

F10000093756

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

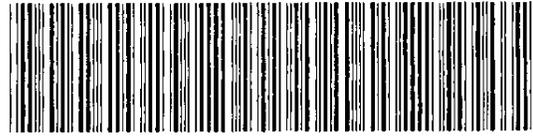
(Business Entity Name)

(Document Number)

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

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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

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.



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  
OF  
RETAILFIRST HOLDINGS, INC.

NOV 10 2010

Docketed by: Wm C. Guth

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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CLERK OF DISTRICT COURT  
POLK COUNTY, 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.

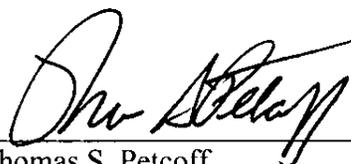
ARTICLE XIII  
INCORPORATORS

The names and addresses of the incorporators are:

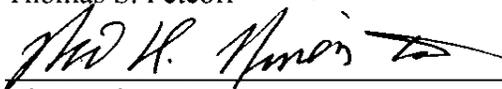
W. "Bill" Kundrat, Jr.            6009 Love Ridge Drive, Tallahassee, FL 32312  
Nis H. Nissen III            4406 Sugartree Drive, Lakeland, FL 33813

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, 2010.



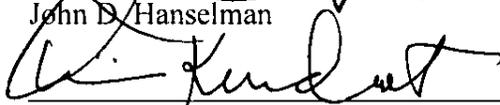
Thomas S. Petcoff



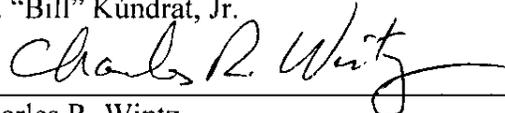
Nis H. Nissen III



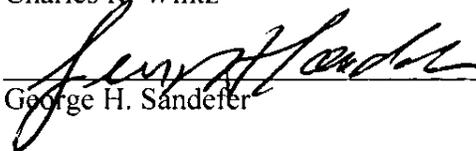
John D. Hanselman



W. "Bill" Kundrat, Jr.



Charles R. Wintz

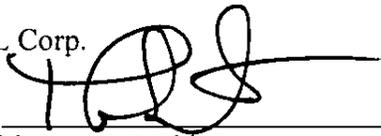


George H. Sandefer

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