Form **990-EZ**

Department of the Treasury
Internal Revenue Service

Short Form
Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ Sponsoring organizations of donor advised funds, organizations that operate one or more hospital facilities, and certain controlling organizations as defined in section 512(b)(13) must file Form 990 All other organizations with gross receipts less than $200,000 and total assets less than $500,000 at the end of the year may use this form

▶ *The organization may have to use a copy of this return to satisfy state reporting requirements.*

OMB No 1545-1150

2010

Open to Public Inspection

A For the 2010 calendar year, or tax year beginning DEC 1, 2010 **and ending** NOV 30, 2011

B Check if applicable
- [ ] Address change
- [ ] Name change
- [ ] Initial return
- [ ] Terminated
- [ ] Amended return
- [ ] Application pending

C Name of organization
IIANC EDUCATION FOUNDATION,INC.-FORMERLY
SOUTHEASTERN INSURANCE INSTITUTE, INC.

Number and street (or P.O. box, if mail is not delivered to street address) | Room/suite
PO BOX 1165

City or town, state or country, and ZIP + 4
CARY, NC 27512-1165

D Employer identification number
58-1311077

E Telephone number
919-828-4371

F Group Exemption Number ▶

G Accounting Method: [ ] Cash [X] Accrual Other (specify) ▶

H Check ▶ [ ] if the organization is **not** required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

I **Website:** ▶ 1

J **Tax-exempt status** (check only one) — [X] 501(c)(3) [ ] 501(c) ( ) ◀(insert no.) [ ] 4947(a)(1) or [ ] 527

K Check ▶ [ ] if the organization is not a section 509(a)(3) supporting organization **and** its gross receipts are normally **not** more than $50,000. A Form 990-EZ or Form 990 return is not required though Form 990-N (e-postcard) may be required (see instructions). But if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are $200,000 or more, or if total assets (Part II, line 25, column (B) below) are $500,000 or more, file Form 990 instead of Form 990-EZ ▶ $ 109,464.

Part I **Revenue, Expenses, and Changes in Net Assets or Fund Balances** (see the instructions for Part I.)

Check if the organization used Schedule O to respond to any question in this Part I [X]

Revenue	1	Contributions, gifts, grants, and similar amounts received			1	108,545.
	2	Program service revenue including government fees and contracts			2	
	3	Membership dues and assessments			3	
	4	Investment income SEE SCHEDULE O			4	898.
	5a	Gross amount from sale of assets other than inventory	5a	21.		
	b	Less: cost or other basis and sales expenses	5b	42.		
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)			5c	-21.
	6	Gaming and fundraising events				
	a	Gross income from gaming (attach Schedule G if greater than $15,000)	6a			
	b	Gross income from fundraising events (not including $ of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds $15,000)	6b			
	c	Less: direct expenses from gaming and fundraising events	6c			
	d	Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c)			6d	
	7a	Gross sales of inventory, less returns and allowances	7a			
	b	Less: cost of goods sold	7b			
	c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)			7c	
	8	Other revenue (describe in Schedule O)			8	
	9	**Total revenue.** Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8 ▶			9	109,422.
Expenses	10	Grants and similar amounts paid (list in Schedule O) SEE SCHEDULE O			10	10,791.
	11	Benefits paid to or for members			11	
	12	Salaries, other compensation, and employee benefits			12	
	13	Professional fees and other payments to independent contractors			13	14,310.
	14	Occupancy, rent, utilities, and maintenance			14	
	15	Printing, publications, postage, and shipping			15	
	16	Other expenses (describe in Schedule O) SEE SCHEDULE O			16	1,923.
	17	**Total expenses.** Add lines 10 through 16 ▶			17	27,024.
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)			18	82,398.
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)			19	77,299.
	20	Other changes in net assets or fund balances (explain in Schedule O)			20	0.
	21	Net assets or fund balances at end of year. Combine lines 18 through 20 ▶			21	159,697.

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LHA **For Paperwork Reduction Act Notice, see the separate instructions.** Form **990-EZ** (2010)

98 18

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Part II **Balance Sheets.** (see the instructions for Part II.)

Check if the organization used Schedule O to respond to any question in this Part II [X]

		(A) Beginning of year		(B) End of year
22	Cash, savings, and investments	45,064.	22	136,175.
23	Land and buildings		23	
24	Other assets (describe in Schedule O) SEE SCHEDULE O	32,235.	24	36,252.
25	**Total assets**	77,299.	25	172,427.
26	**Total liabilities** (describe in Schedule O) SEE SCHEDULE O	0.	26	12,730.
27	**Net assets or fund balances** (line 27 of column (B) **must** agree with line 21)	77,299.	27	159,697.

Part III **Statement of Program Service Accomplishments** (see the instructions for Part III.)

Check if the organization used Schedule O to respond to any question in this Part III [X]

What is the organization's primary exempt purpose? SEE SCHEDULE O

Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title.

Expenses (Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts; optional for others.)

			Expenses
28	PROMOTION AND DEVELOPMENT OF EDUCATION IN THE INSURANCE INDUSTRY (Grants $ 10,781.) If this amount includes foreign grants, check here ▶ [ ]	28a	
29	(Grants $) If this amount includes foreign grants, check here ▶ [ ]	29a	
30	(Grants $) If this amount includes foreign grants, check here ▶ [ ]	30a	
31	Other program services (describe in Schedule O) (Grants $) If this amount includes foreign grants, check here ▶ [ ]	31a	
32	**Total program service expenses** (add lines 28a through 31a) ▶	32	0.

Part IV **List of Officers, Directors, Trustees, and Key Employees.** List each one even if not compensated (see the instructions for Part IV)

Check if the organization used Schedule O to respond to any question in this Part IV [ ]

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-.)	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
THOMAS S. MARSHALL	CHAIR 0.50	0.	0.	0.
JASON BYERS	VICE CHAIR 0.50	0.	0.	0.
LORRAINE MORRIS	TREASURER 0.50	0.	0.	0.
STEVE DOZIER	MEMBER 0.25	0.	0.	0.
ROBERT CLEVE FOLGER	MEMBER 0.25	0.	0.	0.
DENNIS HOUCK	MEMBER 0.25	0.	0.	0.
ROBERT MCLVER	MEMBER 0.25	0.	0.	0.
JAMES MOZINGO	MEMBER 0.25	0.	0.	0.
DONNA WATSON	MEMBER 0.25	0.	0.	0.
ROYCE HENDERSON	STAFF LIAISON 0.50	0.	0.	0.
DIANE BALDWIN	STAFF LIAISON 0.50	0.	0.	0.

Part V **Other Information** (Note the statement requirements in the instructions for Part V.)

