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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

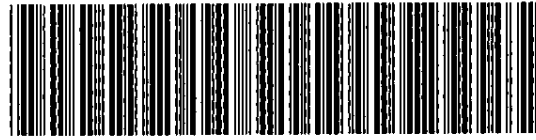
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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*MRD  
1/7/09*

DEPARTMENT OF STATE  
ACCOUNT FILING COVER SHEET

FILED

09 JAN -6 PM 3:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Account Number FCA000000017

Date: 1/6/09

Requestor Name: Carlton Fields

Address: Post Office Box 190  
Tallahassee, Florida 32302

Telephone: (850) 513-3619 (direct)  
(850) 224-1585

Contact Name: Kim Pullen, CP, FRP

Corporation Name: CastlePoint Florida  
Insurance Company

Entity Number (if applicable):  
Authorization: Kim Pullen

<sup>Articles</sup> Certified Copy (2)

Certificate of Status (2)

New Filings

Plain Stamped Copy

Annual Report

Fictitious Name

Amendments

Registration

( X ) Call When Ready

( X ) Call if Problem

( ) After 4:30

( X ) Walk In

( ) Will Wait

( X ) Pick Up

( ) Mail Out

CF Internal Use Only

Client: 53067 Matter: 33482

Name: Cruz Brown Office: TLH

**APPROVED**

DEC 16 2008

**ARTICLES OF INCORPORATION  
OF  
CASTLEPOINT FLORIDA INSURANCE COMPANY**

Docketed by: *KMcgrath*

The undersigned incorporators, for the purpose of forming a stock insurance corporation (the "Corporation") under Chapters 607 and 628, Florida Statutes, hereby adopt the following articles of incorporation:

**ARTICLE I  
NAME**

The name of the Corporation shall be CastlePoint Florida Insurance Company.

**ARTICLE II  
PRINCIPAL OFFICE**

The street and mailing address of the corporation shall be: 3000 West Cypress Creek Road, Ft. Lauderdale, FL 33309 or such other place within the State of Florida 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 in the State of Florida as may be permitted by the Act.

**ARTICLE III  
AUTHORIZED SHARES**

The number of shares of common stock that this Corporation is authorized to have outstanding at any one time is 100,000 shares, with a par value of \$1.00. However, the Corporation shall not conduct any business until it has at least \$5 million of surplus as to policyholders. This initial \$ 5million in equity shall be purchased with United States currency or its equivalent in admissible United States Government securities. Any additional shares purchased which represent equity over and above the \$5 million minimum amount may be paid for in United States currency or any other security the insurer is authorized to invest its funds in under Part II of Chapter 625, Florida Statutes. Stock certificates to replace lost or destroyed certificates shall be issued only in accordance with the bylaws of this Corporation.

**ARTICLE IV  
REGISTERED AGENT**

Pursuant to section 624.422, Florida Statutes, the Corporation designates the Chief Financial Officer of the State of Florida to accept service of process on behalf of the Corporation. The name and street address of the person to whom process against it served upon the Chief Financial Officer is to be forwarded and the Corporation's registered agent is CFRA, LLC, a Florida limited liability company, Corporate Center Three at International Plaza, 4221 W. Boy Scout Boulevard, Tampa, FL 33607-5736.

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TALLAHASSEE, FLORIDA

**ARTICLE V**  
**INCORPORATORS**

The name and residence address of the incorporators to these articles of incorporation, a majority of who are United States citizens and are over eighteen (18) years of age, are:

	Name	<u>Residence Address</u>
1.	Roger A. Brown	214 Oakwood Road Wilmington, DE 19803
2.	Gregory T. Doyle	32 Russett Road Sandy Hook, CT 06482
3.	Joel S. Weiner	155 West 68 <sup>th</sup> Street, Apt. 32C New York, NY
4.	Richard M. Barrow	1955 Brook Park Drive Merrick, NY 11566
5.	Robert W. Hedges	14 Bark Mill Terrace Montville, NJ 07045

**ARTICLE VI**  
**PURPOSE**

The purpose for which the Corporation is formed is to transact insurance business it may become authorized to write pursuant to the laws of the United States and the State of Florida. The Corporation shall only engage, directly or indirectly, in the insurance business and business activities reasonably related and necessarily incidental to such insurance business.

