

P03000138472

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600024776486

11/25/03--01007--007 **105.00

FILED
03 NOV 25 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-25-03
WPC

MEMORANDUM

TO: Holly
FROM: Jessica
RE: Secretary of State documents
DATE: November 19, 2003

RECEIVED
03 NOV 24 PM 4:28
STATE
DIVISION OF CERTIFICATION
TALLAHASSEE, FLORIDA

Please obtain the following documents from the Secretary of State:

File No. 03-044 Braishfield/MGA

399075

Please file the Articles of Incorporation for St. Johns Insurance Company, Inc. (Rhett should have the Articles of Incorporation) and get two (2) certified copies of the Articles of Incorporation and two (2) Certificates of Status. Our firm's check in the amount of \$105.00 is attached to cover costs.

File No. 03-209 San Damiano Holdings, Inc./Bay Drive Properties, L.L.C.

Please get a Certificate of Status for San Damiano Holdings, Inc. Our firm's check in the amount of \$8.75 is attached to cover costs.

File No. 03-179 Isle of Venice Rentals, Inc./Zacharias

Please get a Certificate of Status for Isle of Venice Rentals, Inc. and a Certified copy of the Articles. Our firm's check in the amount of \$17.50 is attached to cover costs.

File No. 03-186 (Procacci) Wharton/WBS

Please get a Certificate of Status and a certified copy of the Articles of Incorporation of Procacci Wharton, Inc. and a Certificate of Status and a certified copy of the Articles of Limited Partnership for Wharton Investment Group of Wauchula, Ltd. Our firm's check in the amount of \$78.75 is attached to cover costs.

Please Federal Express these items to me as soon as possible. Thank you.

Jessica.

59.00
GB
11/24

APPROVED

NOV 24 2003

**ARTICLES OF INCORPORATION
FOR
ST. JOHNS INSURANCE COMPANY, INC.**

Executed by: *M. Muhl*

The undersigned incorporators, for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida, and particularly Chapter 607 and Chapter 628, Florida Statutes, hereby adopt the following Articles of Incorporation:

**ARTICLE 1
NAME**

The name of the corporation shall be ST. JOHNS INSURANCE COMPANY, INC. For convenience, the corporation shall be referred to in this instrument as the "Company," these Articles of Incorporation as the "Articles", and the By-Laws of the Company as the "By-Laws."

**ARTICLE 2
OFFICE**

The principal office and mailing address of the Company shall be 5950 Hazeltine National Drive, Orlando, Orange County, Florida 32822, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Company shall be kept at its principal office or at such other place as may be permitted by the Act.

**ARTICLE 3
PURPOSE**

The purpose for which The Company is organized is to engage in any and all business permitted under the laws of the State of Florida and elsewhere, including but not limited to all aspects of writing insurance in the State of Florida and in other states as permitted by the respective regulatory authorities. Pursuant to section 628.081(3)(c), Florida Statutes, the Company is being formed to write all kinds of insurance authorized to be written in the State of Florida, including but not limited to Homeowners, Dwelling, Fire and Mobile Homeowners Insurance.

**ARTICLE 4
POWERS**

The Company shall have all of the common-law and statutory powers of a corporation for profit under the Laws of Florida, except as expressly limited or restricted by the terms of these Articles or the By-Laws, and all of the powers and duties reasonably necessary to operate the Company pursuant to the By-Laws, as they may be amended from time to time.

ARTICLE 5

FILED
03 NOV 25 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTHORIZED SHARES

The Company shall be authorized to issue up to Thirty-five Thousand (35,000) shares, having a par value of One Dollar (\$1.00) per share.

ARTICLE 6 TERM OF EXISTENCE

The Company shall have perpetual existence.