Check if the organization used Schedule O to respond to any question in this Part V [X]

			Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O	33		X
34	Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name. Otherwise, explain the change on Schedule O (see instructions)	34	X	
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but **not** reported on Form 990-T, explain in Schedule O why the organization did not report the income on Form 990-T.			
a	Did the organization have unrelated business gross income of $1,000 or more or was it a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements?	35a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	35b	N/A	
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N	36		X
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a 0.			
b	Did the organization file **Form 1120-POL** for this year?	37b		X
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee **or** were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?	38a		X
b	If "Yes," complete Schedule L, Part II and enter the total amount involved — 38b N/A			
39	Section 501(c)(7) organizations. Enter:			
a	Initiation fees and capital contributions included on line 9 — 39a N/A			
b	Gross receipts, included on line 9, for public use of club facilities — 39b N/A			
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ 0. ; section 4912 ▶ 0. ; section 4955 ▶ 0.			
b	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year, or did it engage in an excess benefit transaction in a prior year, that has not been reported on any of its prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	40b		X
c	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0.			
d	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization ▶ 0.			
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T	40e		X

41 List the states with which a copy of this return is filed. ▶ NONE

42a The organization's books are in care of ▶ ROYCE HENDERSON Telephone no. ▶ 919-863-6512

Located at ▶ CARY, NC ZIP + 4 ▶ 27512

			Yes	No
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	42b		X
	If "Yes," enter the name of the foreign country: ▶			
	See the instructions for exceptions and filing requirements for **Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.**			
c	At any time during the calendar year, did the organization maintain an office outside of the U.S.?	42c		X
	If "Yes," enter the name of the foreign country: ▶			

43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of **Form 1041** - Check here ▶ [ ]
and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43 N/A

			Yes	No
44a	Did the organization maintain any donor advised funds during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ	44a		X
b	Did the organization operate one or more hospital facilities during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ	44b		X
c	Did the organization receive any payments for indoor tanning services during the year?	44c		X
d	If "Yes" to line 44c, has the organization filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*	44d		

			Yes	No
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)?	45		X
a	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ	45a		X
46	Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	46		X

Part VI **Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only.** All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 47-49b and 52, and complete the tables for lines 50 and 51.

Check if the organization used Schedule O to respond to any question in this Part VI ☐

			Yes	No
47	Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	47		X
48	Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	48		X
49a	Did the organization make any transfers to an exempt non-charitable related organization?	49a		X
b	If "Yes," was the related organization a section 527 organization?	49b		

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than $100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than $100,000 NONE	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances

f Total number of other employees paid over $100,000 ▶

51 Complete this table for the organization's five highest compensated independent contractors who each received more than $100,000 of compensation from the organization. If there is none, enter "None." NONE

(a) Name and address of each independent contractor paid more than $100,000	(b) Type of service	(c) Compensation

d Total number of other independent contractors each receiving over $100,000 ▶

52 Did the organization complete Schedule A? **Note:** All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A ▶ [X] Yes ☐ No

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here

▶ Thomas S. Marshall — Signature of officer — Date 06/26/2012

▶ THOMAS S. MARSHALL, CHAIR — Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SANDY P. NEWELL	SANDY P. NEWELL	06/12/12		

Firm's name ▶ FURR & NEWELL, LLP — Firm's EIN ▶

Firm's address ▶ 4900 FALLS OF NEUSE RD - SUITE 220 RALEIGH, NC 27609 — Phone no. 919-862-0004

May the IRS discuss this return with the preparer shown above? See instructions ▶ ☐ Yes ☐ No

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047
2010
Open to Public Inspection

Name of the organization: IIANC EDUCATION FOUNDATION, INC.-FORMERLY SOUTHEASTERN INSURANCE INSTITUTE, INC.

Employer identification number: 58-1311077

Part I **Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

1 [ ] A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
2 [ ] A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
3 [ ] A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
4 [ ] A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: ______
5 [ ] An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
6 [ ] A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
7 [ ] An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
8 [ ] A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
9 [X] An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III.)
10 [ ] An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
11 [ ] An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a [ ] Type I b [ ] Type II c [ ] Type III - Functionally integrated d [ ] Type III - Other

e [ ] By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box . . . [ ]

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)		
(ii) A family member of a person described in (i) above?	11g(ii)		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document? Yes	No	(v) Did you notify the organization in col. (i) of your support? Yes	No	(vi) Is the organization in col. (i) organized in the U.S.? Yes	No	(vii) Amount of support
Total									

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2010

032021 12-21-10

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 **Total support.** Add lines 7 through 10						

12 Gross receipts from related activities, etc (see instructions) | 12 |

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f)) | 14 | %

15 Public support percentage from 2009 Schedule A, Part II, line 14 | 15 | %

16a **33 1/3% support test - 2010.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support test - 2009.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% -facts-and-circumstances test - 2010.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

b **10% -facts-and-circumstances test - 2009.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	3,871.	9,262.		140.	108,545.	121,818.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5	3,871.	9,262.		140.	108,545.	121,818.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						0.
c Add lines 7a and 7b						0.
8 **Public support** (Subtract line 7c from line 6.)						121,818.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6	3,871.	9,262.		140.	108,545.	121,818.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	4,547.	1,328.	495.	566.	898.	7,834.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	4,547.	1,328.	495.	566.	898.	7,834.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 **Total support** (Add lines 9, 10c, 11, and 12.)	8,418.	10,590.	495.	706.	109,443.	129,652.

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15	Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	93.96 %
16	Public support percentage from 2009 Schedule A, Part III, line 15	16	86.22 %

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2010** (line 10c, column (f) divided by line 13, column (f))	17	6.04 %
18	Investment income percentage from **2009** Schedule A, Part III, line 17	18	13.78 %

19a **33 1/3% support tests - 2010.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☒

b **33 1/3% support tests - 2009.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

SCHEDULE O (Form 990 or 990-EZ) Department of the Treasury Internal Revenue Service	**Supplemental Information to Form 990 or 990-EZ** Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information. ▶ Attach to Form 990 or 990-EZ.	OMB No 1545-0047 **2010** Open to Public Inspection

Name of the organization	IIANC EDUCATION FOUNDATION,INC.-FORMERLY SOUTHEASTERN INSURANCE INSTITUTE, INC.	Employer identification number 58-1311077

FORM 990-EZ, PART I, LINE 4, OTHER INVESTMENT INCOME:

DESCRIPTION OF PROPERTY:	AMOUNT:
DIVIDEND INCOME	898.

FORM 990-EZ, PART I, LINE 10, GRANTS AND ALLOCATIONS:

ACTIVITY CLASSIFICATION: EDUCATION AWARD

GRANTEE NAME: TWIN CITY INSURANCE AGENCY

GRANTEE ADDRESS: 29 S COLLEGE AVE NEWTON, NC 28658

GRANTEE RELATIONSHIP: NONE

DATE OF GIFT: 99/99/99

AMOUNT GIVEN: 5,000.

ACTIVITY CLASSIFICATION: SCHOLARSHIP

GRANTEE NAME: GRANITE INSURANCE AGENCY

GRANTEE ADDRESS: 91 N MAIN ST GRANITE FALLS, NC 28630

GRANTEE RELATIONSHIP: NONE

DATE OF GIFT: 99/99/99

AMOUNT GIVEN: 4,891.

ACTIVITY CLASSIFICATION: SCHOLARSHIPS

GRANTEE RELATIONSHIP: NONE

DATE OF GIFT: 99/99/99

AMOUNT GIVEN: 900.

TOTAL INCLUDED ON FORM 990-EZ, LINE 10 10,791.

SCHEDULE O (Form 990 or 990-EZ) Department of the Treasury Internal Revenue Service	Supplemental Information to Form 990 or 990-EZ Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information. ▶ Attach to Form 990 or 990-EZ.	OMB No 1545-0047 2010 Open to Public Inspection

Name of the organization	IIANC EDUCATION FOUNDATION,INC.-FORMERLY SOUTHEASTERN INSURANCE INSTITUTE, INC.	Employer identification number 58-1311077

FORM 990-EZ, PART I, LINE 16, OTHER EXPENSES:

DESCRIPTION OF OTHER EXPENSES:	AMOUNT:
BANK CHARGES	51.
DIRECTORS MEETINGS	1,514.
UNREALIZED LOSS ON INVESTMENTS	358.
TOTAL TO FORM 990-EZ, LINE 16	1,923.