**ARTICLE VII**  
**DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

The Corporation shall have five (5) initial directors, the majority of whom are United States citizens, and all of whom are over the age of eighteen (18) years. The following individuals shall serve, for a term of not more than one (1) year, as the initial directors of the Corporation:

	<u>Name</u>	<u>Residence Address</u>
1.	Richard M. Barrow	1955 Brook Park Drive Merrick, NY 11566
2.	James Dulligan	13 Lakeshore Boulevard Massapequa, NY 11758
3.	Gregory T. Doyle	32 Russett Road Sandy Hook, CT 06482
4.	Robert W. Hedges	14 Bark Mill Terrace Montville, NJ 07045
5.	Joel S. Weiner	155 West 68 <sup>th</sup> Street, Apt. 32C New York, NY

**ARTICLE IX**  
**BYLAWS**

Except as otherwise specifically provided by Chapter 607, Florida Statutes, the power to adopt, alter, amend, or repeal the bylaws of the Corporation shall be vested in the Corporation's board of directors.

**ARTICLE X**  
**AMENDMENTS**

The Corporation reserves the right to amend, alter, or repeal any provision of these articles of incorporation in the manner prescribed by Chapters 607 and 628, Florida Statutes, and all rights conferred on shareholders are subject to this reservation. These articles of incorporation may be amended prior to the issuance of shares by the Corporation by the unanimous approval or consent of the board of directors and approval by the Florida Office of Insurance Regulation pursuant to section 628.101, Florida Statutes. Thereafter, every amendment shall be approved as provided in the bylaws and section 628.101, Florida Statutes.

**ARTICLE XI**  
**INDEMNIFICATION**

11.1 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 maybe 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 attorneys' 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 knowingly 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 or repeal of this Article XI 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.

11.2 Indemnification. The Company shall, to the fullest extent permitted by the provisions of sections 607.0831 and 607.0850, Florida Statutes, as the same may be amended and supplemented, indemnify directors, officers, and trustees who it shall have power to indemnify under 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 stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office and shall continue as a person who has ceased to be a director, officer, or trustee and shall insure to the benefit of the heirs, executors, and administrators of such person.

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

The undersigned incorporators have executed these articles of incorporation this 5<sup>th</sup>  
day of ~~April~~, 2008.

January, 2007

R A S

Rurdell

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James T. Doherty

Richard Barrow

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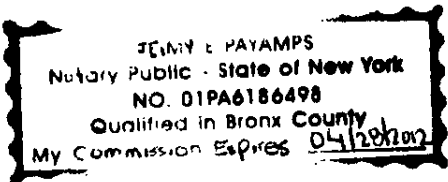
John M. ...

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ACKNOWLEDGEMENT OF INCORPORATION

STATE OF New York  
COUNTY OF \_\_\_\_\_

The foregoing Articles of Incorporation was acknowledged before me this 5<sup>th</sup> day of January, 2009, by Roger A Brown, who is personally known to me ~~or who has produced \_\_\_\_\_ (type of indemnification) as identification.~~



Jeimy E. Payamps  
NOTARY PUBLIC

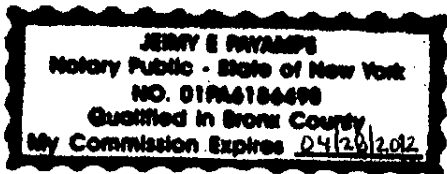
Jeimy E. Payamps  
Printed Name of Notary

