

Division of Corporations

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SHELTERPOINT INSURANCE COMPANY**

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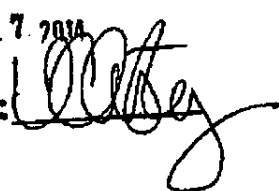
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED

MAR 17 2014

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

Docketed by: 

SHELTERPOINT INSURANCE COMPANY

The Articles of Incorporation of ShelterPoint Insurance Company (the "Corporation") are hereby amended and restated as follows:

(1) The name of the Corporation is SHELTERPOINT INSURANCE COMPANY. The Corporation was originally incorporated under the laws of the State of Arizona on April 13, 1979, but pursuant to the provisions of Section 628.520 and 607.234, Florida Statutes, the Corporation became a Corporation organized for profit under the laws of the State of Florida effective November 26, 1986.

(2) The Corporation has existence perpetually.

(3) This Corporation was formed to transact life and health and accident insurance. The general nature of the business to be conducted and carried on by this Corporation shall be that of an insurance company, including the transaction of a general life, health and accident insurance Business, with the right to make insurance contracts and to underwrite all and every insurance appertaining to or connected with life, health and accident risks, including insuring against loss of life, short and long-term disability or dismemberment, issuing annuity contracts (fixed and variable), granting additional benefits in the event of death or dismemberment by accident or accidental means, issuing endowment policies, insuring against expenses arising from illness or injury and every type of insurance appertaining thereto and any and all contracts in connection with, necessary or incidental to a general insurance business, including the right to issue both participating and non-participating insurance. In connection with such business this Corporation shall have full power and authority to subscribe for, purchase, receive, own, hold and invest and sell and dispose of stocks; bonds, securities or obligations of any other corporation or corporations, public, private or municipal, including governmental stocks, bonds, and securities, whether Federal, State, County, Municipal or of Political subdivisions, such as special drainage districts, special road districts and others of like character, and it shall have the right and power to organize subsidiary or other corporations, to buy, own, hold, mortgage and dispose of real estate and to invest funds on the security of real estate mortgages or bonds. It shall have the full right and power to purchase for the benefit of the Corporation policies of insurance of other obligations, and to make such contracts of insurance and/or reinsurance as may be authorized by the Board of Directors. The Corporation shall have the power to enter into reinsurance agreements as reinsurer and as reinsured. It shall also have any and all powers authorized by law including any and all powers incidental to or connected with the general insurance business, the enumeration herein of any special power and authority being in addition to and not a limitation upon all powers necessary or proper or incidental to or connected with the general insurance business.

(4) The Corporation may, at its option, exercise one or more or all of the branches of business in which it is authorized to engage and may both place and accept contracts of reinsurance.

(5) The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be and consist of five million (5,000,000) shares of Common Stock of One and No/100 Dollar (1.00) par value each being a total authorized capital of Five Million and No/100 (\$5,000,000.00) Dollars.

(6) The Corporation's offices shall be as follows: the principal corporate office address shall be 100 East Flagler Street, Miami, Florida 331313, the principal administering office address shall be 600 Northern Boulevard, Suite 310, Great Neck, New York 11021, the New Jersey satellite office address shall be One Gateway Center, Suite 2600, Newark, New Jersey 07102. The Board of Directors may from time to time choose different office locations for this Corporation.

(7) The Corporation shall have such number of directors, not less than five, as shall be elected from time to time by the shareholders. The names and addresses of the directors who shall hold office until their successors are duly elected and qualified are:

Richard A. White	600 Northern Boulevard, Suite 310, Great Neck, New York 11021
Bruce L. Wallach	600 Northern Boulevard, Suite 310, Great Neck, New York 11021
Constantine T. Lappas	600 Northern Boulevard, Suite 310, Great Neck, New York 11021
David G. Melman	600 Northern Boulevard, Suite 310, Great Neck, New York 11021
Lee T. Hartmann	600 Northern Boulevard, Suite 310, Great Neck, New York 11021

(8) The directors shall have power to adopt, amend, alter and repeal Bylaws, to manage the corporate affairs and make all rules and regulations expedient for the management of the affairs of the Corporation, to remove any officer and to fill all vacancies occurring in the Board and offices of any cause, and to appoint from their own number an executive committee and other committees, and vest said committees, with all the powers permitted by the Bylaws.

(9) Subject to the further provisions hereof, the Corporation shall indemnify any and all of its existing and former directors and officers against all expenses incurred by them and each of them, including but not limited to legal fees, judgments and penalties which may be incurred, rendered or levied in any legal action brought against any of them, for or on account of any action or omission alleged to have been committed while acting within the scope of employment as director or officer of the Corporation. Whenever any such person has grounds to believe that he may incur any such aforementioned expense, he shall promptly make a full written report of the matter to the President and to the Secretary of the Corporation. Thereupon, the Board of

Directors of the Corporation shall, within a reasonable time, determine in good faith whether such person acted, failed to act or refused to act willfully, with gross negligence or with fraudulent or criminal intent in regard to the matter involved and as to which indemnification is sought. If the Board of Directors determines in good faith that such person did not act, fail to act or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matters involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein, provided, however, that the Corporation shall have the right to refuse indemnification, wholly or partially, in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the Corporation, as its own expense and through counsel of its own choosing, to defend him in the action, or shall have unreasonably refused to cooperate in the defense of such action.

(10) The shares of the Corporation shall be nonassessable, except to the extent which may be required by the Constitution and laws of the State of Florida.

(11) The private property of the shareholders, directors and officers of the Corporation shall be forever exempt from debts and obligations of the Corporation.

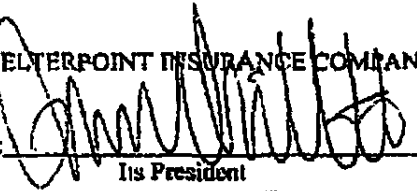
(12) The Corporation shall have all powers which, under the laws of the State of Florida now existing and those later to be enacted, may be exercised by Corporations organized for any and all of the foregoing purposes.

(13) The Corporation shall be a Corporation for profit under Chapter 607, Florida Statutes, and shall be a stock insurance company under Chapter 628, Florida Statutes. The Corporation shall be authorized to write life, health and accident insurance.

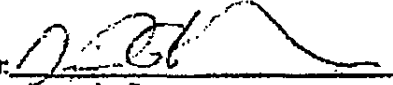
(14) This Corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF these Articles of Incorporation will be executed by the president and secretary of SHELTERPOINT INSURANCE COMPANY following approval by the Florida Office of Insurance Regulation. These Articles of Incorporation are executed as of this 24th day of January, 2014.

SHELTERPOINT INSURANCE COMPANY

By: 

Its President

Attest: 

Its Secretary