FORM 990-EZ, PART II, LINE 24, OTHER ASSETS:

DESCRIPTION	BEG. OF YEAR	END OF YEAR
INVESTMENTS	32,235.	36,252.

FORM 990-EZ, PART II, LINE 26, OTHER LIABILITIES:

DESCRIPTION	BEG. OF YEAR	END OF YEAR
ACCOUNTS PAYABLE	0.	12,730.

FORM 990-EZ, PART III, PRIMARY EXEMPT PURPOSE - TO PROMOTE AND DEVELOP EDUCATION IN THE INSURANCE INDUSTRY.

FORM 990-EZ, PART V, INFORMATION REGARDING PERSONAL BENEFIT CONTRACTS:
THE ORGANIZATION DID NOT, DURING THE YEAR, RECEIVE ANY FUNDS, DIRECTLY, OR INDIRECTLY, TO PAY PREMIUMS ON A PERSONAL BENEFIT CONTRACT.
THE ORGANIZATION, DID NOT, DURING THE YEAR, PAY ANY PREMIUMS, DIRECTLY, OR INDIRECTLY, ON A PERSONAL BENEFIT CONTRACT.

Form **8868** (Rev. January 2011) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print

File by the due date for filing your return See instructions

Name of exempt organization: IIANC EDUCATION FOUNDATION,INC.-FORMERLY SOUTHEASTERN INSURANCE INSTITUTE, INC.

Employer identification number: 58-1311077

Number, street, and room or suite no. If a P.O box, see instructions.: PO BOX 1165

City, town or post office, state, and ZIP code. For a foreign address, see instructions.: CARY, NC 27512-1165

Enter the Return code for the return that this application is for (file a separate application for each return) . . . 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ ROYCE HENDERSON CARY, NC - 27512

Telephone No ▶ 919-863-6512 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until JULY 15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [ ] calendar year ______ or

▶ [X] tax year beginning DEC 1, 2010, and ending NOV 30, 2011.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 0.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 1-2011)

023841 01-16-12

NORTH CAROLINA
Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF AMENDMENT

OF

**SOUTHEASTERN INSURANCE INSTITUTE
WHICH CHANGED ITS NAME TO
IIANC EDUCATION FOUNDATION, INC.**

the original of which was filed in this office on the 19th day of April, 2012

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 19th day of April, 2012

Elaine F. Marshall

Secretary of State

Document Id: C201210000034

5 These articles will be effective upon filing, unless a date and/or time is specified ________________

This the 9 day of March, 20 12

Southeastern Insurance Institute
Name of Corporation

Thomas S Marshall
Signature

Thomas S Marshall, Chairman of the Board
Type or Print Name and Title

Notes
1 Filing fee is $25 This document and one exact or conformed copy of these articles must be filed with the Secretary of State

NORTH CAROLINA
Department of the Secretary of State

To all whom these presents shall come, Greetings:

I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF AMENDMENT

OF

HANC EDUCATION FOUNDATION, INC.

the original of which was filed in this office on the 15th day of May, 2012.

Scan to verify online

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 15th day of May, 2012.

Elaine F. Marshall

Secretary of State

AMENDED AND RESTATED

ARTICLES OF INCORPORATION OF

SOUTHEASTERN INSURANCE INSTITUTE, INC.

A CHARITABLE NONPROFIT CORPORATION

Pursuant to Chapter 55A of the General Statutes of North Carolina entitled "Nonprofit Corporation Act" and the several amendments thereto, and Chapter 55D of the General Statutes of North Carolina entitled "Filings, Names, and Registered Agents for Corporations, Nonprofit Corporations, and Partnerships", Southeastern Insurance Institute, Inc., does hereby set forth the text of its Amended and Restated Articles of Incorporation and states as follows:

1. The name of the corporation is Southeastern Insurance Institute ("Corporation").

2. The Corporation is a charitable corporation within the meaning of N.C. Gen. Stat. §55A-1-40(4).

3. The period of duration of the Corporation shall be perpetual.

4. The specific and primary purposes for which the Corporation is organized and for which it shall be exclusively administered and operated are to receive, administer, and expend funds for charitable and educational purposes in connection with the following:

A. (i) To assist, support and benefit the Independent Insurance Agents of North Carolina, Incorporated ("IIANC"), which is recognized as a tax-exempt trade association under §501(c)(6) of the Internal Revenue Code of 1986, as amended ("Code"), in the accomplishment of IIANC's exempt purposes and functions; and (ii) to serve as a Type I §509(a)(3) supporting organization to IIANC as an organization operated, supervised or controlled by IIANC;

B. To assist, support and benefit IIANC with respect to the promotion and development of education in North Carolina by soliciting, collecting and accepting funds from corporations, foundations and individuals in North Carolina and elsewhere and investing the proceeds thereof for the purpose of generating returns on investments;

C. To provide educational opportunities for members of the general public who are interested in the field of insurance and those persons employed in the field of insurance, so that professionalism and expertise in the field of insurance are enhanced and furthered;

D. To provide gifts, grants and scholarships to other tax-exempt entities and individuals for charitable and educational purposes; and

E. To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

5. To accomplish the foregoing charitable and educational purposes, and for no other purpose or purposes, this Corporation shall have the power:

A. To sue and be sued, complain and defend, in its corporate name;

B. To purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property, or any interest therein, wherever situated;

C. To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

D. To acquire, by purchase, subscription, gift, will, or otherwise, and to own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares and other interests in, or obligations of, domestic or foreign business corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any government, state, territory, governmental district, or any municipality or of any instrumentality thereof;

E. To make contracts and incur liabilities, borrow money, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of or other forms of security upon all or any of its property, franchises, and income;

F. To lend money for its corporate purposes, invest its funds from time to time, and take and hold real, personal and intangible property as security for the repayment of funds so loaned or invested;

G. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized; and

H. To make contributions or gifts to other corporations (foreign and domestic), trusts, community chests, funds, foundations, or associations organized and operated exclusively for religious, charitable, literary, scientific or educational, cultural or artistic purposes, or for the public welfare, or for the prevention of cruelty to children, no part of the net earnings of which inures to the benefit of any person or individual, when such contributions or gifts are authorized or approved by its Board of Trustees ("Board").

6. The Corporation shall have one (1) member. The sole member of the Corporation shall be HANC. The sole member shall have sole voting rights for all purposes, including the election of trustees of the Corporation.

7. The address of the registered office of the Corporation is 101 Weston Oaks Court, Cary, Wake County, NC 27513. The mailing address of the registered office of the Corporation is P.O. Box 1165 Weston Oaks Court, Cary, NC 27512. The name of the registered

agent of the Corporation at the above address is Kelley L. Erstine, a resident of North Carolina. The address of the principal office of the Corporation is 101 Weston Oaks Court, Cary, Wake County, NC 27513.

