

PH000061597

(Requestor's Name)

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PICK-UP WAIT MAIL

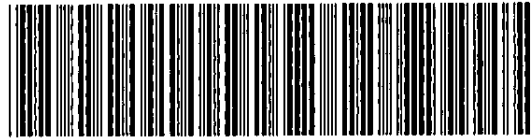
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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07/21/14--01001--012 **95.00

300262007303
07/22/14--01024--001 **10.00

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2014 JUL 18 PM 4:36
NOT RETURNED
TO AGENCY/LEDGE
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14 JUL 18 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/14-44/388 umid 7/22

CORP DIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET

ACCT. #FCA-23

CONTACT: SAVANNAH DEBOER

DATE: 07/18/2014

REF. #: 4655256.9215047

CORP. NAME: ~~ANCHOR INSURANCE HOLDINGS, LLC~~ converging into ANCHOR INSURANCE HOLDINGS,

INC.

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14 JUL 18 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ARTICLES OF INCORPORATION ARTICLES OF AMENDMENT ARTICLES OF DISSOLUTION
- ANNUAL REPORT TRADEMARK/SERVICE MARK FICTITIOUS NAME
- FOREIGN QUALIFICATION LIMITED PARTNERSHIP LIMITED LIABILITY
- REINSTATEMENT MERGER WITHDRAWAL
- CERTIFICATE OF CANCELLATION

OTHER: CERTIFICATE OF CONVERSION WITH ARTICLES OF INCORPORATION

STATE FEES PREPAID WITH CHECK # 70023914 FOR \$ 95.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:
_____ COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- PLAIN STAMPED COPY
- CERTIFICATE OF STATUS



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 21, 2014

CORPDIRECT AGENTS, INC.
WALK-IN

SUBJECT: ANCHOR INSURANCE HOLDINGS, INC.
Ref. Number: W14000044388

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE
07/16/2014

We have received your document for ANCHOR INSURANCE HOLDINGS, INC. and check(s) totaling \$95.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$10.00.

The fees to file the Certificate of Conversion and Articles of Incorporation total \$105.00 (\$35 filing fee for the Certificate of Conversion, \$35 filing fee for Articles of Incorporation, and \$35 for the Registered Agent Designation). Enclose an additional \$8.75 for each certified copy or certificate of status requested.

Please return the corrected original and one copy of 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) 245-6052.

Maryanne Dickey
Regulatory Specialist II
New Filing Section

Letter Number: 714A00015542

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE
07/16/2014

RECEIVED
DEPARTMENT OF STATE
14 JUL 21 2:50
PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE
07/16/2014

**CERTIFICATE OF CONVERSION
FOR
ANCHOR INSURANCE HOLDINGS, LLC
INTO
ANCHOR INSURANCE HOLDINGS, INC.**

FILED
14 JUL 18 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert Anchor Insurance Holdings, LLC into Anchor Insurance Holdings, Inc. in accordance with Section 607.1115, Florida Statutes.

1. The name of the entity immediately prior to the filing of this Certificate of Conversion is:

Anchor Insurance Holdings, LLC

L14000101850

2. Anchor Insurance Holdings, LLC is a limited liability company first organized under the laws of the State of Florida on June 25, 2014 and assigned document number: L14000101850.
3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is:

Anchor Insurance Holdings, Inc.
4. Anchor Insurance Holdings, LLC has converted into Anchor Insurance Holdings, Inc. in compliance with Chapter 607, Florida Statutes, and the conversion complies with the applicable laws governing Anchor Insurance Holdings, Inc.
5. The plan of conversion was approved by Anchor Insurance Holdings, LLC in accordance with Chapter 605, Florida Statutes.
6. The effective date of this conversion shall be the date of filing of this Certificate of Conversion.

