.

|                                             |                    |             |       |       |
|---------------------------------------------|--------------------|-------------|-------|-------|
| <input type="checkbox"/> DAVID FAULKENBERRY | 3101 SESSIONS ROAD | TALLAHASSEE | FL    | 32303 |
| President                                   | Street Address     | City        | State | ZIP+4 |
| <input type="checkbox"/>                    |                    |             |       |       |
| Vice President                              | Street Address     | City        | State | ZIP+4 |
| <input type="checkbox"/> PATRICIA NEELY     | 3101 SESSIONS ROAD | TALLAHASSEE | FL    | 32303 |
| Secretary                                   | Street Address     | City        | State | ZIP+4 |
| <input type="checkbox"/> DEBRA TOUGAS       | 3101 SESSIONS ROAD | TALLAHASSEE | FL    | 32303 |
| Treasurer                                   | Street Address     | City        | State | ZIP+4 |
| <input type="checkbox"/> MICHAEL SHERIDAN   | 3101 SESSIONS ROAD | TALLAHASSEE | FL    | 32303 |
| Director                                    | Street Address     | City        | State | ZIP+4 |
| <input type="checkbox"/> JOHN MARKS         | 3101 SESSIONS ROAD | TALLAHASSEE | FL    | 32303 |
| Director                                    | Street Address     | City        | State | ZIP+4 |

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty.  
By signing this form you agree to have both the fee and the form processed electronically.

Date 09/13/2013

Signature Accepted Electronically

(Signature of an Authorized Person)

PATRICIA K NEELY

(Printed Name)

2014

Enter Filing Year

## ANNUAL REPORT

Secretary of State Office  
500 E Capitol Ave  
Pierre, SD 57501  
(605)773-4845

## FOREIGN

Please Type or Print Clearly In Ink

FILING FEE: \$50.00 Make check payable to SECRETARY OF STATE

FILE DATE 9/12/2014

RECEIPT NO 231065

## 1. Corporate Name and Address:

FB014833  
FBMC BENEFITS MANAGEMENT, INC.  
3101 SESSIONS ROAD  
TALLAHASSEE, FL 32303

2. The jurisdiction under whose law it is formed FLORIDA

## 3. The address of the principal executive office (business address).

3101 SESSIONS ROAD TALLAHASSEE FL 32303

Street Address City State ZIP+4

Mailing Address City State ZIP+4

## 4. The name of the South Dakota Registered Agent

Agent Name: CORPORATION SERVICE COMPANY

503 SOUTH PIERRE STREET PIERRE SD 57501-4522

Street Address or Rural Route Box Number in This State and City State ZIP+4

Mailing Address in This State, if Different from Street Address City State ZIP+4

## 5. The names and business addresses of its principal officers and directors. Please place a check mark next to the name if the principal officer serves as a director.

|                                     |                    |                    |             |       |       |
|-------------------------------------|--------------------|--------------------|-------------|-------|-------|
| <input type="checkbox"/>            | DAVID FAULKENBERRY | 3101 SESSIONS ROAD | TALLAHASSEE | FL    | 32303 |
|                                     | President          | Street Address     | City        | State | ZIP+4 |
| <input type="checkbox"/>            | PATRICIA K NEELY   | 3101 SESSIONS ROAD | TALLAHASSEE | FL    | 32303 |
|                                     | Vice President     | Street Address     | City        | State | ZIP+4 |
| <input type="checkbox"/>            | DEBRA TOUGAS       | 3101 SESSIONS ROAD | TALLAHASSEE | FL    | 32303 |
|                                     | Treasurer          | Street Address     | City        | State | ZIP+4 |
| <input type="checkbox"/>            | JOHN R MARKS       | 3101 SESSIONS ROAD | TALLAHASSEE | FL    | 32303 |
|                                     | Director           | Street Address     | City        | State | ZIP+4 |
| <input type="checkbox"/>            | AGNES MCMURRAY     | 3101 SESSIONS ROAD | TALLAHASSEE | FL    | 32303 |
|                                     | Director           | Street Address     | City        | State | ZIP+4 |
| <input type="checkbox"/>            | PATRICIA K NEELY   | 3101 SESSIONS ROAD | TALLAHASSEE | FL    | 32303 |
|                                     | Secretary          | Street Address     | City        | State | ZIP+4 |
| <input checked="" type="checkbox"/> | MONICA DIGON       | 3101 SESSIONS ROAD | TALLAHASSEE | FL    | 32303 |
|                                     | Vice President     | Street Address     | City        | State | ZIP+4 |
| <input type="checkbox"/>            | MICHELLE ROBLETO   | 3101 SESSIONS ROAD | TALLAHASSEE | FL    | 32303 |
|                                     | Vice President     | Street Address     | City        | State | ZIP+4 |
| <input type="checkbox"/>            | JEROME OSTERYOUNG  | 3101 SESSIONS ROAD | TALLAHASSEE | FL    | 32303 |
|                                     | Director           | Street Address     | City        | State | ZIP+4 |



LAWRENCE DENNIS

3101 SESSIONS ROAD

TALLAHASSEE

FL

32303

Director

Street Address

City

State

ZIP+4

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty.  
By signing this form you agree to have both the fee and the form processed electronically.