8. The number of persons constituting the Board shall be specified in the Corporation's Bylaws from time to time, but shall not be less than nine (9). The Board currently consists of nine (9) persons. The names of the current trustees are as follows:

Jason Byers

Steve Dozier

Robert Cleve Folger

Dennis E. Houck

Robert S. McIver

Thomas S. Marshall

Lorianne W. Morris

James R. Mozingo

Donna Watson

Each member of the Board shall serve until his or her successor is elected and qualified in the manner and for the time provided in the Bylaws of the Corporation. No trustee of the Corporation shall have any personal liability for monetary damages arising out of an action whether by or in the right of the Corporation or otherwise for breach of any duty as a trustee. All trustees and officers shall be immune from personal liability for monetary damages for breach of any duty as trustee or officer to the fullest extent allowed by law, including that immunity set forth in N.C. Gen. Stat. §§1-539.10, 55A-2-02(b)(4), and 55A-8-60, or any successor provisions of law.

9. The selection and terms to be served by the members of the Board and the regulation of the internal affairs of the Corporation shall be as provided for in the Corporation's Bylaws.

10. The Corporation shall have the full power to conduct its affairs, carry on its operations, and have offices and exercise the powers granted by Chapter 55A of the General Statutes of North Carolina anywhere in the world; and authority to do any other act or thing incidental to or connected with the foregoing purposes and advancement thereof, but not for the pecuniary profit or financial gain of its trustees or officers, except as permitted by the provisions of Chapter 55A of the General Statutes of North Carolina and the several amendments thereto; provided, however, that this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.

11. No part of the net income of the Corporation shall inure to the benefit of or be distributable to any trustee or officer of the Corporation or to any individual (except that reasonable compensation may be paid for services actually rendered to or for the Corporation effecting one or more of its purposes). No trustee or officer of the Corporation or any individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. No substantial part of the activities of the Corporation shall consist of attempts to influence legislation by propaganda or otherwise, and the Corporation shall not directly or indirectly participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

12. The private property of the sole member, trustees and officers shall not be subject to the payment of corporate debts to any extent whatsoever. In furtherance and not in limitation

of any of the powers conferred by statute, the Corporation is expressly authorized to carry on its business and to hold annual and special meetings of its Board in any of the states, territories, or possessions of the United States or the District of Columbia.

13. At any time during which this Corporation shall be classified as a "private foundation" as that term is defined by §509 of the Code:

A. The Corporation shall not engage in any act of self-dealing as defined in §4941(d) of the Code or the corresponding provisions of any subsequent federal tax laws;

B. The Corporation shall make distributions of such amounts for each taxable year at any time and in such manner as not to become subject to the tax imposed by §4942 of the Code or the corresponding provisions of any subsequent federal tax laws;

C. The Corporation shall not retain any excess business holdings as defined in §4943(c) of the Code or the corresponding provisions of any subsequent federal tax laws;

D. The Corporation shall not make any investments in such manner as to subject it to tax under §4944 of the Code or the corresponding provisions of any subsequent federal tax laws; and

E. The Corporation shall not make any taxable expenditures as defined in §4945(d) of the Code or the corresponding provisions of any subsequent federal tax laws.

14. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not, except to an insubstantial degree, conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under §501(c) (3) of the Code and its regulations as they now exist or as they hereafter may be

amended, or by an organization, contributions to which are deductible under §170(c)(2) of the Code and regulations as they now exist or as they hereafter may be amended.

15. The Corporation reserves the right to amend, change, repeal, or restate any provision contained in these Articles of Incorporation or to merge or consolidate this Corporation with any other nonprofit corporation in accordance with law and the affirmative vote of a majority of the members of the Board, as then constituted; provided, however, that any such action shall be calculated exclusively to carry out the objects and purposes for which the Corporation is formed, and all rights herein conferred or granted shall be subject to this reservation. Any such amendment or restatement of or other changes to the Corporation's Articles of Incorporation and any such merger or consolidation of the Corporation require the consent of IIANC in order to be effective.

16. Upon the dissolution and liquidation of the Corporation, the Board shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all of the net assets of the Corporation in the following manner and order:

A. First, to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax-exempt status under §501 (c) (3) of the Code or the corresponding provision of any subsequent federal tax laws, as selected by the Board; or

B. Second, as may be determined by a court of competent jurisdiction upon application of the Board for one or more exempt purposes within the meaning of §501(c)(3) of the Code or the corresponding provision of any subsequent federal tax laws.

Any such assets not so disposed of shall be disposed of by a court of general jurisdiction in the county in which the principal office of the Corporation is then located exclusively for such purposes for which the organization was organized, or to such organization or organizations as said court shall determine.

EXHIBIT 9: AMENDED AND RESTATED BYLAWS

AMENDED AND RESTATED
BYLAWS OF
SOUTHEASTERN INSURANCE INSTITUTE

A Charitable Nonprofit Corporation

(adopted and effective as of the 18th day of August 2011)

TABLE OF CONTENTS

AMENDED AND RESTATED
BYLAWS OF

SOUTHEASTERN INSURANCE INSTITUTE
A Charitable Nonprofit Corporation

ARTICLE I

NAME, PURPOSES, AND OFFICE

SECTION 1 - NAME. This corporation shall be known as Southeastern Insurance Institute ("Corporation").

SECTION 2 - GENERAL PURPOSES. This Corporation is a nonprofit corporation and is not organized for the private gain of any person. It is organized under the North Carolina Nonprofit Corporation Act for charitable and educational purposes. The purposes for which this Corporation is organized and shall be exclusively operated are charitable and educational within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), or the corresponding provision of any subsequent federal tax laws.

Notwithstanding any other provision of these Bylaws, this Corporation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

The Corporation is authorized to conduct any transaction by electronic means, in accordance with N.C. General Statutes §§55A-1-70 and 66-311 et seq.

SECTION 3 - SPECIFIC PURPOSES. Within the context of the foregoing general purposes, the specific and primary purposes for which the Corporation is organized and shall be exclusively operated are to receive, administer and expend funds for charitable and educational purposes in connection with the following:

A. (i) To assist, support and benefit the Independent Insurance Agents of North Carolina, Incorporated ("IIANC"), which is recognized as a tax-exempt trade association under §501(c)(6) of the Internal Revenue Code of 1986, as amended ("Code"), in the accomplishment of IIANC's exempt purposes and functions; and (ii) to serve as a Type I §509(a)(3) supporting organization to IIANC as an organization operated, supervised or controlled by IIANC;

B. To assist, support and benefit IIANC with respect to the promotion and development of education in North Carolina by soliciting, collecting and accepting funds from corporations, foundations and individuals in North Carolina and elsewhere and investing the proceeds thereof for the purpose of generating returns on investments;

C. To provide educational opportunities for members of the general public who are interested in the field of insurance and those persons employed in the field of insurance, so that professionalism and expertise in the field of insurance are enhanced and furthered;

D. To provide gifts, grants and scholarships to other tax-exempt entities and individuals for charitable and educational purposes; and

E. To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

SECTION 4 - LIMITATIONS.

A. **Legislative and Political Activity.** No substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

B. **Property**. The property, assets, profits, and net income of this Corporation are dedicated irrevocably to the purposes set forth in Sections 2 and 3 above. No part of the profits or net earnings of this Corporation shall ever inure to the benefit of any of its trustees or officers, or to the benefit of any private individual.