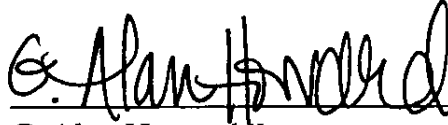
7. Anchor Insurance Holdings, Inc.'s principal office address is:

14018 18th Place East
Bradenton, Florida 34212

Signed this 17th day of July, 2014.

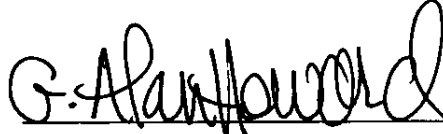
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ANCHOR INSURANCE HOLDINGS, INC.



G. Alan Howard, Incorporator

ANCHOR INSURANCE HOLDINGS, LLC



G. Alan Howard

Authorized Representative for Member

ARTICLES OF INCORPORATION
OF
ANCHOR INSURANCE HOLDINGS, INC.

FILED
14 JUL 18 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is Anchor Insurance Holdings, Inc. The duration of the Corporation is perpetual. This Corporation shall begin its corporate existence as of the date that these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office and mailing address of the Corporation in the State of Florida is 14018 18th Place East, Bradenton, Florida 34212.

ARTICLE III

Registered Office and Agent

The street address of the registered office in the State of Florida is 14 East Bay Street, Jacksonville, Florida 32202 in the County of Duval. The name of the registered agent at such address is Milam Howard Nicandri Dees & Gillam, P.A.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. Authorized Capital. The maximum number of shares of capital stock which the Corporation has the authority to issue shall be as follows:

- a. Seventy-Five Million (75,000,000) shares of Common Stock ("Common Stock"), par value \$1.00 per share; and
- b. Ten Million (10,000,000) shares of Series A Preferred Stock ("Series A Preferred Stock"), par value \$1.00.

2. Common Stock.

a. Identical Rights. All shares of Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

b. Relative Rights of Preferred Stock and Common Stock. All preferences, voting powers, relative, participating, optional or other special rights and privileges, and qualifications, limitations, or restrictions, of the Common Stock are expressly made subject and subordinate to those that may be fixed with respect to any shares of Preferred Stock.

c. Voting Rights. Except as otherwise required by law or as otherwise provided herein, on all matters submitted to the Corporation's stockholders generally, the holders of Common Stock shall be entitled to one vote per share.

d. Dividends. When and as dividends or other distributions are declared, whether payable in cash, in property or in securities of the Corporation, the holders of shares of Common Stock shall be entitled to share equally, share for share, in such dividends or other distributions, provided that if dividends or other distributions are declared which are payable in shares of Common Stock, such dividends or other distributions shall be declared payable at the same rate for all holders of Common Stock.

e. Conversion. The holders of shares of Common Stock shall not have any rights to convert such shares into shares of any other class or series of capital stock of the Corporation.

f. Redemption. Holders of Common Stock have no redemption or preemptive rights and are not liable for capital calls or assessments, but may be subject to redemption under the terms of separate agreements.

g. Liquidation Rights. In the event of any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, subject to the prior payment in full of all liabilities of the Corporation and any liquidation preference of shares of Preferred Stock, the holders of shares of Common Stock shall be entitled to share, equally and ratably among all holders of Common Stock, in all remaining assets after payment of such liabilities and preferences. Neither the sale of all or substantially all the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other corporation or the merger or consolidation of any other corporation into or with the Corporation, shall be deemed to be a dissolution, liquidation or winding up, voluntary or involuntary, for the purpose of this paragraph (g).

3. Series A Preferred Stock

a. Relative Rights of Series A Preferred Stock and Common Stock. All preferences, voting powers, relative, participating, optional or other special rights and privileges, and qualifications, limitations, or restrictions, of the Series A Preferred Stock and Common Stock are expressly made pari passu to each other except with respect to dividend rights in which case the holders of the Series A Preferred Stock shall have the dividend rights established herein.

b. Voting Rights. Except as provided in this Section, the holders of record of the Series A Preferred Stock (the "Series A Holders") shall be entitled to one vote per share on all matters submitted to the Corporation's stockholders generally.