ARTICLE 7 INDEMNIFICATION

7.1 Personal Liability. The personal liability of the directors of the Company is hereby eliminated to the fullest extent permitted under the Laws of Florida, as the same may be amended and supplemented. Without limiting the generality of the foregoing, no director of the Company shall be liable to the Company or its shareholders for monetary damages (including, without limitation, any judgment, amount paid in settlement, fine, penalty, punitive damages, or expense of any nature including attorney's fees) for breach of any duty as a director, except for liability: (i) for any breach of the director's duty of loyalty to the Company or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, or (iii) under Florida Statute §607.0831 or as provided in §607.0850, or (iv) for any transaction from which the director derived an improper personal benefit either directly or indirectly. No amendment to or repeal of this Article 7 shall apply to or have any effect on the liability or alleged liability of any director of the Company on, for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

7.2 Indemnification. The Company shall, to the fullest extent permitted by the provisions of Florida Statutes §607.0831 and §607.0850, as the same may be amended and supplemented, indemnify directors, officers and trustees from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or *disinterested directors or otherwise*, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

7.3 Amendment. No amendment, modification or repeal of this Article 7 shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal.

ARTICLE 8 OFFICERS

The day to day affairs of the Company shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Company at its first meeting following the annual meeting of the shareholders of the Company and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The terms of office of the initial officers shall be for not more than one year after the date of incorporation of the Company. The names and addresses of the initial officers whose initial terms of office shall be for one year and who thereafter shall serve as designated by the Board of Directors are as follows:

President:

Michael Gilbert Hoagland

7523 Seurat St.
Apt 207
Orlando, FL 32819

Vice President, Secretary & Treasurer:

Edward Falzarano

14 Tempe Wick Rd.
Mendham, Morris, NJ

Vice President

Reese I. Bowen

5 Silverbrook Rd
Morristown, NJ 07960

ARTICLE 9
DIRECTORS

9.1 Number and Qualification. The property, business and affairs of the Company shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist at any time of not less than five (5) directors.

9.2 Duties and Powers. All of the duties and powers of the Company shall be exercised exclusively by the Board of Directors, its officers, agents, contractors or employees.

9.3 Election; Removal. Directors of the Company shall be elected at the annual meeting of the Shareholders in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws. Elections of directors need not be by written ballot except and to the extent provided in the By-Laws of the Company.

9.4 Standards. Each Director shall discharge his or her duties as a director, including any duties as a member of a Committee: in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interests of the Company. Unless a Director has knowledge concerning a matter in question that makes reliance unwarranted, a Director, in discharging his duties, may rely on information,

opinions, reports or statements, including financial statements and other data, if prepared or presented by: one or more officers or employees of the Company whom the Director reasonably believes to be reliable and competent in the matters presented; legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the persons' professional or expert competence; or a Committee of which the Director is not a member if the Director reasonably believes the Committee merits confidence. A Director shall not be liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his office in compliance with the foregoing standards.

9.5 First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Chairman: James J. McCahill	12 Moon Shadow Court Kinnelon, NJ 07405
Christopher J. McHattie	46 Cherry Lane Kinnelon, NJ 07405
Robert P. Lucas	4 Beechwood Drive Convent Station, NJ 07961
Reese I. Bowen	5 Silverbrook Road Morristown, NJ 07960
Michael A. Culbertson	4624 Sylvan Drive Columbia, SC 29206

ARTICLE 10 BY-LAWS

The first By-Laws of the Company shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws.

ARTICLE 11 AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

12.1 Notice. Notice of a proposed amendment shall be included in the notice of any

meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 607, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby. Amendments to these Articles may also be adopted by written consent as provided in the By-Laws and Chapter 607, Florida Statutes.

12.2 Adoption. Amendments shall be proposed and adopted in the manner provided in Chapter 607 and Chapter 628, Florida Statutes (the latter to control over the former).

12.3 Recording. A copy of each amendment shall be filed with the Secretary of the Department of Financial Affairs, Office of Insurance Regulation and with the Secretary of State pursuant to the provisions of applicable Florida law.

