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SECOND AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

WESTON INSURANCE HOLDINGS CORPORATION
(the "Company")

Document Number: P11000029873

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following Second Amended and Restated Articles of Incorporation as approved by Unanimous Written Consent of the Sole Shareholder of the Company effective November 10, 2011.

ARTICLE I

Name of Corporation

The name of the corporation is:

WESTON INSURANCE HOLDINGS CORPORATION

ARTICLE II

Principal Place of Business & Mailing Address

The principal place of business address is:

515 East Park Ave.

Tallahassee, FL US 32301

The mailing address of the corporation is:

515 East Park Ave.

Tallahassee, FL US 32301

ARTICLE III

Purpose

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS

ARTICLE IV

Capitalization

1. Classes of Stock. The number and classes of shares of stock the Company is authorized to issue is:

- a. 3,500 voting common shares at 10 cents par value ("Voting Common Stock").
- b. 1,750 non-voting Series A Preferred Shares at 10 cents par value ("Series A Preferred Stock");
- c. 500 non-voting Series B Preferred Shares at 10 cents par value ("Series B Preferred Stock"); and
- d. 250 non-voting Series C Preference Shares at 10 cents par value ("Series C Preferred Stock") (the Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock are collectively referred to herein as the "Preferred Stock").

2. Rights, Privileges and Preferences of Common Stock.

- a. Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held of record by such holder on all matters on which stockholders generally are entitled to vote, including the election of directors. Directors shall be elected by a vote of the majority votes cast with respect to shares present at a meeting at which a quorum is present. In the event an incumbent director does not receive the requisite number of votes, his or her term shall expire on the earlier of (1) 90 days from the date on which the voting results are determined or (2) the date on which an individual is selected by the board to fill the office held by such director, which selection would be deemed to constitute the filling of the vacancy by the board.
- b. Out of any funds of the Company legally available for dividends and remaining after full cumulative dividends upon all series of Preferred Stock then outstanding shall have been paid or set apart for payment for all past dividends periods and the current dividend period, then, and not otherwise, the Board of Directors may declare and pay or set apart for payment dividends on Common Stock, and the holders of Preferred Stock shall not be entitled to share therein.

3. Rights, Privileges and Preferences. The preferences, limitations and relative rights of the preferred shares of each series and the common shares are as follows:

- a. All Preferred Stock, regardless of series, shall be identical, except in each case as to the rights of first refusal, as to which the Board of Directors may fix and determine variations among the different series of each class. Preferred Stock shall be non-voting. Notwithstanding the foregoing: (i) as long as any Preferred Stock shall be outstanding, the Company will not, without the affirmative vote or consent in writing of at least two-thirds of the outstanding Preferred Stock, amend these Articles of Incorporation for the purpose of, or take any other action to, (A) increase the aggregate number of Preferred Stock or shares of any other class ranking as to

dividends or assets on a parity with or prior to the Preferred Stock, (B) change the designations, preferences, limitations, voting or other relative rights of the Preferred Stock or of any outstanding series of Preferred Stock, (C) other than as set out below with respect to conversion, effect an exchange, reclassification or cancellation of all or part of the Preferred Stock, (D) change the Preferred Stock into the same or a different number of shares, with or without par value of the same or any other class, or (E) cancel or otherwise affect dividends on the shares of any series of Preferred Stock which have accrued but have not been declared.

- b. Out of the funds the Company legally has available for payment of dividends, the holders of Preferred Stock shall be entitled to receive dividends calculated on a yearly basis at a rate equal to the interest rate on 5-year U.S. Treasury Notes plus 475 basis points, adjusted annually from the anniversary of the Initial Closing Date, times the Invested Amount. The Invested Amount shall equal the purchase price of the Preferred Stock. Dividends shall accrue and be paid in quarterly installments. Dividends on the preferred shares shall not be subject to a cap. The Company may, at its option, elect to defer the payment of dividends in which case dividends will accrue until payment thereof or redemption, liquidation or conversion of the preferred shares. Accrued and unpaid dividends on the Preferred Stock shall not bear interest.
- c. In the event of voluntary or involuntary liquidation of the Company, before any distribution of the assets shall be made to the holders of any class of shares ranking as to assets subordinate to the Preferred Stock, the holders of the Preferred Stock of each series shall be entitled to receive out of the assets of the Company available for distribution to its shareholders the sum of (i) the amount per share determined by the Board of Directors not to exceed the purchase price of the Preferred Stock as determined by the Board of Directors, (ii) the amount per share equal to all accrued and unpaid dividends thereon, such sum constituting the "preferential amount" for the Preferred Stock. If, in the event of such liquidation, the assets of the Company available for distribution to its shareholders shall be insufficient to permit full payment to the holders of the Preferred Stock of each series of their respective preferential amounts, then such assets shall be distributed ratably among such holders in proportion to their respective preferential amounts. If, in the event of such liquidation, the holders of the Preferred Stock of each series shall have received full payment of their respective preferential amounts, the holders of the common shares shall be entitled, to the exclusion of the holders of the Preferred Stock of each series, to share ratably in all remaining assets of the corporation available for distribution to shareholders. Neither the consolidation nor merger of the Company with or into any other corporation or corporations, the sale or lease of all or substantially all assets of the Company, nor the merger or consolidation of any other

corporation into and with the Company, shall be deemed to be a voluntary or involuntary liquidation.

