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(Requestor's Name)

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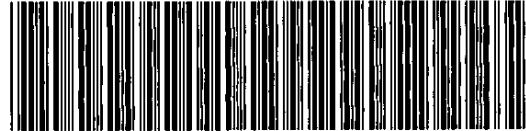
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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FILED  
07 JUN - 1 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
07 JUN - 1 PM 4:05  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

T. Burch JUN 01 2007

**COVER LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT: American Coastal Insurance Company**  
**(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)**

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
<b>ADDITIONAL COPY REQUIRED</b>	

FROM: Thomas A. Crabb/Radey Thomas Yon & Clark, P.A.  
Name (Printed or typed)

301 South Bronough Street Suite 200  
Address

Tallahassee, FL 32301  
City, State & Zip

(850)425-6654  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**APPROVED**

**REVISED**

**ARTICLES OF INCORPORATION  
FOR  
AMERICAN COASTAL INSURANCE COMPANY**

Docketed by: epm

The undersigned incorporator, 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 American Coastal Insurance Company. For convenience, the corporation shall be referred to in this instrument as the "Company." These Articles of Incorporation are referred to as the "Articles," and the Bylaws of the Company are referred to as the "Bylaws."

**ARTICLE 2  
OFFICE**

The principal office and mailing address of the Company shall initially be 4000 Hollywood Blvd, Suite 370 North, Hollywood, Florida, 33021 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 Residential Property coverage.

**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 Bylaws, and all of the powers and duties reasonably necessary to operate the Company pursuant to the Bylaws, as they may be amended from time to time.

FILED  
CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA  
OCT 28 11 41 AM '08

ARTICLE 5  
AUTHORIZED SHARES

The Company shall be authorized to issue up to One Hundred Thousand (100,000) shares of common stock, each 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 and officers 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 section 607.0831, Florida Statutes, or as provided in section 607.0850, Florida Statutes, 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 sections 607.0831 and 607.0850, Florida Statutes, as the same maybe amended and supplemented, indemnify directors and officers from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said sections, 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 shareholders 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 or officer 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 Bylaws. The officers shall be elected by the board of directors of the Company (the "Board") at its first meeting following the annual meeting of the shareholders of the Company and shall serve at the pleasure of the Board. The Bylaws 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.

## ARTICLE 9 DIRECTORS

9.1 Number and Qualification. The property, business and affairs of the Company shall be managed by the Board consisting of the number of directors determined in the manner provided by the Bylaws, 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, its officers, agents, contractors or employees.

9.3 Election and 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 Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws. Elections of directors need not be by written ballot except and to the extent provided in the Bylaws 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 Term. Each director's initial term shall be for one year and thereafter as set forth in the Bylaws.

## ARTICLE 10 BYLAWS

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

ARTICLE II  
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 Bylaws 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 Office of Insurance Regulation and with the Secretary of State pursuant to the provisions of applicable Florida law.

ARTICLE 12  
INCORPORATOR

The name and address of the Incorporators of this Company is:

<u>Name</u>	<u>Address</u>
H. Wade Reece	3605 Glenwood Ave. Raleigh, NC 27612
David M. Pruett	187 W. Independence Blvd. Mt. Airy, NC 27030
R. Daniel Peed	20405 Hwy 249, Ste. 430 Houston, TX 77070
Andrea Holder	3605 Glenwood Ave. Raleigh, NC 27612
Robert W. Virtue	4000 Hollywood Blvd. Suite 285 South Hollywood, FL 33021

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

In accordance with the laws of the State of Florida, the Chief Financial Officer of the State shall be designated as the registered agent of the Company, and the address of the registered office shall be Chief Financial Officer, State of Florida, The Capitol, Tallahassee, FL 32399.

ARTICLE 14  
CONTROL SHARE ACQUISITIONS

The provisions of Section 607.0902 of the Florida Business Organizations Act shall not be applicable to the Company.

IN WITNESS WHEREOF, the Incorporators have affixed their signature the day and year set forth below:

  
\_\_\_\_\_  
H. Wade Reece

\_\_\_\_\_  
David M. Pruett

\_\_\_\_\_  
R. Daniel Peed

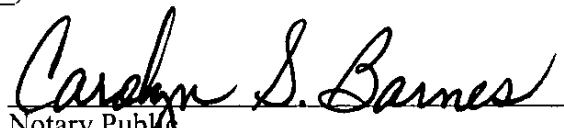
\_\_\_\_\_  
Andrea Holder

\_\_\_\_\_  
Robert W. Virtue

STATE OF North Carolina  
COUNTY OF Wake

Before me personally appeared H. Wade Reece, who being personally known to me or producing \_\_\_\_\_ as identification acknowledged executing the foregoing document on the 29 day of May, 2007.

My Commission Expires:  
June 18, 2008

  
\_\_\_\_\_  
Notary Public

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


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\_\_\_\_\_  
H. Wade Reece

  
\_\_\_\_\_  
David M. Pruett

\_\_\_\_\_  
R. Daniel Peed

\_\_\_\_\_  
Andrea Holder

\_\_\_\_\_  
Robert W. Virtue

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

Before me personally appeared H. Wade Reece, who being personally known to me or producing \_\_\_\_\_ as identification acknowledged executing the foregoing document on the \_\_\_\_\_ day of \_\_\_\_\_, 2007.

My Commission Expires: \_\_\_\_\_

\_\_\_\_\_  
Notary Public



STATE OF North Carolina  
COUNTY OF Surry

Before me personally appeared David M. Pruett, who being personally known to me or producing \_\_\_\_\_ as identification acknowledged executing the foregoing document on the 29<sup>th</sup> day of May, 2007.