c. Dividends. When and as dividends or other distributions are declared payable on the Corporation's Common Stock, the Series A Holders shall be entitled to receive, as a class, aggregate dividends equal to 16.66% of the total dividend declared (the "Series A Dividend"). Upon conversion of any share of Series A Preferred Stock, the Series A Dividend shall be proportionally reduced.

d. Rank. The Series A Preferred Stock shall rank pari passu with all shares of Common Stock, as to any distribution of assets upon any liquidation, dissolution or winding up of this corporation, whether voluntary or involuntary (all such distributions being referred to collectively as "Distributions").

e. Liquidation Preference.

(i) If any Distribution occurs, the Series A Holders shall be entitled to share, pari passu with all shares of Common Stock, equally and ratably among all holders of Series A Preferred Stock and all holders of Common Stock, in all remaining assets after payment of liabilities and preferences. Neither the sale of all or substantially all the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other corporation or the merger or consolidation of any other corporation into or with the Corporation, shall be deemed to be a dissolution, liquidation or winding up, voluntary or involuntary, for the purpose of this paragraph 3(e)(i).

(ii) Upon the completion of the Distributions to the holders of Preferred Stock as required, if assets remain in the Corporation, they shall be distributed to holders of Common Stock, pro rata based on the number of shares held by each holder of Common Stock.

f. Conversion Rights.

(i) Mandatory Conversion by Corporation. The Corporation shall cause all of the outstanding shares of Series A Preferred Stock to be converted into shares of Common Stock at any time if: (A) there shall be any merger, consolidation,

exchange of shares, recapitalization, reorganization or other similar event or there occurs a sale of all or substantially all of the Corporation's assets; or (B) the Corporation conducts an initial public offering of shares of Common Stock at a price per share greater than the Series A Original Issue Price. Each outstanding share of Series A Preferred Stock shall be, on the happening of the above listed events, subject to conversion into shares of Common Stock at the then effective Series A Conversion Value, as defined below. The Corporation shall give thirty (30) days notice of its intent to convert in accordance with this Section. After the receipt of such notice, each Series A Holder shall surrender to the Corporation the duly endorsed certificate evidencing the shares of Series A Preferred Stock owned by such holder (or, if such registered holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate). The Corporation shall, as soon as practicable after receipt of such certificate, issue and deliver to such holder a certificate evidencing the number of shares of Common Stock to which such holder shall be entitled. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date. The "Series A Original Issue Price" shall mean the price at which shares of Series A Preferred Stock were originally issued, or their par value, whichever is greater, subject to appropriate adjustment as set forth herein.

(ii) Optional Conversion by Series A Holders. The Series A Holders may, at their option, cause the Corporation to convert their shares of Series A Preferred Stock into shares of Common Stock as follows:

A. Right to Convert. Each share of Series A Preferred Stock shall be convertible into shares of Common Stock by the Corporation, at any time, without the payment of any additional consideration, at the option of the Series A Holder thereof, into the number of fully paid and nonassessable shares of Common Stock which results from dividing the Series A Original Issue Price by the Series A Conversion Value, as defined below, at the time of conversion. The "Series A Conversion Value" shall initially be an amount equal to the Series A Original Issue Price and shall be subject to adjustment from time to time as provided herein.

B. Mechanics of Conversion. Before any Series A Holder shall be entitled to convert shares of Series A Preferred Stock into shares of Common Stock and to receive certificates therefor, such holder shall surrender the certificate or certificates for such shares of Series A Preferred Stock (or, if such registered holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate), duly endorsed, to the Corporation at the offices of the Corporation, together with written notice to the Corporation at such office that such