- d. The Company may, at any time and from time to time after the third anniversary of the issuance of the Preferred Stock, redeem such shares in full for cash at a redemption price equal to the Liquidation Preference (as hereinafter defined) thereof plus any accrued and unpaid dividends thereon. Written consent is required from the relevant preferred shareholder prior to the fifth anniversary of the issuance of the Preferred Stock to redeem such shares. At any time and from time to time after the fifth anniversary of the issuance of the Preferred Stock, the Company shall, within 45 days after the written election of the holder of the Preferred Stock, redeem such shares in full for cash at a redemption price per share equal to the Liquidation Preference thereof as determined by the Board of Directors plus any accrued and unpaid dividends thereon through and including the date of redemption. The "Liquidation Preference" for each holder of Preferred Stock shall equal (i) after the Initial Closing but prior to the Final Funding, zero percent (0%) of the holder's purchase price of the Preferred Stock, (ii) following the Final Funding but prior to April 1, 2012, ninety percent (90%) of the holder's purchase price of the Preferred Stock and (iii) following the Final Funding and on or after April 1, 2012, eighty percent (80%) of the holder's purchase price of the Preferred Stock.
- e. In the event (i) of a default by the Company under any investment agreement relating to the Preferred Stock, or (ii) that Weston Insurance Company's ("Weston") Financial Stability Rating from Demotech, Inc. drops below "A" or if Demotech ceases to provide Weston with a Financial Stability Rating for any reason (except in the case where the Company requests Demotech, Inc. to withdraw its rating of Weston Insurance Company after it has secured at least an "A-" Financial Strength Rating from A.M. Best for Weston, in which case this same Article IV.3.e.ii shall apply to Weston's A.M. Best rating except that the minimum threshold shall be "A-" and not "A"), or (iii) in the event of a resolution of the Board of Directors of the Company after June 1, 2012 to change the Company's capital structure by more than 10% (excluding retained earnings, redemptions of existing investors and/or creditors, additional paid-in capital from existing investors or the effects of the payment of insurance claims, other payments due in the ordinary course of operations, dividends and/or taxes) in which case the Company shall notify all preferred shareholders of the aforementioned resolution in writing at least 30 days prior to the change of capital structure taking effect, then holders of Preferred Stock may, at their election, convert their holdings of Preferred Stock into voting common stock based on Conversion Date Share Equivalents. The term "Share Equivalents" shall mean the number of shares retroactively adjusted for splits, etc., of common stock in order to cause the Preferred Stock so converted to represent the same percentage

of the Company's equity (both common and preferred) attributable to additional paid-in capital ("APIC") as existed on the closing date (the "Closing") of the Investment Agreement pursuant to which such Preferred Stock was originally purchased from the Company, adjusted only for permitted post-Closing infusions of APIC by other shareholders of the Company (such adjusted US GAAP tangible book value to be the "Adjusted Book Value") on or before June 1, 2012. The holder of Preferred Stock's percentage ownership of the Company at conversion shall equal (i) the Adjusted Book Value times (ii) the percentage ownership determined by Closing Date Share Equivalents, with such value then divided by (iii) the US GAAP book value on the date the request is made to make such conversion.

- f. Holders of Preferred Stock shall have board observation rights as long as they own at least 5% of the total equity of the Company (on an as-converted basis), and shall, as long as a shareholder, have commercially reasonable access to the Company's records.
4. Shares redeemed, purchased or otherwise reacquired, or surrendered to the Company on conversion, shall have the status of authorized and unissued shares of the class of which they were a part when initially issued and may be reissued as part of the same or a different series of the same class of which they were a part when initially issued; unless, as part of the action of the Board of Directors taken to create any series, the Board of Directors restricts the right of reissuance, in which case such restricted right will be operative.
5. The Company will keep its books of account in accordance with U.S. GAAP, and furnish the holder of Preferred Stock unaudited quarterly financial statements within 60 days after the end of the first three fiscal quarters of each year and audited annual financial statements within 180 days after the end of each fiscal year, so long as the holder of Preferred Stock holds at least 5% of the equity of the Company (on an as-converted basis). In addition, all shareholders will have standard inspection rights.
6. All capitalized terms used and not otherwise defined herein shall have the definitions ascribed to them in those certain Investment Agreements executed by the holders of the Preferred Stock and the Common Stock upon their initial investment in the Company.

ARTICLE V **Registered Agent**

The name and Florida street address of the registered agent is:

NRAI Services, Inc.
515 East Park Ave.
Tallahassee, FL US 32301

ARTICLE VI
Indemnification

The Corporation shall indemnify the members of its Board of directors and its officers to the full extent permitted by law. The Board of Directors is hereby specifically authorized to make such other provision for indemnification of directors, officers, employees and agents of the Company to the fullest extent permitted by law.

These Second Amended and Restated Articles of Incorporation for the company were adopted and are effective as of this 10th day of November, 2011.

These Second Amended and Restated Articles of Incorporation were adopted by the sole shareholder of the Company. The number of votes cast for adoption by the shareholder was sufficient for approval.

Dated: November 10, 2011

A handwritten signature in black ink, appearing to read 'Michael C. Lyons', written over a horizontal line.

Signed:

Michael C. Lyons, President & Director