My Commission Expires: 11-3-2007 Jonda Hall  
Notary Public

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

Before me personally appeared R. Daniel Peed, who being personally known to me or producing \_\_\_\_\_ as identification acknowledged executing the foregoing document on the \_\_\_\_ day of \_\_\_\_\_, 2007.

My Commission Expires: \_\_\_\_\_  
Notary Public

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

Before me personally appeared Andrea Holder, who being personally known to me or producing \_\_\_\_\_ as identification acknowledged executing the foregoing document on the \_\_\_\_\_ day of \_\_\_\_\_, 2007.

My Commission Expires: \_\_\_\_\_  
Notary Public

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

In accordance with the laws of the State of Florida, the Chief Financial Officer of the State shall be designated as the registered agent of the Company, and the address of the registered office shall be Chief Financial Officer, State of Florida, The Capitol, Tallahassee, FL 32399.

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IN WITNESS WHEREOF, the Incorporators have affixed their signature the day and year set forth below:

\_\_\_\_\_  
H. Wade Reece

\_\_\_\_\_  
David M. Pruett

  
\_\_\_\_\_  
R. Daniel Peed

\_\_\_\_\_  
Andrea Holder

\_\_\_\_\_  
Robert W. Virtue

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

Before me personally appeared H. Wade Reece, who being personally known to me or producing \_\_\_\_\_ as identification acknowledged executing the foregoing document on the \_\_\_\_\_ day of \_\_\_\_\_, 2007.

My Commission Expires: \_\_\_\_\_  
Notary Public

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

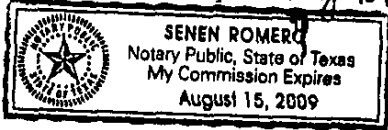
Before me personally appeared David M. Pruett, who being personally known to me or producing \_\_\_\_\_ as identification acknowledged executing the foregoing document on the \_\_\_\_\_ day of \_\_\_\_\_, 2007.

My Commission Expires: \_\_\_\_\_  
Notary Public

STATE OF Texas  
COUNTY OF Harris

Before me personally appeared R. Daniel Peed, who being personally known to me or producing \_\_\_\_\_ as identification acknowledged executing the foregoing document on the \_\_\_\_\_ day of \_\_\_\_\_, 2007.

My Commission Expires: Aug. 15, 2009 Senen Romero  
Notary Public



STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

Before me personally appeared Andrea Holder, who being personally known to me or producing \_\_\_\_\_ as identification acknowledged executing the foregoing document on the \_\_\_\_\_ day of \_\_\_\_\_, 2007.

My Commission Expires: \_\_\_\_\_  
Notary Public

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

In accordance with the laws of the State of Florida, the Chief Financial Officer of the State shall be designated as the registered agent of the Company, and the address of the registered office shall be Chief Financial Officer, State of Florida, The Capitol, Tallahassee, FL 32399.

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\_\_\_\_\_  
H. Wade Reece

\_\_\_\_\_  
David M. Pruett

\_\_\_\_\_  
R. Daniel Peed

  
\_\_\_\_\_  
Andrea Holder

\_\_\_\_\_  
Robert W. Virtue

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

Before me personally appeared H. Wade Reece, who being personally known to me or producing \_\_\_\_\_ as identification acknowledged executing the foregoing document on the \_\_\_\_\_ day of \_\_\_\_\_, 2007.

My Commission Expires:

\_\_\_\_\_  
Notary Public

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

Before me personally appeared David M. Pruett, who being personally known to me or producing \_\_\_\_\_ as identification acknowledged executing the foregoing document on the \_\_\_\_\_ day of \_\_\_\_\_, 2007.

My Commission Expires: \_\_\_\_\_  
Notary Public

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

Before me personally appeared R. Daniel Peed, who being personally known to me or producing \_\_\_\_\_ as identification acknowledged executing the foregoing document on the \_\_\_\_\_ day of \_\_\_\_\_, 2007.

My Commission Expires: \_\_\_\_\_  
Notary Public

STATE OF North Carolina  
COUNTY OF Wake

Before me personally appeared Andrea Holder, who being personally known to me or producing \_\_\_\_\_ as identification acknowledged executing the foregoing document on the 29 day of May, 2007.

My Commission Expires: June 18, 2008  
Carolyn S. Barnes  
Notary Public

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

In accordance with the laws of the State of Florida, the Chief Financial Officer of the State shall be designated as the registered agent of the Company, and the address of the registered office shall be Chief Financial Officer, State of Florida, The Capitol, Tallahassee, FL 32399.

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\_\_\_\_\_  
H. Wade Reece

\_\_\_\_\_  
David M. Pruett

\_\_\_\_\_  
R. Daniel Peed

\_\_\_\_\_  
Andrea Holder

 Judith Garcia  
My Commission DD358582  
Expires November 07, 2008  
*Judith Garcia*

*Robert W. Virtue*  
\_\_\_\_\_  
Robert W. Virtue

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

Before me personally appeared H. Wade Reece, who being personally known to me or producing \_\_\_\_\_ as identification acknowledged executing the foregoing document on the \_\_\_\_\_ day of \_\_\_\_\_, 2007.

My Commission Expires: \_\_\_\_\_

\_\_\_\_\_  
Notary Public

STATE OF  
COUNTY OF

Florida  
Broward

Before me personally appeared Robert W. Virtue, who being personally known to me or producing \_\_\_\_\_ as identification acknowledged executing the foregoing document on the 29<sup>th</sup> day of May, 2007.

My Commission Expires:

Judith Garcia  
Notary Public



Judith Garcia  
My Commission DD355592  
Expires November 07, 2008