

P99000021135

United Property and
Casualty Insurance
Company, Inc.

March 2, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

000002797120--9
-03/08/99--01039--002
*****87.50 *****87.50

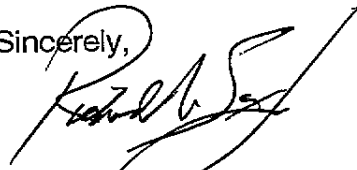
To whom it may concern:

United Property and Casualty Insurance Company is hereby requesting certified Articles of Incorporation and a Certificate of Status, pursuant to the requirement of the Florida Department of Insurance for purposes of licensure of a domestic insurance company.

Attached hereto are the original executed Articles of Incorporation as approved by the Department of Insurance during the permit application and a check for \$87.50 to cover the filing and certification fee.

Thank you for your assistance on this matter. Please feel free to call me at (850) 222-6656 if you need any additional information.

Sincerely,



Richard N. Sox, Jr.

RECEIVED
99 MAR -8 AM 10:11
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR -8 AM 10:40

FILED

**ARTICLES OF INCORPORATION
OF
UNITED PROPERTY & CASUALTY INSURANCE COMPANY**

APPROVED
INSURANCE COMMISSIONER
AND TREASURER
FEB 25 1999
[Signature]
Legal Division

**ARTICLE I
NAME**

The name of the Corporation shall be United Property & Casualty Insurance Company. The principal place of business of the Corporation shall be 333 Third Avenue North, St. Petersburg, Florida 33733.

**ARTICLE II
NATURE OF BUSINESS**

The purpose of the Corporation is to engage in the business of property and casualty insurance.

**ARTICLE III
CAPITAL STOCK**

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$10 per share.

The amount of paid-in capital and surplus with which the Corporation shall engage in the business of insurance shall be not less than 5,000,000. All shares of the Corporation shall be sold for lawful money of the United States or equivalent United States Government Securities; provided, however, the consideration received as surplus for any shares may also consist of any type of securities in which this Corporation would be permitted to invest under applicable law.

**ARTICLE IV
TERM OF EXISTENCE**

The Corporation shall exist perpetually.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The registered office of this Corporation shall be at the Insurance Commissioner, Capitol Tallahassee Fl. 32399-0300. and the initial registered agent of this Corporation at such office shall be Insurance Commissioner — who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office to receive service of process from the Treasurer and Insurance Commissioner of the State of Florida.

99 MAR -8 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

**ARTICLE VI
INCORPORATORS**

The corporation shall have five (5) incorporators, who are United States citizens and who are over the age of eighteen. The name and resident address of each incorporator is:

<u>Name</u>	<u>Address</u>
Greg C. Branch	1501 S.W. 42nd Street Ocala, FL 34470
David K. Davis, M.D.	1680 Fairway Avenue South St. Petersburg, FL 33712
William A. Eickoff	415 15th Ave. N.E. St. Petersburg, FL 33704
Mark S. Berset	1226 Serpentine Dr. S. St. Petersburg, FL 33705
Richard N. Sox, Jr.	3237 Baldwin Drive W. Tallahassee, FL 32308

**ARTICLE VII
DIRECTORS**

SECTION 1. The Corporation shall have five (5) directors, all of whom are United States citizens and all of whom are over the age of eighteen. The names and residence street addresses of the directors, whose initial terms of office shall be for one year, are:

<u>Name</u>	<u>Address</u>
Greg C. Branch	1501 S.W. 42nd Street Ocala, FL 34470
David K. Davis, M.D.	1680 Fairway Avenue South St. Petersburg, FL 33712
William A. Eickoff	415 15th Ave. N.E. St. Petersburg, FL 33704
Mark S. Berset	1226 Serpentine Dr. South St. Petersburg, FL 33705
Richard N. Sox, Jr.	3237 Baldwin Drive W. Tallahassee, FL 32308

SECTION 2. All corporate powers shall be exercised by or under the authority of the directors and the business and affairs of the Corporation shall be managed and administered pursuant to the policies adopted by the directors.

SECTION 3. The qualification, election and tenure of the directors shall be provided for in the Bylaws.