Dated 09/12/2014

Signature Accepted Electronically

(Signature of an Authorized Person)

PATRICIA K NEELY

(Printed Name)

2015

## ANNUAL REPORT

Enter Filing Year

Secretary of State Office  
500 E Capitol Ave  
Pierre, SD 57501  
(605)773-4845

## FOREIGN

SDCL 47-27-18, 59-11-24

Please Type or Print Clearly In Ink

FILING FEE: \$50.00 Make check payable to SECRETARY OF STATE

FILE DATE 9/25/2015

RECEIPT NO 338513

Telephone # \_\_\_\_\_

## 1. Corporate Name and Address:

FB014833

FBMC BENEFITS MANAGEMENT, INC.

2. The jurisdiction under whose law it is formed FLORIDA

## 3. The address of the principal executive office (business address).

3101 SESSIONS ROAD TALLAHASSEE FL 32303

Actual Street Address or Rural Route Box Number City State ZIP+4

Mailing Address, if Different from Street Address City State ZIP+4

Email Address (Optional)

## 4. The name of the South Dakota Registered Agent

Agent Name: CORPORATION SERVICE COMPANY

503 SOUTH PIERRE STREET PIERRE SD 57501-4522

Actual Street Address or Rural Route Box Number in This State City State ZIP+4

Mailing Address in This State, if Different from Street Address City State ZIP+4

Email Address (Optional)

## 5. The names and business addresses of its principal officers and directors. Please place a check mark next to the name if the principal officer serves as a director.

☐

DAVID FAULKENBERRY

3101 SESSIONS ROAD

TALLAHASSEE

FL

32303

President

Actual Street Address

City

State

ZIP+4

☐

PATRICIA K NEELY

3101 SESSIONS ROAD

TALLAHASSEE

FL

32303

Vice President

Actual Street Address

City

State

ZIP+4

☐

PATRICIA K NEELY

3101 SESSIONS ROAD

TALLAHASSEE

FL

32303

Secretary

Actual Street Address

City

State

ZIP+4

☐

DEBRA TOUGAS

3101 SESSIONS ROAD

TALLAHASSEE

FL

32303

Treasurer

Actual Street Address

City

State

ZIP+4

|                                     |                   |                       |             |       |       |
|-------------------------------------|-------------------|-----------------------|-------------|-------|-------|
| <input type="checkbox"/>            | AGNES MCMURRAY    | 3101 SESSIONS ROAD    | TALLAHASSEE | FL    | 32303 |
| Director                            |                   | Actual Street Address | City        | State | ZIP+4 |
|                                     |                   |                       |             |       |       |
| <input type="checkbox"/>            | JOHN R MARKS      | 3101 SESSIONS ROAD    | TALLAHASSEE | FL    | 32303 |
| Director                            |                   | Actual Street Address | City        | State | ZIP+4 |
|                                     |                   |                       |             |       |       |
| <input checked="" type="checkbox"/> | MICHAEL SHERIDAN  | 3101 SESSIONS ROAD    | TALLAHASSEE | FL    | 32303 |
| Director                            |                   | Actual Street Address | City        | State | ZIP+4 |
|                                     |                   |                       |             |       |       |
| <input type="checkbox"/>            | MARY ROBLETO      | 3101 SESSIONS ROAD    | TALLAHASSEE | FL    | 32303 |
| Vice President                      |                   | Actual Street Address | City        | State | ZIP+4 |
|                                     |                   |                       |             |       |       |
| <input type="checkbox"/>            | JEROME OSTERYOUNG | 3101 SESSIONS ROAD    | TALLAHASSEE | FL    | 32303 |
| Director                            |                   | Actual Street Address | City        | State | ZIP+4 |
|                                     |                   |                       |             |       |       |
| <input type="checkbox"/>            | LAWRENCE DENNIS   | 3101 SESSIONS ROAD    | TALLAHASSEE | FL    | 32303 |
| Director                            |                   | Actual Street Address | City        | State | ZIP+4 |

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty.