ARTICLE 12 INCORPORATORS

The names and addresses of the Incorporators of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Christopher J. McHattie	46 Cherry Lane Kinnelon, NJ 07405
Reese I. Bowen	5 Silverbrook Rd Morristown, NJ 07960
Edward Falzarano	14 Tempe Wick Rd. Mendham, Morris, NJ
James J. McCahill	12 Moon Shadow Kinnelon, NJ 07405
Robert P. Lucas	4 Beechwood Dr. Convent Station, NJ 07961

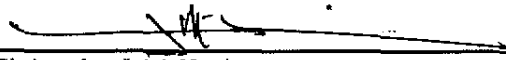
ARTICLE 13 INITIAL REGISTERED OFFICE; ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of the Company shall be at 2000 West Commercial Boulevard, suite 232, Ft. Lauderdale, Florida 33309, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Fred E. Karlinsky.

ARTICLE 14
PREEMPTIVE RIGHTS

The Shareholders of the Company shall have pre-emptive rights in the event of the issuance of new shares in order to maintain their percentage control of the Company.

IN WITNESS WHEREOF, the Incorporators have affixed their signatures the day and year set forth below.



Christopher J. McHattie

State of New Jersey :
: ss.
County of MORRIS :

Personally appeared before me this 22ND day of NOVEMBER, 2003, CHRISTOPHER McHATTIE who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.



~~Maryann Gillio, Notary Public State of New Jersey~~
(Seal)

My commission expires:
DEBORAH S. VEHEC
Notary Public of New Jersey
Commission Expires 05/23/08

Reese I. Bowen

State of New Jersey :
: ss.
County of Passaic :

Personally appeared before me this ____ day of _____, 2003, _____, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

Maryann Gillio, Notary Public State of New Jersey
(Seal)

My commission expires:

Edward Falzarano

State of New Jersey :
: ss.
County of Passaic :

ARTICLE 14
PREEMPTIVE RIGHTS

The Shareholders of the Company shall have pre-emptive rights in the event of the issuance of new shares in order to maintain their percentage control of the Company.

IN WITNESS WHEREOF, the Incorporators have affixed their signatures the day and year set forth below.

Christopher J. McHattie

State of New Jersey :
: ss.
County of _____ :

Personally appeared before me this ____ day of _____, 2003, _____, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

My commission expires:

Maryann Gillio, Notary Public State of New Jersey
(Seal)

Reese I. Bowen

State of New Jersey :
: ss.
County of Passaic :

Personally appeared before me this 21st day of November, 2003, Reese I. Bowen who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

My commission expires: 12/1/07

Maryann Gillio, Notary Public State of New Jersey
(Seal)

Edward Falzarano

State of New Jersey :
: ss.
County of Passaic :

Personally appeared before me this 21st day of November, 2003, Edward Polzearo, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

Maryann Gillio
Maryann Gillio, Notary Public State of New Jersey
(Seal)

My commission expires: 12/1/07

James J. McCahill
James J. McCahill

State of New Jersey :
: ss.

County of Passaic :
Personally appeared before me this 21st day of November, 2003, James J. McCahill, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

Maryann Gillio
Maryann Gillio, Notary Public State of New Jersey
(Seal)

My commission expires: 12/1/07

Robert P. Lucas
Robert P. Lucas

State of New Jersey :
: ss.

County of Passaic :
Personally appeared before me this 21st day of November, 2003, Robert P. Lucas, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

Maryann Gillio
Maryann Gillio, Notary Public State of New Jersey
(Seal)

My commission expires: 12/1/07

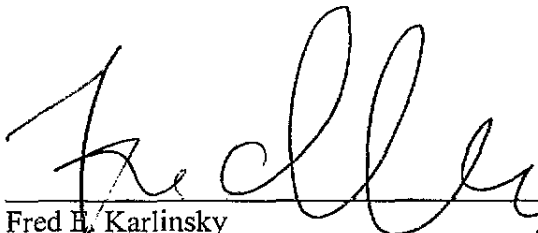
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following is submitted:

Desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing articles of incorporation, in the County of Broward, State of Florida, the Company named in the said articles has named Fred E. Karlinsky, located at 2000 West Commercial Boulevard, Suite 232, Ft. Lauderdale, Florida 33309, as its statutory registered agent.

Having been named the statutory agent of said Company at the place designated in this certificate, I am familiar with the obligations of that position, and hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

DATED this 21st day of November, 2003.



Fred E. Karlinsky

FILED
03 NOV 25 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA