

P11000029873

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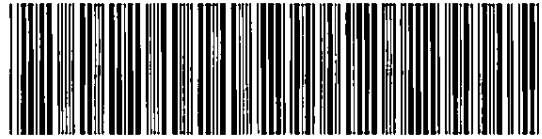
(Business Entity Name)

(Document Number)

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STATE OF FLORIDA

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STATE OF FLORIDA
TALLAHASSEE, FL

FEB 22 2021

COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Weston Insurance Holdings Corporation
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status

<input type="checkbox"/> \$43.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$52.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: Wes Strickland, Colodny Fass
Name (Printed or typed)

will pick up
Address

City, State & Zip

850-321-3475 850-688-3382
Daytime Telephone number

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

**ELEVENTH 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 Eleventh Amended and Restated Articles of Incorporation ("Articles of Incorporation") as approved by Unanimous Written Consent of all of the Shareholders of the Company on February 22, 2021, which Articles of Incorporation supersede all prior Articles of Incorporation of the Company and any amendments thereto.

**ARTICLE 1
Name of Corporation**

The name of the Company is:

WESTON INSURANCE HOLDINGS CORPORATION

**ARTICLE 2
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 3
Purpose**

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

**ARTICLE 4
Capitalization**

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

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CORAL GABLES, FL

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

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 C Common Stock" and, together with the Class A Prime Common Stock, 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 equality 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 the Company 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 here in, all shares of Common Stock shall have the same rights, preferences and limitations hereunder.

ARTICLE 5
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 6
Indemnification

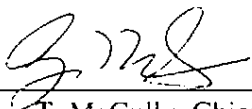
The Company shall indemnify the members of its Board and its officers to the fullest extent permitted by law. The Board is hereby specifically authorized to make such other provision for

indemnification of directors, officers, employees and agents of the Company to the fullest extent permitted by law.

These Eleventh Amended and Restated Articles of Incorporation for the Company are effective as of the 23rd day of February, 2021.

These Eleventh 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: February 22, 2021

Signed: 
Bryan T. McCully, Chief Administrative
Officer, General Counsel, Senior Vice
President & Secretary