C. **Dissolution**. Upon the dissolution and liquidation of the Corporation, the Board of Trustees ("Board") shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation in the following manner and order:

(1) First, to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes, and which has established its tax-exempt status under §501(c)(3) of the Code or the corresponding provision of any subsequent federal tax laws, as selected by the Board;

(2) Second, as may be determined by a court of competent jurisdiction upon application of the Board for one (1) or more exempt purposes within the meaning of §501(c)(3) of the Code or the corresponding provision of any subsequent federal tax laws.

Any such assets not so disposed of shall be disposed of by a court of general jurisdiction in the county in which the principal office of the Corporation is then located exclusively for such purposes for which the Corporation was organized or to such organization or organizations as said court shall determine.

D. <u>Limitations in Case of Private Foundation Status</u>. At any time during which this Corporation shall be classified as a "private foundation" as that term is defined by §509 of the Code or the corresponding provision of any subsequent federal tax laws:

(1) the Corporation shall not engage in any act of self-dealing as defined in §4941(d) of the Code or the corresponding provision of any subsequent federal, tax laws;

(2) the Corporation shall make distributions of such amounts for each taxable year at such time and in such manner as not to become subject to the tax imposed by §4942 of the Code or the corresponding provision of any subsequent federal tax laws;

(3) the Corporation shall not retain any excess business holdings as defined in §4943(c) of the Code or the corresponding provision of any subsequent federal tax laws;

(4) the Corporation shall, not make any investments in such manner as to subject it to tax under §4944 of the Code or the corresponding provision of any subsequent federal tax laws; and

(5) the Corporation shall not make any taxable expenditures as defined in §4945(d) of the Code or the corresponding provision of any subsequent federal tax laws.

<u>SECTION 5 - OFFICE</u>. The principal office of the Corporation shall be located at 101 Weston Oaks Court, Cary, Wake County, North Carolina 27512. The Corporation also may have offices at such other places as the Board may from time to time designate.

ARTICLE II

MEMBERSHIP

The Corporation shall have one member. The sole member of the Corporation is IIANC. The conditions, rights and privileges of the sole member are set forth as follows:

1. To vote to elect trustees; and

2. To take such further action as the sole member may deem to be necessary or appropriate.

ARTICLE III

BOARD OF TRUSTEES

SECTION 1 - COMPOSITION. The power and authority of the Corporation shall be vested in its Board which shall be composed of nine (9) persons.

SECTION 2 - ELECTION AND TERM OF TRUSTEES. The Board shall consist of those persons named in the Amended and Restated Articles of Incorporation of the Corporation. Except for resignations, removals, or death, each trustee duly nominated and elected shall hold office until his successor is nominated, elected and qualified by attending a meeting and being duly recognized and placed on the official records of the Corporation by the Secretary/Treasurer.

SECTION 3 - RESIGNATIONS AND REMOVAL. Any trustee may resign from the Board at any time by giving written notice to the Chairman or the Secretary/Treasurer of the Corporation, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective. Any trustee may be removed, with or without cause, by the affirmative vote of a majority of the trustees then in office. In addition, IIANC shall have the authority to remove a trustee with or without cause.

SECTION 4 - VACANCIES. Any vacancy occurring on the Board may be filled by the remaining Board members and approved by IIANC. A trustee elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 5 - COMPENSATION. Trustees shall serve with or without compensation as may be determined by the Board. The trustees may, in their discretion and by a majority vote of their number, determine the compensation of trustees and to reimburse any or all trustees for expenses actually incurred by them in attending meetings or otherwise carrying out their duties to the Corporation. Nothing herein contained shall be construed to preclude any trustee from serving the Corporation in any other capacity and receiving compensation therefor.

SECTION 6 - OFFICERS OF THE BOARD.

A. **Chairman**. The Board shall elect from among its members a Chairman who shall preside at all meetings of the Board and perform such other duties as may be directed by the Board. The election of a Chairman shall be approved by IIANC. The Chairman's term shall be for one (1) year and he may succeed himself.

B. **Vice Chairman**. The Board may elect from among its members a Vice Chairman who shall preside at all meetings of the Board when the Chairman is absent. The election of a Vice Chairman shall be approved by IIANC. The Vice Chairman's term shall be for one (1) year and he may succeed himself.

ARTICLE IV

MEETINGS OF TRUSTEES

SECTION 1 - PLACE AND TIME OF ANNUAL AND REGULAR MEETINGS. The Board shall hold not less than one (1) meeting per year at a designated time and place as determined by the Board. The Annual Meeting of the Board shall be held upon at least 30 days prior notice to the Board. Special meetings of the Board may be held at the call of the Executive Committee. Regular meetings may be held without notice. Special meetings of the Board shall be held upon notice sent by any usual means of communication not less than fifteen (15) days before the meeting and the notice shall state the purpose of the meeting.

SECTION 2 - ATTENDANCE. Trustees shall strive to attend all meetings. However, in no event shall a trustee be absent for more than two (2) of the meetings of the Board in any year. In the event that a trustee is absent for more than two (2) of the meetings as described herein, the trustee may be subject to removal from the Board by the affirmative vote of the Board.

SECTION 3 - QUORUM, PROCEDURE, VOTING AND MANNER OF ACTION.

A. **Quorum**. A quorum of the Board for the transaction of business shall consist of a majority of the trustees then in office. The order of business for meetings of the Board shall be as follows:

1. Call to order.
2. Recognition of new trustees.
3. Reading of minutes of previous meeting.
4. Confirmation of actions of the Executive Committee.
5. Receiving communications.
6. Reports of officers.
7. Reports of committees.
8. Elections of new trustees to fill vacancies.
9. Election of officers.
10. Unfinished business.

11. New business.

B. **Procedure**. At all meetings of the Board, the Chairman, or in his absence, the Vice Chairman, or in their absence, a presiding officer chosen at the meeting, shall preside over the transaction of business. The Secretary/Treasurer of the Corporation or his designee shall act as Secretary/Treasurer and such Secretary/Treasurer or his designee shall prepare records of all meetings of the Board and maintain the same in the Corporation's principal office.

C. **Voting**. Each trustee is entitled to one (1) vote on any matter before the Board. Voting by proxy is not permitted. A trustee who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting, or unless he files his written dissent to such action with the person acting as the Secretary/Treasurer of the meeting before the adjournment thereof, or forwards such dissent by certified mail, return receipt requested, to the Secretary/Treasurer of the Corporation by the second business day after the adjournment of the meeting. Such right to dissent shall not apply to a trustee who voted in favor of such action.

D. **Manner of Action**. Unless otherwise required by law, the Articles of Incorporation or these Bylaws, the act of a majority of the trustees present and voting at a meeting at which a quorum is present shall be the act of the Board. Any action required or permitted to be taken by the Board under any provision of law, the Articles of Incorporation or these Bylaws may be taken without a meeting if written consent to the action in question is signed by all of the trustees and filed with the minutes of the proceedings of the Board, whether done before or after the actions so taken. Such action by written consent shall have the same force and effect as a unanimous vote of the trustees.

SECTION 4 - CONFLICTS OF INTEREST.

A. **Good Faith**. Trustees of the Corporation shall exercise good faith in all transactions touching upon their duties to the Corporation and its property. In their dealings with and on behalf of the Corporation, trustees are held to a strict rule of honest dealing.

