

G25299

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BASIC AMENDMENT

COLLIER INSURANCE SERVICES, INC.

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AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

COLLIER INSURANCE SERVICES, INC.

DOC. NO. G25299

Pursuant to the provisions of Section 607.1007, Florida Statutes, the undersigned Florida Corporation adopts the following Amended and Restated Articles of Incorporation for the Corporation known as COLLIER INSURANCE SERVICES, INC. For convenience, the Corporation shall be referred to as the "Corporation." The Corporation was formed on February 23, 1983 in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of the Corporation is **COLLIER INSURANCE SERVICES, INC.**

ARTICLE II

Principal

The principal office of the Corporation is located at 2335 Tamiami Trail North, Suite 401, Naples, Florida 34103.

ARTICLE III

Purpose

The purpose for which the Corporation is organized is to engage in any lawful activity within the purposes for which a Corporation may be organized under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE IV

Existence

The Corporation shall have perpetual existence.

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ARTICLE V

Shares

The aggregate number of shares which the Corporation shall have authority to issue is increased to Sixty Thousand (60,000) shares, consisting of one class only, designated as "Common Stock," of the par value of One Dollar (\$1.00) per share. Immediately upon filing of these Amended and Restated Articles, all Shareholders in the Corporation shall submit and surrender existing stock certificates representing outstanding shares in the Corporation for cancellation and reissuance of replacement stock certificates reflecting the increase in authorized shares of the Corporation. Such certificates shall reflect the stock split pertaining to outstanding shares of the Corporation adopted on December 1, 1998, which action is hereby ratified and confirmed. Replacement stock certificates shall be in the form adopted by the Board of Directors of the Corporation.

ARTICLE VI

Preemptive Rights

Shareholders in the Corporation shall not be entitled to preemptive rights.

ARTICLE VII

Right To Purchase Own Shares

The Corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

ARTICLE VIII

Directors

The affairs of the Corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the By-Laws.

ARTICLE IX

Registered Office And Agent

The address of the registered office of the Corporation is unchanged, and remains 2335 Tamiami Trail North, Suite 401, Naples, Florida 34103, and the name of its registered agent at such address is unchanged, and remains Stanley W. Plappert.

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ARTICLE X
Indemnification

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon the Director or Officer, in connection with any proceeding or any settlement thereof to which the Director or Officer may be a party, or in which the Director or Officer may become involved, by reason of the Director or Officer being or having been a Director or Officer of the Corporation whether or not a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or gross negligence in the performance of the Director's or Officer's duty; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. *The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled under law.*

An Officer or Director shall not be liable to the Corporation for any loss or damage sustained by it for any action taken or omitted if the Officer or Director in good faith exercised prudent care, or in good faith acted or failed to act based upon advice of counsel for the Corporation or on the books and records of the Corporation, or followed common standards of sound accounting and business practice.

ARTICLE XI
Adoption

The foregoing Amended and Restated Articles of Incorporation required approval by the shareholders of the Corporation, and said shareholders approved and adopted the foregoing Amended and Restated Articles of Incorporation and directed filing with the Florida Secretary of State by unanimous written resolution and consent of November 19th, 2003 in accordance with Chapter 607 of the Florida Statutes.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation, have been executed this 19th day of November, 2003.


STANLEY W. PLAPPERT, President

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STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 19th day of ~~November~~ November, 2003, by STANLEY W. PLAPPERT as President of COLLIER INSURANCE SERVICES, INC., who is personally know to me (or who has produced _____ as identification), and who acknowledged before me that he executed the foregoing instrument in the name of and for the Corporation, and that he was duly authorized by the Corporation to do so.



Notary Public

Barbara T. Aldrich
Printed Name

My Commission Expires:



Barbara T. Aldrich
MY COMMISSION # D0212019 EXPIRES
July 8, 2007
BONDED THROUGH FARM INSURANCE, INC.

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