holder elects to convert all or any number of the shares of the Series A Preferred Stock represented by such certificate or certificates. Such notice shall state such holder's name or the names of the nominees in which such holder wishes the certificate or certificates for shares of Common Stock to be issued. If required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or his, her or its attorney duly authorized in writing. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred Stock to be converted (the "Series A Conversion Time"), and the person entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date. The Corporation shall, as soon as practicable after the Series A Conversion Time, (A) issue and deliver to such holder of Series A Preferred Stock, or to his, her or its nominees, a certificate or certificates for the number of full shares of Common Stock issuable upon such conversion in accordance with the provisions hereof and a certificate for the number (if any) of the shares of Series A Preferred Stock represented by the surrendered certificate that were not converted into Common Stock, (B) pay in cash such amount as provided in Subsection (iii), below, in lieu of any fraction of a share of Common Stock otherwise issuable upon such conversion and (C) pay all accrued but unpaid dividends on the shares of Series A Preferred Stock converted.

(iii) Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of shares of Series A Preferred Stock, but the number of shares of Common Stock shall be rounded down to the nearest whole number. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the fair market value of a share of Common Stock as determined in good faith by the Board. Whether or not fractional shares would be issuable upon such conversion shall be determined on the basis of the total number of shares of Series A Preferred Stock the holder is at the time converting into Common Stock and the aggregate number of shares of Common Stock issuable upon such conversion.

(iv) Taxes. The Corporation shall pay any and all issue and other taxes that may be payable in respect of any issuance or delivery of shares of Common Stock upon conversion of shares of Series A Preferred Stock. The Corporation shall not, however, be required to pay any tax which may be payable in respect of any transfer involving the issuance and delivery of shares of Common Stock in a name other than that in which the shares of Series A Preferred Stock so converted were registered, and no such issuance or delivery shall be made unless and until the person or entity requesting such issuance has paid to the Corporation the amount of any tax or has established, to the satisfaction of the Corporation, that such tax has been paid.

(v) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times when the Series A Preferred Stock shall be outstanding, reserve and keep available out of its authorized but unissued shares of Common Stock,

solely for the purpose of effecting the conversion of the shares of Series A Preferred Stock, such number of shares of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series A Preferred Stock. If at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Series A Preferred Stock, the Corporation shall take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to the Articles of Incorporation. Before taking any action which would cause an adjustment reducing the Series A Conversion Value below the then par value of the shares of Common Stock issuable upon conversion of the Series A Preferred Stock, the Corporation will take any corporate action which may, in the opinion of its counsel, be necessary in order that the Corporation may validly and legally issue fully paid and nonassessable shares of Common Stock at such adjusted Series A Conversion Value.

g. Adjustments to Series A Conversion Value.

(i) No Adjustment of Conversion Value. No adjustment in the Series A Conversion Value shall be made in respect of the issuance of Additional Shares of Common Stock unless the consideration per share for an Additional Share of Common Stock issued by the Corporation is less than the Series A Conversion Value in effect on the date of, and immediately prior to, such issue. "Additional Shares of Common Stock" shall mean all shares of Common Stock issued by the Corporation after the Series A original issue date, other than shares of Common Stock issued or issuable:

- A. upon conversion of shares of Series A Preferred Stock;
- B. to officers, directors or employees of, or financial advisors or other consultants to, the Corporation pursuant a duly adopted stock plan ("Plan") or pursuant to any acquisition, financing or other written agreement so long as any such Plan or written agreement has been approved by the Board; or
- C. as a dividend or distribution on the Common Stock or the Series A Preferred Stock.

(ii) Deemed Issuance of Additional Shares of Common Stock. If the Corporation at any time or from time to time after the Series A original issue date shall issue any duly approved stock options ("Options") or any evidences of indebtedness, shares (other than Common Stock or Series A Preferred Stock) then the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein for a subsequent adjustment of such number) of Common Stock issuable upon the exercise of such Options or, in the case of Convertible Securities, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue provided, that Additional Shares of Common Stock shall not be deemed to have been issued unless the

consideration per share of such Additional Shares of Common Stock would be less than the Series A Conversion Value in effect on the date of and immediately prior to such issue, and provided, further, that in any case in which Additional Shares of Common Stock are deemed to be issued:

A. no further adjustment in the Series A Conversion Value shall be made upon the subsequent issue of shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

B. if such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase or decrease in the consideration payable to the Corporation, or any increase or decrease in the number of shares of Common Stock issuable, upon the exercise, conversion or exchange thereof, the Series A Conversion Value computed upon the original issue of such Options or Convertible Securities and any subsequent adjustments based thereon shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities; and

C. on the expiration or cancellation of any Options or the termination of the right to convert or exchange any Convertible Securities which shall have not been exercised, if the Series A Conversion Value shall have been adjusted upon the original issuance of such Options or Convertible Securities or shall have been subsequently adjusted pursuant to clause (B) above, the Series A Conversion Value shall be recomputed as if the only Additional Shares of Common Stock issued were the shares of Common Stock, if any, actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities, and the consideration received therefor was the consideration actually received by the Corporation for the issuance of all such Options, whether or not exercised, plus the consideration actually received by the Corporation upon such exercise, if any, or for the issuance of all such Convertible Securities, whether or not actually converted or exchanged, plus the consideration actually received by the Corporation upon such conversion or exchange, if any.

(iii) Adjustment of Series A Conversion Value Upon Issuance of Additional Shares of Common Stock. If the Corporation shall issue Additional Shares of Common Stock without consideration or for a consideration per share less than the Series A Conversion Value in effect on the date of and immediately prior to such issuance, then and in such event, the Series A Conversion Value shall be reduced, concurrently with such issuance, to a price (calculated to the nearest one cent) determined by dividing (A) an amount equal to the sum of (w) the number of shares of Common Stock outstanding immediately prior to such issue (determined on a fully-diluted basis; i.e., treating as issued and outstanding all shares of Common Stock issuable upon exercise, exchange or conversion of all outstanding options (to the extent then vested or exercisable), warrants or other securities exercisable or exchangeable for or convertible into, directly or indirectly, shares of Common Stock) multiplied by the then existing Series A Conversion Value, plus (x) the consideration, if any, received by the Corporation (or deemed to have

been received by this Corporation) upon such issue of Additional Shares of Common Stock, by (B) the sum of (y) the number of shares of the Corporation's issued and outstanding Common Stock on a fully-diluted basis immediately before the issuance of such Additional Shares of Common Stock and (z) the number of shares of Additional Shares of Common Stock that were issued (or deemed to have been issued) in the transaction to which this Section applies. Notwithstanding the foregoing provisions of this Section, if the operation of the foregoing provisions shall result in a new Series A Conversion Value which is less than or equal to the price paid or deemed to have been paid for such Additional Shares of Common Stock (the "Additional Shares Issue Price"), then the new Series A Conversion Value shall be the amount which is \$0.001 more than the Additional Shares Issue Price. If such Additional Shares of Common Stock are issued for no consideration, then the Additional Shares Issue Price shall be deemed to be \$0.001.

(iv) Adjustment to the Conversion Rate due to Stock Split, Stock Dividend or Other Similar Event. If, prior to the conversion of all the Series A Preferred Stock, the number of outstanding shares of Common Stock is increased by a stock split, stock dividend or other similar event, the Series A Conversion Value shall be proportionately reduced, or if the number of outstanding shares of Common Stock is decreased by a combination or reclassification of shares, or other similar event, the Series A Conversion Value shall be proportionately increased.

