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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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MAIL

(Business Entity Name)

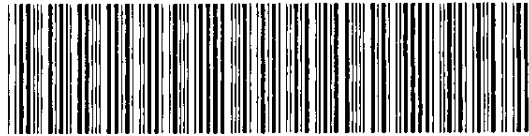
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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11/17/10--01002--001 \*\*467.50

RECEIVED  
10 NOV 17 AM 8:38  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
10 NOV 17 AM 9:27  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ATTORNEYS AT LAW**

106 EAST COLLEGE AVENUE, SUITE 900  
TALLAHASSEE, FL 32301-7732  
850.222.6100 TEL  
850.561.6475 FAX  
foley.com

November 16, 2010

WRITER'S DIRECT LINE  
850.513.3377  
tmaida@foley.com EMAIL

CLIENT/MATTER NUMBER  
078639-0104

**VIA HAND DELIVERY**

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle West  
Tallahassee, Florida 32301

Re: Filing of Articles of Incorporation and Articles of Organization  
Request for Certificates of Status

Dear Sir or Madam:

Enclosed, for filing, please find the following:

- Original Executed Articles of Incorporation for RetailFirst Assessable Mutual Insurance Company (\$70 filing fee)
- Original Executed Amended and Restated Articles of Incorporation for RetailFirst Assessable Mutual Insurance Company (\$35 filing fee)
- Original Executed Amended and Restated Articles of Incorporation for RetailFirst Mutual Insurance Company (\$35 filing fee)
- Original Executed Articles of Incorporation for RetailFirst Mutual Holdings, Inc. (\$70 filing fee)
- Original Executed Articles of Incorporation for RetailFirst Holdings, Inc. (\$70 filing fee)
- Original Executed Articles of Organization for RetailFirst Services LLC (\$125 filing fee)

Also, we would like to request two (2) original Certificates of Status for RetailFirst Mutual Holdings, Inc., RetailFirst Holdings, Inc., RetailFirst Insurance Company, and RetailFirst Services, LLC. Our understanding of the fees for these is as follows: 1) \$5.00 for each Certificate of Status for RetailFirst Services, LLC; and 2) \$8.75 for each Certificate of Status for the remaining entities.

I have enclosed a check in the amount of \$467.50 made payable to the Department of State to cover all of the above-referenced fees.

Thank you for your assistance in this matter.

BOSTON  
BRUSSELS  
CHICAGO  
DETROIT

JACKSONVILLE  
LOS ANGELES  
MADISON  
MIAMI

MILWAUKEE  
NEW YORK  
ORLANDO  
SACRAMENTO

SAN DIEGO  
SAN DIEGO/DEL MAR  
SAN FRANCISCO  
SHANGHAI

SILICON VALLEY  
TALLAHASSEE  
TAMPA  
TOKYO  
WASHINGTON, D.C.



FOLEY & LARDNER LLP

Department of State  
November 16, 2010  
Page 2

Sincerely yours,

A handwritten signature in black ink, appearing to read 'G. Donovan Brown', written in a cursive style.

G. Donovan Brown

GDB:gdb  
Enclosures

**APPROVED**

ARTICLES OF INCORPORATION

NOV 10 2010

OF

RETAILFIRST HOLDINGS, INC.

Docketed by: Wm C. G. H.

The undersigned incorporators to these Articles of Incorporation hereby form a domestic insurance holding company under the laws of the State of Florida.

ARTICLE I  
ORGANIZATION

The Corporation is a domestic insurance holding company organized under the Florida Business Corporations Act and classified as an intermediate holding company under Section 628.703(3), Florida Statutes.

ARTICLE II  
NAME

The name of the Corporation shall be RetailFirst Holdings, Inc.

ARTICLE III  
PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation within Polk County, Florida, shall be as follows:

2310 Commerce Point Drive  
Lakeland, Florida 33801

ARTICLE IV  
NATURE OF BUSINESS

The Corporation is being formed to hold at all times, either directly or indirectly through one or more intermediate holding companies as permitted by law, a majority of the voting shares of the capital stock of RetailFirst Insurance Company, formerly RetailFirst Mutual Insurance Company, the successor to the Florida Retail Federation Self Insurers Fund, which was originally organized as a Florida group self-insurance fund and was converted to an assessable mutual insurer, followed immediately by the conversion of such assessable mutual into a nonassessable mutual insurer, followed immediately by the reorganization of such nonassessable mutual insurer into a stock insurance company. In addition, the Corporation may engage in any lawful business incidental thereto, and any other business permitted by law.

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JUDICIAL CIRCUIT IN AND FOR  
THE SEVENTH JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA

ARTICLE V  
STOCK

The corporation is authorized to issue ten million shares of common stock, no par value.

