

P 11000029873

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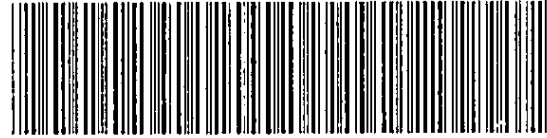
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C. GOLDEN  
SEP 23 2020

September 22, 2020

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

Dear Sir/Madam,

Re: Weston Insurance Holdings Corporation  
Document Number: P11000029873

Please file the attached Tenth Amended and Restated Articles of Incorporation for Weston Insurance Holdings Corporation, Document Number P11000029873 with an effective date of September 23, 2020.

Also attached is a check for \$43.75 for the filing fee and a certified copy.

I can be reached at 850-933-2375 if you have any questions at all regarding this matter.

Thank you.

Brenda Blackburn



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 23, 2020

BRENDA BLACKBURN

SUBJECT: WESTON INSURANCE HOLDINGS CORPORATION  
Ref. Number: P11000029873

We have received your document and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden  
Regulatory Specialist II

Letter Number: 220A00018221

**TENTH AMENDED AND  
RESTATED ARTICLES OF  
INCORPORATION OF  
WESTON INSURANCE HOLDINGS CORPORATION  
(the "Company")**

**Document Number: P11000029873**

Pursuant to the provisions of section 607.1007, Florida Statutes, this Florida Profit Corporation adopts the following Tenth Amended and Restated Articles of Incorporation ("Articles of Incorporation") as approved by Unanimous Written Consent of all of the Shareholders of the Company on September 22, 2020, which Articles of Incorporation supersede all prior articles of incorporation of the Company and any amendments thereto.

**ARTICLE I**  
**Name of Corporation**

The name of the Company is:

WESTON INSURANCE HOLDINGS CORPORATION

**ARTICLE II**  
**Principal Place of Business & Mailing Address**

The principal place of business address for the Company is:

2555 Ponce de Leon Blvd.  
Coral Gables, FL US 33134

The mailing address of the Company is:

P.O. Box 142057  
Coral Gables, FL US 33114

**ARTICLE III**  
**Purpose**

The purpose for which the Company is organized is to conduct any and all lawful business.

**ARTICLE IV**  
**Capitalization**

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

100,000 Class A Common Shares at one cent (\$0.01) par value (the "Class A Common Stock");

100,000 Class B Common Shares at one cent (\$0.01) par value (the "Class B Common Stock"); and

100,000 Class C Common Shares at one cent (\$0.01) par value (the "Class B Common Stock" and, together with the Class A Common Stock and the Class B Common Stock, the "Common Stock");

2. Common Stock Voting Rights.

Except as otherwise expressly provided in Article IV, paragraph 3 below, 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, and shall vote as a single class on all such matters. 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 (a) 90 days from the date on which the voting results are determined or (b) the date on which an individual is selected by the board of directors of the Company (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.

3. Class B Common Stock Veto Right on a Liquidity Event.

On or before September 23, 2021, without the prior written consent of holders of a majority of the issued and outstanding shares of Class B Common Stock the Company will not have the authority to, and will not permit any of its subsidiaries to, effect any transaction or series of transactions that would result in a Liquidity Event. Further, without the prior written consent of holders of a majority of the issued and outstanding Class B Common Stock, the Company will not at any time have the authority to, and will not permit any of its subsidiaries to, effect any transaction or series of transactions with any current director, officer or shareholder of the Company or their respective Affiliates that would result in a Liquidity Event (other than an Initial Public Offering), unless such transaction is on arms' length terms, as reasonably determined by the Board. As used in this Section 3, the following capitalized terms have the meanings assigned to them below:

“Affiliate” means, with respect to any person or entity, means another person or entity that directly or through one or more intermediaries controls, is controlled by or is under common control with, the person or entity specified.

“Initial Public Offering” means the first public offering of any equity securities of the Company (or its subsidiary or any of their respective successors or assigns) pursuant to a registration statement (other than on Form S-4 or Form S-8, or the equivalent thereof) filed under 15 U.S.C. Chapter 2A (Securities Act of 1933) and declared effective by the U.S. Securities and Exchange Commission and any successor thereto.

“Liquidity Event” means (i) a sale of all or substantially all of the assets of the Company, (ii) any transaction resulting in the shareholders of the Company immediately prior to such transaction ceasing to own a majority of the outstanding shares or other ownership interests of the Company (on an as-converted basis), whether pursuant to (A) a merger, consolidation or other business combination, (B) a sale of Common Stock or other equity securities of the Company or its subsidiaries or (C) an Initial Public Offering.

4. Reacquired Shares.

Shares of Common Stock redeemed, repurchased, or otherwise reacquired, forfeited or surrendered to the Company, 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 taken to create any class or series, the Board restricts the right of reissuance, in which case such restricted right will be operative.

5. Stock Splits, Consolidations Etc.

Any split, consolidation, share dividend of the Common Stock of Weston or similar transaction, in each case, effected with respect to one class of Common Stock shall include a corresponding split, consolidation, share dividend of the Common Stock of Weston or similar transaction, in each case, with respect to the other class of Common Stock, such that the proportionate ownership between each class of Common Stock prior to such transaction is maintained.

6. Rights and Preferences.

Except as otherwise expressly provided herein, all shares of Common Stock shall have the same rights, preferences and limitations hereunder.

**ARTICLE V**  
**Registered Agent**

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

NRAI Services, Inc.  
1200 South Pine Island Road  
Plantation, FL 33324

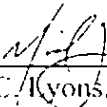
**ARTICLE VI**  
**Indemnification**

The Company shall indemnify the members of its Board and its officers to the fullest extent permitted by law. The Board 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 Tenth Amended and Restated Articles of Incorporation for the Company are effective as of this 23<sup>rd</sup> day of September, 2020.

These Tenth Amended and Restated Articles of Incorporation were adopted by all of the shareholders of the Company. The number of votes cast for adoption by the shareholders was sufficient for approval.

Dated: September 22, 2020

Signed:  \_\_\_\_\_  
Michael C. Lyons, President & CEO