

Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
AMERICAN SAFETY COUNCIL - INSURANCE DIVISION, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AMERICAN SAFETY COUNCIL – INSURANCE DIVISION, INC.**

The undersigned, on behalf of American Safety Council – Insurance Division, Inc., and pursuant to the provisions of Section 607.1007 of the Florida Statutes, hereby certifies as follows:

1. The name of the corporation is American Safety Council – Insurance Division, Inc. (the "Corporation").
2. These Amended and Restated Articles of Incorporation contain amendments requiring the approval of the shareholders of the Corporation.
3. These Amended and Restated Articles of Incorporation (including all amendments set forth therein) were adopted by the sole holder of all outstanding shares of voting stock of the Corporation as of May 8, 2014, by written consent pursuant to the Florida Business Corporation Act, Sections 607.0704 and 607.1003. The number of votes cast by the shareholders was sufficient for approval.
4. The Amended and Restated Articles of Incorporation are hereby adopted as follows, and supersede the original Articles of Incorporation of the Corporation and any amendments thereto:

**ARTICLE I
NAME**

The name of the corporation (the "Corporation") is American Safety Council – Insurance Division, Inc., and the principal place of business and mailing address of the Corporation shall be 5125 Adanson St., Suite 500, Orlando, Florida, or at such other place within the State of Florida as the Board of Directors of the Corporation may designate.

**ARTICLE II
TERM OF EXISTENCE**

The Corporation shall have perpetual duration and existence.

**ARTICLE III
OBJECTS AND POWERS**

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue one hundred thousand (100,000) shares of \$0.01 par value per share Class A voting common stock and one hundred thousand (100,000) shares of \$0.01 par value per share Class B non-voting common stock. The Class A voting common stock and Class B non-voting common stock shall be identical in all respects except that the Class B non-voting common stock shall have no voting rights.

**ARTICLE V
REGISTERED AGENT**

The name of the Corporation's registered agent is Jeffrey R. Pairan and the address of the registered agent's office is 5125 Adanson St., Suite 500, Orlando, Florida.

**ARTICLE VI
BOARD OF DIRECTORS**


The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors and any officers of the Corporation, as may be duly appointed in the discretion of the shareholders pursuant to the bylaws of the Corporation.

**ARTICLE VII
AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute or these Amended and Restated Articles of Incorporation, and all rights conferred upon shareholders herein are granted subject to this reservation. These Amended and Restated Articles of Incorporation may be amended as provided by law.

23rd The undersigned has executed these Amended and Restated Articles of Incorporation this day of May, 2014.

AMERICAN SAFETY COUNCIL -
INSURANCE DIVISION, INC.

By: 
Name: Jeffrey R. Pairan
Title: Chief Executive Officer