B. **Conflict Raised by Another Trustee of the Board**. Each trustee, before taking his position, shall disclose in writing to the Chairman a list of all businesses or other organizations of which he is an officer, director, shareholder, member, owner or employee, or for which he acts as an agent and with which the Corporation has or might reasonably in the future enter into a relationship or a transaction in which the trustee would have conflicting interests.

If any matter should come before the Board or any of its committees in such a way to give rise to a conflict of interest, the affected trustee shall make known to the Board the potential conflict and shall answer any questions that might be asked him. The Board shall determine whether or not a conflict exists. If the Board determines that a conflict does exist, the affected trustee shall be excluded from voting.

Any trustee may raise an issue as to whether or not another trustee has a conflict of interest with respect to any matter coming before the Board. In such case the Board shall decide whether or not a conflict exists. If the Board determines that a conflict does exist, the affected trustee shall be excluded from voting.

The affected trustee shall be counted in determining the quorum for the meeting except as provided herein. If the material facts of a transaction and the trustee's interest were disclosed or known to the Board or a committee of the Board and the Board or committee authorized, approved or ratified the transaction, a quorum is present if a majority of the trustees who have no direct or indirect interest in the transaction voted to authorize, approve, or ratify the transaction. A majority of votes, whether or not present, that are entitled to be cast in a vote on a transaction where the material facts of the transaction and the trustee's interest were disclosed or known to the members of the Board entitled to vote constitutes a quorum; the members entitled to vote on such a transaction shall include all trustees except (i) those trustees with a direct or indirect interest in the transaction, and (ii) those trustees who have a material financial interest in another entity or are the general partners of another entity which is a party to the transaction. The minutes of the meeting shall reflect the existence of the conflict, the abstention from voting, and the quorum situation.

Any trustee may raise an issue as to whether another trustee's circumstances or situation renders his service on the Board in conflict with the best interests of the Corporation. In any such case, the Board shall determine if such a conflict exists, and what action, if any, should be taken.

C. <u>Disqualified Trustee</u>. The foregoing section shall not be construed as preventing a trustee from briefly stating his position to the Board concerning the manner in which he has a possible conflict of interest or from answering pertinent questions of other trustees concerning the matter because his knowledge may be of assistance to the Board.

D. **Notice to New Trustees**. The Chairman of the Board shall advise each new trustee of this conflicts of interest policy promptly after the new trustee assumes the duties of his office.

SECTION 5 - INDEMNIFICATION.

A. **Indemnification Under N.C. Gen. Stat. §55A-8-51**.

(1) Except as provided in subparagraph (4) of this Section 5.A, the Corporation shall indemnify an individual made a party to a proceeding because the individual is or was a trustee against liability incurred in the proceeding if the individual (a) conducted himself in good faith; (b) reasonably believed (i) in the case of conduct in his official capacity with the Corporation, that his conduct was in its best interests, and (ii) in all other cases, that his conduct was at least not opposed to the Corporation's best interests; and (c) in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful.

(2) A trustee's conduct with respect to an employee benefit plan for a purpose the trustee reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of subparagraph (1) above.

(3) The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of no contest or its equivalent is not of itself determinative that the trustee did not meet the standard of conduct set forth in subparagraph (1) above.

(4) The Corporation shall not indemnify a trustee in connection with the proceeding by or in right of the Corporation in which the trustee is adjudged liable to the Corporation or in connection with any other proceeding charging improper personal benefit to the trustee, whether or not involving action in his official capacity, in which the trustee was adjudged liable on the basis that personal benefit was improperly received by the trustee.

(5) Indemnification hereunder in connection with a proceeding by or in the right of the Corporation that is concluded without a final adjudication on the issue of liability is limited to reasonable expenses incurred in connection with the proceeding.

(6) The authorization, approval or favorable recommendation by the Board of indemnification as authorized hereunder shall not be deemed an act or corporate transaction in which a trustee has a conflict of interest and no such indemnification shall be void or voidable on such ground.

B. **Indemnification under N.C. Gen. Stat. §55A-8-52**. The Corporation shall indemnify a trustee who is wholly successful on the merits or otherwise in the defense of any proceeding to which the trustee was a party because he is or was a trustee of the Corporation against reasonable expenses actually incurred by the trustee in connection with the proceeding.

C. **Advances Under N.C. Gen. Stat. §55A-8-53**. Expenses incurred by a trustee in defending a proceeding shall be paid by the Corporation in advance of the final disposition of the proceeding upon receipt of an agreement by or on behalf of the trustee to repay such amount unless it is ultimately determined that the trustee is entitled to be indemnified by the Corporation against such expenses.

D. **Court-Ordered Indemnification Under N.C. Gen. Stat. §55A-8-54**. A trustee of the Corporation who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. The court may order indemnification if it determines that (i) the trustee is entitled to mandatory indemnification under N.C. Gen. Stat. §55A-8-52, in which case the Corporation shall also pay the trustee's reasonable expenses incurred to obtain court-ordered indemnification, or (ii) the trustee is fairly and reasonably entitled to indemnification in whole or in part in view of all the relevant circumstances, whether or not the trustee met the standard of conduct set forth in N.C. Gen. Stat. §55A-8-51 or was adjudged liable as described in N.C. Gen. Stat. §55A-8-51(d), but if the trustee is adjudged so liable, such indemnification is limited to reasonable expenses incurred.

E. **Determination and Authorization of Indemnification Under N.C. Gen. Stat. §55A-8-55**.

(1) The Corporation shall not indemnify a trustee under N.C. Gen. Stat. §55A-8-51 unless authorized in the specific case after a determination has been made that indemnification of the trustee is permissible in the circumstances because the trustee met the standard of conduct set forth in N.C. Gen. Stat. §55A-8-51. The determination shall be made by the Board by a majority vote of a quorum consisting of trustees not at the time parties to the proceeding. If such a quorum cannot be obtained, such determination thereupon shall be made by a majority vote of a committee duly designated by the Board (in which designation

trustees who are parties may participate), consisting solely of two (2) or more trustees not at the time parties to the proceeding. If the foregoing two (2) methods of determination cannot be made, then such determination shall be made by special legal counsel selected by the Board or a committee in the manner prescribed herein, or if a quorum of the Board cannot be obtained and a committee cannot be designated, then selected by a majority vote of the full Board in which selection trustees who are parties may participate.

(2) Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled to select counsel hereunder.

F. Indemnification of Officers, Employees, and Agents Under N.C. Gen. Stat. §55A-8-56. An officer, employee, or agent of the Corporation is entitled to indemnification under this subsection to the same extent as a trustee. The Corporation shall advance expenses to an officer, employee, or agent of the Corporation to the same extent as to a trustee.

G. Immunity from Civil Liability. Trustees and officers of the Corporation shall be immune from civil liability for monetary damages arising out of their service as such to the fullest extent authorized by law, including but not limited to that immunity authorized by N.C. Gen. Stat. §§1-539.10, 55A-2-02(b)(4), and 55A-8-60, or any successor provisions of law.

H. Additional Indemnification and Insurance

(1) In addition to the indemnification provided for in this Article IV, Sections 5(A) through 5(G) hereof, the Corporation shall indemnify its trustees, officers and employees against liability and expenses in any proceeding, including without limitation a proceeding brought by or on behalf of the Corporation itself, arising out of their status as such or their activities in any of the foregoing capacities. The Corporation shall also indemnify any person who at the request of the Corporation is or was serving as a director, officer, trustee, or employee of another corporation, partnership, joint venture, trust or other enterprise or as a trustee or administrator of an employee benefit plan.

(2) The Corporation may purchase and maintain insurance on behalf of an individual who is or was a trustee, officer or employee of the Corporation or who, while a trustee, officer or employee of the Corporation, is or was serving at the request of the Corporation as a director, officer, trustee or employee of another corporation, joint venture, trust, employee benefit plan or other enterprise, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a trustee, officer or employee, whether or not the Corporation would have authority to indemnify him or her against the same liability under any provision of law.

ARTICLE V

COMMITTEES OF THE BOARD

SECTION 1 - EXECUTIVE COMMITTEE.

A. **Designation**. There may be an Executive Committee of three (3) trustees, if authorized by resolution of the Board.

B. **Meetings**. The Executive Committee may meet at stated times or upon written notice to all members of the Executive Committee.

C. **Authority**. During intervals between meetings of the Board, and except as limited by resolution of the Board or by law, the Executive Committee shall and may exercise all of the authority of the Board in the management of the Corporation.

D. **Membership and Vacancies**. The members of the Executive Committee shall at all times include the Chairman of the Board of the Corporation and the Vice Chairman of the Board of the Corporation. The remaining members of the Executive Committee shall be appointed by the Chairman of the Board of the Corporation and approved by the majority of all trustees in office. Vacancies in the membership of the Executive Committee may but need not be filled by the Board at any regular meeting or at a special meeting called for that purpose. The membership of the Executive Committee may be changed or the Executive Committee may be dissolved by the Board at any annual meeting or by a special meeting called for that purpose.

E. **Minutes**. The Executive Committee shall keep regular minutes of its proceedings and shall report the same to the Board when requested.

SECTION 2 - ADVISORY COMMITTEES. The Board may create advisory committees from time to time. The advisory committees shall be appointed by the Chairman of the Board and approved by a majority of all trustees in office. The advisory committee shall include one (1) or more trustees. Advisory committees shall not exercise the authority of the Board and shall serve only in an advisory capacity.

<u>SECTION 3 - STANDING AND SPECIAL COMMITTEES</u>. The Board may authorize such standing and special committees as are necessary and proper to carry on the affairs of the Corporation. The resolution of creation must designate the authority of the Board which the committee may exercise, as well as any limitations thereon, and the functions that the committee shall discharge. Members of such standing committees as may be authorized shall be appointed by the Chairman of the Board and approved by a majority of all the trustees in office. Only trustees of the Corporation may serve as voting members or the Chairman of such special or standing committees as may be authorized.

<u>SECTION 4 - GOVERNING PROVISIONS</u>. Meetings, action without meeting, notice and waiver of notice and quorum and voting requirements of the Board apply to committees as well as the members of those committees.

ARTICLE VI

OFFICERS OF THE CORPORATION

<u>SECTION 1 - OFFICERS AND ELECTION</u>. The Chairman shall serve as the primary officer of the Corporation. The Vice Chairman shall also serve as an officer of the Corporation. The Board shall elect by majority vote a Secretary/Treasurer for the term of one (1) year or until his successor has been appointed, who shall take office after the close of the Annual Meeting of the Board at which he is elected as such. The Board may elect such additional officers and assign to such officer(s) such duties or responsibilities as the Board may deem necessary or appropriate. Officers shall be eligible to serve unlimited terms of one (1) year each.

Officers may delegate and supervise the performance of their duties as necessary; provided, however, that the delegation and supervision of an officer's duties will not alter the officer's obligation to discharge his duties in good faith, with the care of a reasonably prudent person in a like position under similar circumstances and in a manner the officer reasonably believes to be in the best interests of the Corporation. The election and appointment of officers shall be subject to the approval of IIANC.

<u>SECTION 2 - CHAIRMAN</u>. The Chairman shall serve as the principal officer of the Corporation in the overall management of the business and operation thereof. The Chairman shall act as the duly authorized representative of the Corporation in all matters, except those in which the Board has formally designated some other person or group to act, and he shall have and exercise the authority that may be delegated to him by the Board and these Bylaws.

<u>SECTION 3 - VICE CHAIRMAN</u>. The Vice Chairman shall serve in the absence of the Chairman of the Corporation and shall further have such duties and responsibilities as may be assigned to him by the Chairman.

<u>SECTION 4 - SECRETARY/TREASURER.</u> The Secretary/Treasurer or his designee shall have custody of the business records of the Corporation, including the minutes and organizational documents of the Corporation, and shall maintain the same in accordance with the standards established by the Board. The Secretary/Treasurer may sign with the Chairman, in the name of the Board, all contracts, agreements, and other obligations authorized to be executed by the Board. The Secretary/Treasurer shall keep an accurate list of the members of the Board and, in general, shall perform all such acts as may be prescribed by the Board and as are usually incident to the office of Secretary/Treasurer. Assistant Secretaries may be elected by the Board as the Board deems appropriately necessary to assist the Secretary/Treasurer or to assume the

duties of the Secretary/Treasurer in the Secretary/Treasurer's absence. The Secretary/Treasurer or his designee shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such depositories as shall be selected by the Board; (b) maintain appropriate accounting records as required by law; (c) prepare, or cause to be prepared, annual financial statements of the Corporation that include a balance sheet as of the end of the fiscal year and an income and cash flow statement for that year; and (d) in general perform all of the duties incident to the office of the Secretary/Treasurer and such other duties as from time to time may be prescribed by the Chairman or the Board.

SECTION 5 - VACANCIES. Vacant offices shall be filled by the act of a majority of trustees present at a meeting of the Board at which a quorum is present.

SECTION 6 - REMOVAL OF OFFICERS. Any officer or agent elected or appointed by the Board may be removed by majority vote of the Board when, in the Board's judgment, the best interests of the Corporation will be served thereby. In addition, IIANC shall have the authority to remove an officer or agent with or without cause.

SECTION 7 - BONDS. The Board may, by resolution, require any officer, agent, or employee of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his respective office or position and to comply with such other conditions as may from time to time be required by the Board. The premiums for all such bonds shall be paid by the Corporation.

ARTICLE VII

CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1 - CONTRACTS. The Board may authorize any officer or officers or agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

SECTION 2 - LOANS. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

SECTION 3 - CHECKS AND DRAFTS. All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

SECTION 4 - DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board may select.

ARTICLE VIII

GENERAL PROVISIONS

SECTION 1 - WAIVER OF NOTICE. Whenever any notice is required to be given to any trustee or other person under the provisions of these Bylaws, the Articles of Incorporation or by applicable law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time such notice is due, shall be equivalent to the giving of such notice.

SECTION 2 - SEAL. The seal of the Corporation shall be circular in form and shall bear the words, Southeastern Insurance Institute and, in the center, "Corporate Seal".

SECTION 3 - FISCAL YEAR. The fiscal year of the Corporation shall end on the last day of the month of November of each year.

SECTION 4 - AUDITORS. The Board shall employ a certified public accountant to (i) audit the books of the Corporation for each fiscal year of the Corporation and at such other time or times and for such periods as the Board may deem advisable; and (ii) furnish certified reports on such audits.

SECTION 5 - PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS. No officer, trustee or employee of, or member of a committee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profits from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All trustees and officers of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board shall be distributed in such amounts as the Board may determine, or as may be determined by a court of competent jurisdiction upon application of the Board, in the manner set forth in the Articles of Incorporation and these Bylaws.

SECTION 6 - AMENDMENTS. These Bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the trustees then in office at any regular or special meeting of the Board, provided that prior written notice has been given to all members of the Board at least thirty (30) days in advance of the meeting. Any such bylaw amendment, repeal or restatement shall require the consent of IIANC to become effective.

SECTION 7 - GENDER. Throughout these Bylaws, whenever the context requires or permits, the masculine gender shall be deemed to include the feminine, the neuter gender shall be deemed to include the masculine and the feminine, and the singular shall be deemed to include the plural and vice versa.

ARTICLE IX

EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no trustee, officer, employee, or other representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken by either (i) an organization exempt under §501(c)(3) of the Code and the regulations thereunder, as they now exist or as they may hereafter be amended, or (ii) an organization, contributions to which are deductible under §170(c)(2) of the Code and the regulations thereunder, as they now exist or as they may hereafter be amended.

CERTIFICATE OF SECRETARY/TREASURER

I, Lorianne W. Morris, do hereby certify that I am the duly elected and qualified Secretary/Treasurer of Southeastern Insurance Institute, a nonprofit corporation organized under the laws of the State of North Carolina, and that the foregoing is a true and correct copy of the Amended and Restated Bylaws adopted by the Corporation's Board in accordance with law and the Amended and Restated Articles of Incorporation of said Corporation.

IN WITNESS WHEREOF, I have affixed my name as Secretary/Treasurer and have caused the corporate seal of said Corporation to be hereunto affixed effective as of the 18th day of August, 2011.

[CORPORATE SEAL]

Lorianne W. Morris
Secretary/Treasurer

EXHIBIT 10: SIGNATURE BY CORPORATION'S AUTHORIZED REPRESENTATIVE UNDER PENALTIES OF PERJURY

EXHIBIT 11: EXECUTED COPY OF FORM 2848, POWER OF ATTORNEY AND DECLARATION OF REPRESENTATIVE

Form **2848** (Rev. June 2008) Department of the Treasury Internal Revenue Service	**Power of Attorney and Declaration of Representative** ► Type or print. ► See the separate instructions.	OMB No. 1545-0150

For IRS Use Only
Received by:
Name ____________
Telephone ____________
Function ____________
Date / /

Part I Power of Attorney
Caution: *Form 2848 will not be honored for any purpose other than representation before the IRS*

1 Taxpayer information Taxpayer(s) must sign and date this form on page 2, line 9.

Taxpayer name(s) and address	Social security number(s)	Employer identification Number
Southeastern Insurance Institute, Inc. 101 Weston Oaks Court Cary, NC 27513		58-1311077
	Daytime telephone number 919-863-6512	Plan number (if applicable)

hereby appoint(s) the following representative(s) as attorney(s)-in-fact:

2 Representative(s) must sign and date this form on page 2, Part II.

Name and address	
Steven D. Simpson, Esq. Wyrick Robbins Yates & Ponton LLP 4101 Lake Boone Trail, Suite 300 Raleigh, North Carolina 27607-7506	CAF No: 6505-18317 R Telephone No. 919-781-4000 Fax No. 919-781-4865 Check if new: Address ☐ Telephone No ☐
Name and address Adam B. Snyder, Esq. Wyrick Robbins Yates & Ponton LLP 4101 Lake Boone Trail, Suite 300 Raleigh, North Carolina 27607-7506	CAF No.: 03-0127365R Telephone No. 919-781-4000 Fax No. 919-781-4865 Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

to represent the taxpayer(s) before the Internal Revenue Service for the following tax matters:

3 Tax matters

Type of Tax (Income, Employment, Excise, etc.) or Civil Penalty (see the instructions for line 3)	Tax Form Number (1040, 941, 720, etc.)	Year(s) or Period(s) (see the instructions for line 3)
Request for Determination as to Private Foundation Status	8940	**2011/2012/2013**

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for **Line 4. Specific Uses Not Recorded on CAF**. . . . . ► ☐

5 Acts authorized. The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive refund checks (see line 6 below), the power to substitute another representative or add additional representatives, the power to sign certain returns, or the power to execute a request for disclosure of tax returns or return information to a third party. See the line 5 instructions for more information.

Exceptions: An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. See **Unenrolled Return Preparer** on page 1 of the instructions. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(d) of Treasury Department Circular No. 230 (Circular 230). An enrolled retirement plan administrator may only represent taxpayers to the extent provided in section 10.3(e) of Circular 230. See the line 5 instructions for restrictions on tax matters partners. In most cases, the student practitioner's (levels k and l) authority is limited (for example, they may only practice under the supervision of another practitioner).

List any specific additions or deletions to the acts otherwise authorized in this power of attorney: ....

....

....

....

6 Receipt of refund checks. If you want to authorize a representative named on line 2 to receive, BUT NOT TO ENDORSE OR CASH, refund checks, initial here ____________ and list the name of that representative below.

Name of representative to receive refund check(s) ►

7 **Notices and communications.** Original notices and other written communications will be sent to you and a copy to the first representative listed on line 2.

a If you also want the second representative listed to receive a copy of notices and communications, check this box . . . ▶ ☐

b If you do not want any notices or communications sent to your representative(s), check this box . . . . ▶ ☐

8 **Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here . . . . ▶ ☐
YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

9 **Signature of taxpayer(s).** If a tax matter concerns a joint return, both husband and wife must sign if joint representation is requested, otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.
▶ **IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED.**

Thomas S. Marshall	8-18-2011	Chairman
Signature	Date	Title (if applicable)

Thomas S. Marshall	☐☐☐☐☐	Southeastern Insurance Institute, Inc.
Print Name	PIN Number	Print name of taxpayer from line 1 if other than individual

Signature	Date	Title (if applicable)

	☐☐☐☐☐
Print Name	PIN Number

Part II Declaration of Representative

Caution: *Students with a special order to represent taxpayers in qualified Low Income Taxpayer Clinics or the Student Tax Clinic Program (levels k and l), see the instructions for Part II.*

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Circular No. 230 (31 CFR, Part 10), as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others;
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there; and
- I am one of the following:

a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
b Certified Public Accountant—duly qualified to practice as a certified public accountant in the jurisdiction shown below.
c Enrolled Agent—enrolled as an agent under the requirements of Circular No. 230.
d Officer—a bona fide officer of the taxpayer's organization.
e Full-Time Employee—a full-time employee of the taxpayer.
f Family Member—a member of the taxpayer's immediate family (for example, spouse, parent, child, brother, or sister).
g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular No. 230).
h Unenrolled Return Preparer—the authority to practice before the Internal Revenue Service is limited by Circular 230, section 10.7(c)(1)(viii). You must have prepared the return in question and the return must be under examination by the IRS. See **Unenrolled Return Preparer** on page 1 of the instructions.
k Student Attorney—student who receives permission to practice before the IRS by virtue of their status as a law student under section 10.7(d) of Circular 230.
l Student CPA—student who receives permission to practice before the IRS by virtue of their status as a CPA student under section 10.7(d) of Circular 230.
r Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

▶ **IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED.** See the Part II instructions.

Designation—Insert above letter (a-r)	Jurisdiction (state) or identification	Signature	Date
a	NC	Steven D. [illegible]	9/19/2011
a	NC	Adam B. Snyder	9/19/2011