

RAY Ford H. Taylor
Rayford H. Taylor

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PO Box 1140

Requester's Name

Address

Tallahassee FL 32302

850/222-2225

City/State/Zip

Phone #

Office Use Only

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

1. Associated Industries Insurance Company, Inc.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☒ Walk in

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☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

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Examiner's Initials

C. Coulliette SEP 18 2001

Agent is Insurance
Commissioner
PER Dept. of
Ins. (58)

CR2E031(7/97)

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DIVISION OF CORPORATION

Call when Ready
222-2229

APPROVED
INSURANCE COMMISSIONER
AND TREASURER

AUG 20 2001

BY *[Signature]*
Legal Division

**Amended and Restated
Articles of Incorporation
of
Associated Industries Insurance Company, Inc.**

Pursuant to Section 607.1007, Florida Statutes, the Articles of Incorporation of the above-named Corporation are amended as follows:

**Article I
Name and Address**

The name of the Corporation shall be Associated Industries Insurance Company, Inc. The principal office of the Corporation shall be located at 901 NW 51st Street, Boca Raton, Florida 33431, unless and until changed by resolution of the Board of Directors.

**Article II
Nature of Business**

The purpose of the Corporation is to engage in all lines of property and casualty insurance as permitted under the Florida Insurance Code as from time to time amended, including specifically but without limitation workers' compensation insurance, surety insurance, and title insurance.

**Article III
Stock**

The authorized capital stock of the Corporation shall consist of twenty-five thousand (25,000) shares of a single class of Common Stock with par value of One Hundred Dollars (\$100.00) per share. The stock of the Corporation shall be issued for such lawful consideration as may be determined by the Board of Directors, consistently with Section 628.121, Florida Statutes, or any successor thereto.

**Article IV
Term of Corporate Existence**

The Corporation shall exist perpetually unless dissolved according to law.

**Article V
Address of Registered Office and Registered Agent**

The address of the registered office of the Corporation in the State of Florida shall be 315 Plant Avenue, Tampa, Florida 33606. The name of the registered agent of the Corporation at the above address is Mary Ann Stiles. The Board of Directors may

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from time to time change the registered office to any other address in the State of Florida and change the registered agent.

Article VI

Board of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of not less than five (5) nor more than nine (9) Directors, who need not be shareholders. The size of the Board may be altered from time to time by an affirmative vote of a majority of the outstanding voting shares or by written consent action of shareholders in lieu thereof or in such other manner as the bylaws of the Corporation permit.

Article VII

Officers

The Corporation shall have a President, a Secretary, and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office.

Article VIII

Transactions in Which Directors **Or Officers Are Interested**

A. No contract or other transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, firm or entity in which one or more of the Corporation's Directors or Officers are Directors or Officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director or Directors is or are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

2. The fact of such relationship or interest is disclosed or known to any shareholders of the Corporation entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction, and shares held by them in determining the presence of a quorum at a meeting of shareholders at which action is taken pursuant to this Article.

Article IX
Indemnification of Directors and Officers

The Corporation may indemnify, and may insure, its Directors and Officers to the fullest extent permitted by applicable Florida law.

In WITNESS WHEREOF, the undersigned have executed, subscribed, and acknowledged these Amended and Restated Articles of Incorporation on this 28th day of June, 2001.

ASSOCIATED INDUSTRIES
INSURANCE COMPANY, INC.

By: 

Jon L. Shebel
President

Attest: 

Jon L. Shebel
Secretary

The foregoing Amended and Restated Articles of Incorporation of Associated Industries Insurance Company, Inc. have been duly approved as to form by the Florida Department of Insurance on this _____ day of June, 2001.

By: _____

Print Name: _____

Title: _____