SECTION 4. A member of the Board of Directors is not personally liable for monetary damages to any person, including but not limited to the Corporation, for any statement, vote, decision, or failure to act, regarding the management or policies of the Corporation, by such director, unless:

A. The director breached or failed to perform his duties as a director: and

B. The director's breach of or failure to perform, his duties constitutes:

(1) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A final judgment or other final adjudication against a director in any criminal proceeding for violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

(2) A transaction from which the director derived an improver personal benefit, either directly or indirectly; or

(3) Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. For purposes of these articles of incorporation, the term "recklessness" means the acting, or omission to act, in conscious disregard of a risk:

(a) Known, or so obvious that it should have been known, to the director; and

(b) Known to the director, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such action or omission.

SECTION 5. Directors may be removed by the stockholders with or without cause.

**ARTICLE VIII
INDEMNIFICATION**

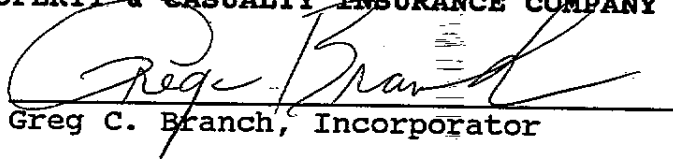
The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

**ARTICLE IX
PARTICIPATING POLICIES**

Pursuant to section 628.361, Florida Statutes, as amended from time to time, the Corporation may issue any or all of its policies with or without participation in profits, savings, or unabsorbed portions of premiums, may classify policies issued on a participating or non-participating basis, and may determine the right to participate and the extent of participation of any class or classes of policies.

IN WITNESS WHEREOF, the Corporation has caused the Incorporators to execute these Articles of Incorporation this 3^d day of March, 1999.

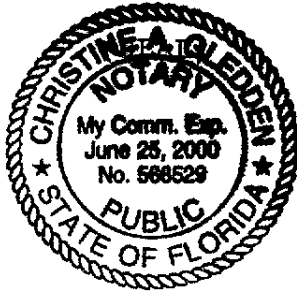
UNITED PROPERTY & CASUALTY INSURANCE COMPANY


Greg C. Branch, Incorporator

STATE OF Florida
COUNTY OF Marion

The foregoing instrument was acknowledged before me this 3rd day of March, 1997 by Greg C. Branch, Incorporator, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.


Notary Public




David K. Davis

David K. Davis, M.D., Incorporator

STATE OF Florida
COUNTY OF Pinellas

The foregoing instrument was acknowledged before me this 3rd day of March, 1997 by David K. Davis, M.D., Incorporator, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

 Elizabeth C. Stiles
MY COMMISSION # CC799761 EXPIRES
December 28, 2002
(SEAL) BONDED THRU TROY FAIN INSURANCE, INC.


Elizabeth C. Stiles
Notary Public

* * * * *

William A. Eickoff
William A. Eickoff, Incorporator

STATE OF Florida
COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 3rd day of March, 1999 by William A. Eickoff, Incorporator, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

 STEVEN L. WOLFE
MY COMMISSION # CC 809497
EXPIRES: February 15, 2003
Bonded Thru Notary Public Underwriters

Steven L. Wolfe
Notary Public

* * * * *

Mark S. Berset
Mark S. Berset, Incorporator

STATE OF Florida
COUNTY OF Pinellas

The foregoing instrument was acknowledged before me this 3 day of March, 1999 by Mark S. Berset, Incorporator, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

(SEAL)

Carol S. Hager
Notary Public

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: United Property & Casualty Insurance Company, Inc.

2. The name and address of the registered agent and office is:
State Treasurer and Insurance Commissioner, The Capitol
(P.O. BOX NOT ACCEPTABLE)
Tallahassee, Florida 32399-0300
(CITY/STATE/ZIP)

SIGNATURE

James B. Reeves
(corporate officer)

TITLE

President

DATE

March 1, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0501, FLORIDA STATUTES.

SIGNATURE State Treasurer and Insurance Commissioner

DATE

March 1, 1999

* * * *

Richard N. Sox, Jr.

Richard N. Sox, Jr, Incorporator

STATE OF Florida
COUNTY OF Leon

The foregoing instrument was acknowledged before me this 20
day of March, 1999 by **Richard N. Sox, Jr.,**
Incorporator, who is personally known to me ~~or who has produced~~
~~as identification~~ and who ~~did~~ (did not) take an oath.

Kay T. Crain
Notary Public

(SEAL)



Kay T. Crain
MY COMMISSION # CG624998 EXPIRES
February 26, 2001
BONDED THRU TROY FAIN INSURANCE, INC.