ARTICLE VI  
INITIAL ISSUANCE OF SHARES

The Corporation shall initially issue its shares to RetailFirst Mutual Holdings, Inc., a Florida mutual insurance holding company, in accordance with a reorganization pursuant to Section 628.709, Florida Statutes.

ARTICLE VII  
TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE VIII  
INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and office of the Corporation shall be as follows:

F&L Corp.  
One Independent Drive  
Suite 1300  
Jacksonville, Florida 32202

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CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

who is familiar with the obligations of such designation and by accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time.

ARTICLE IX  
DIRECTORS

The Corporation shall initially have six directors. Thereafter, the number of directors shall be as set forth in the Corporation's bylaws, as may be amended from time to time, but in no event shall the number of directors be less than the minimum number required by law. A majority of the directors shall be United States citizens, and all of the directors shall be over eighteen years of age. The term of office of the directors shall be as set forth in the bylaws of the Corporation, as may be amended from time to time. After a director has been elected to and qualified for a directorship, such director may not be removed without cause except upon the affirmative vote of at least two-thirds (2/3) of the Board of Directors. The names and addresses of the initial directors are as follows:

W. "Bill" Kundrat, Jr.                      1303 Crystal Greens Drive, Sun City Center, FL 33573

Nis H. Nissen III                              4406 Sugartree Drive, Lakeland, FL 33813

George H. Sandefer                      107 Fish Creek Trail, Palatka, FL 32177  
Thomas S. Petcoff                      1212 Kells Court, Lakeland, FL 33813  
Charles R. Wintz                      8146 Crosswind Road, Jacksonville, FL 32244  
John D. Hanselman                      4631 Woodland Corporate Blvd., Ste. 300, Tampa, FL 33614

#### ARTICLE X INDEMNIFICATION

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### ARTICLE XI SHAREHOLDER ACTION WITHOUT A MEETING

Any action required or permitted by Florida law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote if (a) the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted and (b) such action is requested by an affirmative vote of at least two-thirds (2/3) of the Board of Directors.

#### ARTICLE XII AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of the shareholders present in person or by proxy at any annual or special meeting called for that purpose, provided that the amendment has been recommended by an affirmative vote of at least two-thirds (2/3) of the Board of Directors and the full text of the amendment has been included in the due notice of the meeting. Nothing herein shall prohibit the Board of Directors from amending these Articles of Incorporation as provided by law.

#### ARTICLE XIII INCORPORATORS

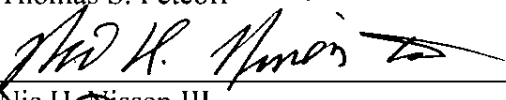
The names and addresses of the incorporators are:

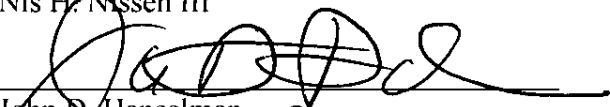
W. "Bill" Kundrat, Jr.                      6009 Love Ridge Drive, Tallahassee, FL 32312  
Nis H. Nissen III                      4406 Sugartree Drive, Lakeland, FL 33813

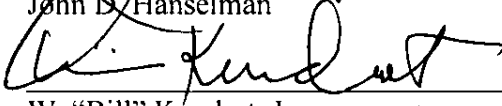
George H. Sandefer                      107 Fish Creek Trail, Palatka, FL 32177  
Thomas S. Petcoff                      1212 Kells Court, Lakeland, FL 33813  
Charles R. Wintz                      8146 Crosswind Road, Jacksonville, FL 32244  
John D. Hanselman                      4631 Woodland Corporate Blvd., Ste. 300, Tampa, FL 33614

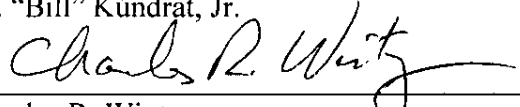
IN WITNESS WHEREOF, the incorporators have hereunto set their hands and seals this  
12<sup>th</sup> day of November, 20 10.

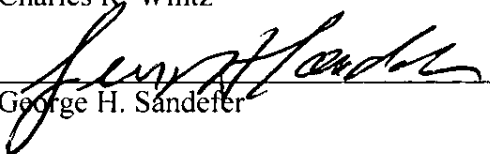
  
\_\_\_\_\_  
Thomas S. Petcoff

  
\_\_\_\_\_  
Nis H. Nissen III

  
\_\_\_\_\_  
John D. Hanselman

  
\_\_\_\_\_  
W. "Bill" Kundrat, Jr.

  
\_\_\_\_\_  
Charles R. Wintz

  
\_\_\_\_\_  
George H. Sandefer

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

F&L Corp., having been designated as the Corporation's registered agent, is familiar with and accepts the obligations of the position of registered agent under Section 607.0505, Florida Statutes.

F&L Corp.

By: 

Thomas J. Maida

Authorized Representative