

P99000021135

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

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06/10/11--01016--024 **43.75

Amended

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2011 JUN 10 PM 12: 32
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
11 JUN 17 AM 10: 08

*00789, 00587, 000672

FOR
6/17/11



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 10, 2011

Richard N. Sox
Bass Sox Mercer
2822 Remington Green Circle
Tallahassee, FL 32308

SUBJECT: UNITED PROPERTY & CASUALTY INSURANCE COMPANY
Ref. Number: P99000021135

We have received your document for UNITED PROPERTY & CASUALTY INSURANCE COMPANY and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Regulatory Specialist II

Letter Number: 611A00014271

Annette,

6-17-11

Attached articles are revised. You must have retained the check for \$43.75. Please call me with any questions. Thanks!

Hillary Hodges
205-8171

**THIRD ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
UNITED PROPERTY & CASUALTY INSURANCE COMPANY**

FILED
19 JUN 17 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Third Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is United Property & Casualty Insurance Company (the "Corporation").
2. The following second amendment to the Articles of Incorporation was adopted on May 31, 2011, by all the Directors of the Corporation, in the manner prescribed by Chapter 607, Florida Statutes.
3. Article III of the Articles of Incorporation of the Corporation shall be amended to read as follows:

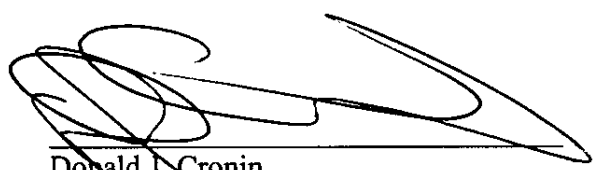
**Article III
CAPITAL STOCK**

The aggregate number of shares which the Corporation is authorized to issue is 350,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$10 per share.

[the remainder of Article III remains unchanged]

4. The Amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Dated: June 14, 2011

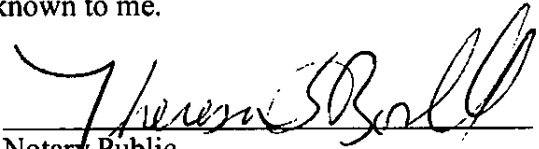


Donald J. Cronin
President/Director

State of Florida
County of Pinellas

The foregoing instrument was acknowledged before me this 14th day of June, 2011 by Donald J. Cronin, who is personally known to me.

 NOTARY PUBLIC
THERESA S. BOVELL
Commission # EE 000887
Expires July 29, 2014
Bonded Thru Troy Fair Insurance 800-385-7019
STATE OF FLORIDA



Notary Public

ACTION BY WRITTEN CONSENT OF THE
BOARD OF DIRECTORS OF
UNITED PROPERTY & CASUALTY INSURANCE COMPANY

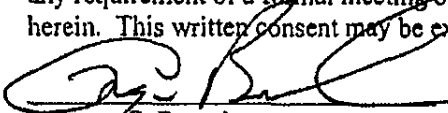
The undersigned being the Directors of United Property & Casualty Insurance Company hereby consent to the following action by the Board of Directors and enter these Resolutions in the minutes of the Company:

RESOLVED that the Articles of Incorporation of the Company be amended to reflect authorization to issue 350,000 shares of common stock;

FURTHER RESOLVED that the Company's financial statement reflect an increase in Common Capital Stock by issuing a stock dividend of 200,000 shares to its sole shareholder, United Insurance Holdings Corporation, and record the reclassification of \$2,000,000 of gross paid in and contributed surplus to Common Capital Stock; and

FURTHER RESOLVED that the amendment to the Articles of Incorporation and increase in Common Capital Stock, described above, be subject to any approval required from the Florida Office of Insurance Regulation.

Execution of this written consent by the undersigned, pursuant to Florida law, and the subsequent inclusion of this consent into the minutes of the Company shall constitute a waiver of any requirement of a formal meeting of the Board of Directors to conduct the business referred to herein. This written consent may be executed in counterparts by the undersigned Directors.



Gregory C. Branch

6/11/11

Date

Donald J. Cronin

Date

Alec L. Poitevint

Date

Gordon G. Pratt

Date

Larry G. Swets

Date

Kent G. Whittemore

Date

James R. Zuhlke

Date

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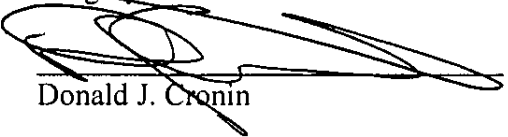
FURTHER RESOLVED that the Company's financial statement reflect an increase in Common Capital Stock by issuing a stock dividend of 200,000 shares to its sole shareholder, United Insurance Holdings Corporation, and record the reclassification of \$2,000,000 of gross paid in and contributed surplus to Common Capital Stock; and

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Gregory C. Branch

Date



Donald J. Cronin

Date

Alec L. Poitevint

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Gregory C. Branch

Date

Donald J. Cronin

Date

Alec L. Poitevint

Date

4/02/11

Gordon G. Pratt

Date

Larry G. Swets

Date

Kent G. Whittemore

Date

James R. Zuhke

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Gregory C. Branch

Date

Donald J. Cronin

Date

Alec L. Poitevint

Date



31 May 2011

Gordon G. Pratt

Date

Larry G. Swets

Date

Kent G. Whittemore

Date

James R. Zuhlke

Date

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Gregory C. Branch

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Donald J. Cronin

Date

Alec L. Poitevint

Date

Gordon G. Pratt

Date



Larry G. Swets

Date
6/1/11

Kent G. Whittemore

Date

James R. Zuhlke

Date



James R. Zuhlke

May 31, 2011

Date