(v) Adjustment Due to Consolidation, Merger, Exchange of Shares, Recapitalization, Reorganization or Other Similar Event. If, prior to the conversion of all the Series A Preferred Stock, (i) there shall be any merger, consolidation, exchange of shares, recapitalization, reorganization or other similar event, as a result of which shares of Common Stock of this corporation shall be changed into the same or a different number of shares of the same or another class or classes of stock or securities of this corporation or another entity, or (ii) there occurs a sale of all or substantially all of the Corporation's assets that is not deemed to be a liquidation, dissolution or winding up of this corporation, then the Series A Holders thereafter shall have the right to receive upon conversion of the shares of Series A Preferred Stock held by them, upon the basis and upon the terms and conditions specified herein and in lieu of the shares of Common Stock immediately theretofore issuable upon conversion, (i) such stock, securities and/or other assets which the Series A Holders would have been entitled to receive in such transaction had the Series A Preferred Stock, together with all unpaid and accrued dividends thereon (whether or not earned or declared), been converted immediately prior to such transaction, and in any such case appropriate provisions shall be made with respect to the rights and interests of the Series A Holders to the end that the provisions hereof (including, without limitation, provisions for the adjustment of the Series A Conversion Value) shall thereafter be applicable, as nearly as may be practicable in relation to any securities thereafter deliverable upon the exercise hereof.

(vi) Certificates as to Adjustments. Upon each adjustment or readjustment of the Series A Conversion Value, the Corporation, at its expense, promptly shall compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Series A Preferred Stock a certificate of the

Corporation setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the then effective Series A Conversion Value, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of each share of such Series A Preferred Stock.

h. Protective Provisions. So long as any shares of Series A Preferred Stock are outstanding, the Corporation shall not without first obtaining the approval (by vote or written consent, as provided by the Florida Business Corporation Act ("FBCA")) of a majority of the Series A Holders:

(i) alter or change the rights, preferences or privileges of the Series A Preferred Stock, including, but not limited to, the creation or authorization of securities which rank senior to the Series A Preferred Stock;

(ii) increase the size of the authorized number of shares of Series A Preferred Stock; or

(iii) do any act or thing not authorized or contemplated by the Articles of Incorporation which would result in taxation of the Series A Holders under Section 305 of the Internal Revenue Code of 1986, as amended (or any comparable provision of the Internal Revenue Code as hereafter from time to time amended).

4. Preferred Stock. The Board of Directors is expressly authorized to provide for the issuance of all or any shares of Preferred Stock, if any, in one or more classes or series, and to fix for each such class or series such voting powers limited, or no voting powers, and such distinctive designations, preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such class or series and as may be permitted by the FBCA, including, without limitation, the authority to provide that any such class or series may be (i) subject to redemption at such time or times and at such price or prices; (ii) entitled to receive dividends (which may be cumulative or non-cumulative) at such rates, on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or any other series; (iii) entitled to such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; or (iv) convertible into, or exchangeable for, shares of any other class or classes of stock, or of any other series of the same or any other class or classes of stock, of the Corporation at such price or prices or at such rates of exchange and with such adjustments; all as may be stated in such resolution or resolutions.

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14 JUL 18 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
G. Alan Howard	14 East Bay Street Jacksonville, Florida 32202

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.
2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
3. The name and mailing address of the persons who shall serve as the directors of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Varnavas Zagris	14018 18 th Place East Bradenton, Florida 34212
Pramod Kerkar	14018 18 th Place East Bradenton, Florida 34212
Brendan Moeller	14018 18 th Place East Bradenton, Florida 34212
Mitchel Sattler	14018 18 th Place East Bradenton, Florida 34212
Jennifer Pintacuda	14018 18 th Place East Bradenton, Florida 34212

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at City of Jacksonville, Duval County, Florida, this 17th day of July, 2014.

By: G. Alan Howard
G. Alan Howard
Incorporator

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14 JUL 18 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT CERTIFICATE

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TALLAHASSEE, FLORIDA

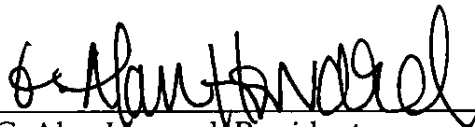
In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Anchor Insurance Holdings, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named Milam Howard Nicandri Dees & Gillam, P.A., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with §607.0501, Florida Statutes.

Milam Howard Nicandri Dees & Gillam, P.A.,
a Florida corporation

By: 
G. Alan Howard, President

DATED: July 17 2014