Dated

Email   
(Optional)

Signature Accepted Electronically  
(Signature of an Authorized Person)  
  
(Printed Name)

2016

Enter Filing Year

Secretary of State Office  
500 E Capitol Ave  
Pierre, SD 57501  
(605)773-4845

ANNUAL REPORT  
**FOREIGN CORPORATION**

SDCL 59-11-24, 24.1

Please Type or Print Clearly In Ink

**FILING FEE: \$50.00** Make check payable to SECRETARY OF STATE

FILE DATE 9/2/2016

RECEIPT NO 451572

## 1. Corporate ID and Name:

FB014833

Enter Corporate ID

FBMC BENEFITS MANAGEMENT, INC.

Enter Corporate Name

2. The jurisdiction under whose law it is formed FLORIDA

## 3. The address of the principal executive office (business address).

3101 SESSIONS ROAD TALLAHASSEE FL 32303

Actual Street Address or Rural Route Box Number City State ZIP+4

Mailing Address, if Different from Street Address City State ZIP+4

## 4. The name of the South Dakota Registered Agent

Agent Name: CORPORATION SERVICE COMPANY

503 SOUTH PIERRE STREET PIERRE SD 57501

Actual Street Address or Rural Route Box Number in This State City State ZIP+4

Mailing Address in This State, if Different from Street Address City State ZIP+4

## 5. The names and business addresses of its principal officers and directors (governors). If, pursuant to SDCL 47-1A-732(1), the board of directors has been eliminated, list the names of the shareholders.

|                          |                     |                       |             |       |       |
|--------------------------|---------------------|-----------------------|-------------|-------|-------|
| <input type="checkbox"/> | AGNES ROSE MCMURRAY | 3101 SESSIONS ROAD    | TALLAHASSEE | FL    | 32303 |
| Director                 |                     | Actual Street Address | City        | State | ZIP+4 |

|                          |                    |                       |             |       |       |
|--------------------------|--------------------|-----------------------|-------------|-------|-------|
| <input type="checkbox"/> | DAVID FAULKENBERRY | 3101 SESSIONS ROAD    | TALLAHASSEE | FL    | 32303 |
| President                |                    | Actual Street Address | City        | State | ZIP+4 |

|                          |                   |                       |             |       |       |
|--------------------------|-------------------|-----------------------|-------------|-------|-------|
| <input type="checkbox"/> | DEBRA LYNN TOUGAS | 3101 SESSIONS ROAD    | TALLAHASSEE | FL    | 32303 |
| Treasurer                |                   | Actual Street Address | City        | State | ZIP+4 |

|                          |                          |                       |             |       |       |
|--------------------------|--------------------------|-----------------------|-------------|-------|-------|
| <input type="checkbox"/> | JEROME STUART OSTERYOUNG | 3101 SESSIONS ROAD    | TALLAHASSEE | FL    | 32303 |
| Director                 |                          | Actual Street Address | City        | State | ZIP+4 |

|                          |              |                       |             |       |       |
|--------------------------|--------------|-----------------------|-------------|-------|-------|
| <input type="checkbox"/> | JOHN R MARKS | 3101 SESSIONS ROAD    | TALLAHASSEE | FL    | 32303 |
| Director                 |              | Actual Street Address | City        | State | ZIP+4 |

|                          |                        |                       |             |       |       |
|--------------------------|------------------------|-----------------------|-------------|-------|-------|
| <input type="checkbox"/> | LAWRENCE CARL DENNIS   | 3101 SESSIONS ROAD    | TALLAHASSEE | FL    | 32303 |
|                          | Director               | Actual Street Address | City        | State | ZIP+4 |
| <input type="checkbox"/> | MARY MICHELLE ROBLETO  | 3101 SESSIONS ROAD    | TALLAHASSEE | FL    | 32303 |
|                          | Vice President         | Actual Street Address | City        | State | ZIP+4 |
| <input type="checkbox"/> | MICHAEL HUGH SHERIDAN  | 3101 SESSIONS ROAD    | TALLAHASSEE | FL    | 32303 |
|                          | Director               | Actual Street Address | City        | State | ZIP+4 |
| <input type="checkbox"/> | PATRICIA KATHRYN NEELY | 3101 SESSIONS ROAD    | TALLAHASSEE | FL    | 32303 |
|                          | Secretary              | Actual Street Address | City        | State | ZIP+4 |

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty (SDCL 47-1A-129).

Dated

Signature Accepted Electronically

(Signature of an Authorized Person)

PATRICIA KATHRYN NEELY

(Printed Name)

\*By signing this form you agree to have both the fee and the form processed electronically.  
A fee of up to \$40 will be assessed for returned payments.

9/2/2016 8:07:34 AM