My Commission expires: 04/28/2012

ACKNOWLEDGEMENT OF INCORPORATION

STATE OF New York  
COUNTY OF \_\_\_\_\_

The foregoing Articles of Incorporation was acknowledged before me this 5<sup>th</sup> day of January, 2009, by Robert W. Hedges, who is personally known to me ~~or who has produced \_\_\_\_\_ (type of indemnification) as identification.~~



Jeimy E. Payamps  
NOTARY PUBLIC



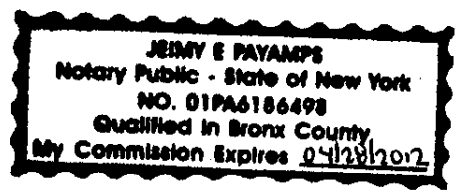
Jeimy E. Payamps  
Printed Name of Notary

My Commission expires: 04/28/2012

**ACKNOWLEDGEMENT OF INCORPORATION**

STATE OF New York  
COUNTY OF \_\_\_\_\_

The foregoing Articles of Incorporation was acknowledged before me this 5<sup>th</sup> day of January, 2009, by Gregory T. Doyle, who is personally known to me ~~or~~ who has produced \_\_\_\_\_ (type of indemnification) as ~~identification.~~



Jeimy E. Payamps  
NOTARY PUBLIC

Jeimy E. Payamps  
Printed Name of Notary

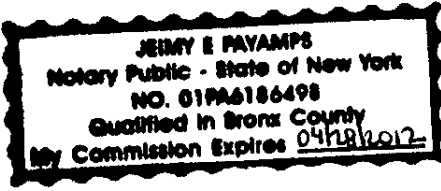
My Commission expires: 04/28/2012

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

STATE OF New York  
COUNTY OF \_\_\_\_\_

The foregoing Articles of Incorporation was acknowledged before me this 5<sup>th</sup> day of January, 2009, by \_\_\_\_\_, who is personally known to me or who has produced \_\_\_\_\_ (type of indemnification) as identification.

Jeimy E. Payamps  
NOTARY PUBLIC



Jeimy E. Payamps  
Printed Name of Notary

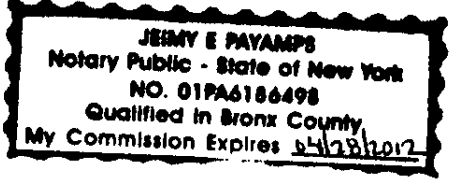
My Commission expires: 04/28/2012

ACKNOWLEDGEMENT OF INCORPORATION

STATE OF New York  
COUNTY OF \_\_\_\_\_

The foregoing Articles of Incorporation was acknowledged before me this 5<sup>th</sup> day of January, 2009 by Richard M Barrow, who is personally known to me ~~or~~ who has produced \_\_\_\_\_ (type of indemnification) as identification.

Jeimy E. Payamps  
NOTARY PUBLIC

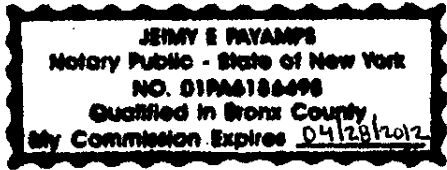


Jeimy E. Payamps  
Printed Name of Notary

My Commission expires: 04/28/2012

STATE OF New York  
COUNTY OF \_\_\_\_\_

The foregoing Articles of Incorporation was acknowledged before me this 5<sup>th</sup> day of January, 2009, by Toel S weiner, who is personally known to me ~~or~~ who has produced \_\_\_\_\_ (type of indemnification) as identification.



Jemmy E. Payamps  
NOTARY PUBLIC

Jemmy E. Payamps  
Printed Name of Notary

My Commission expires: 04/28/2012

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the duties and obligation of its position as registered agent.

Dated this 6<sup>th</sup> day of January 2009.

CFRA, LLC  
a Florida limited liability company

By: KCB  
Kelly A. Cruz-Brown

**FILED**  
09 JAN -6 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA