

P970000 47036

Requestor's Name

THOMAS J. MAIDA 100182

1978 Chatsworth Way, 904-893-6487
Tallahassee, FL 32308

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #) 100002193951-1-6
-05/28/97-01086-020
2. _____ (Corporation Name) _____ (Document #) ****166.25 ****151.25
9625
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- ☐ Walk in ☐ Pick up time _____
☐ Mail out ☐ Will wait ☐ Photocopy

- ☒ Certified Copy
☒ Certificate of Status

FILED
97 MAY 28 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

majority vote
is sufficient
to organize.

Restated
Articles/
Name Change
5/25/97

\$35 FR
\$525000
\$875000

Examiner's Initials

RESTATED ARTICLES OF INCORPORATION
OF
BRIDGEFIELD EMPLOYERS INSURANCE COMPANY

97 MAY 28 PM 2:46
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Upon the affirmative vote of a majority of the voting policyholders of BRIDGEFIELD EMPLOYERS INSURANCE COMPANY, an Assessable Mutual, the Corporation hereby restates its Articles of Incorporation to read as follows:

ARTICLE I
NAME

The name of the Corporation shall be BRIDGEFIELD EMPLOYERS INSURANCE COMPANY. Its name prior to the adoption of these Restated Articles of Incorporation was BRIDGEFIELD EMPLOYERS INSURANCE COMPANY, an Assessable Mutual. The principal place of business of the Corporation shall be 2310 A-Z Park Road, Polk County, Lakeland, Florida 33801.

ARTICLE II
NATURE OF BUSINESS

The purpose of the Corporation is to engage in the business of the types of property and casualty insurance for which it is authorized.

ARTICLE III
CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 15,000, comprised of 15,000 shares of Common Stock. The Common Stock shall be of one class and shall have a par value of \$100 per share.

The amount of capital and surplus with which the Corporation shall engage in the business of insurance shall be not less than the greater of \$5,000,000 in capital and surplus or 10% of the Corporation's total liabilities. An amount not less than the minimum paid-in capital stock shall be sold for lawful money of the United States or equivalent United States Government Securities; provided, however, that any additional sums paid for stock or any stock sold after the minimum required capital has been so paid in money may be in the form of any type of securities in which the Corporation is authorized to invest its funds under Chapter 625 of the Florida Statutes.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V
REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be 2310 A-Z Park Road, Lakeland, Florida 33801, and the initial registered agent of this Corporation at such office shall be William B. Bull, 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.

ARTICLE VI
DIRECTORS

Section 1. The Corporation shall have at least five (5) directors, all of whom are United States citizens and all of whom are over the age of eighteen (18). The names and residence street addresses of the initial directors, whose initial terms of office shall be for one (1) year, are:

<u>Name</u>	<u>Address</u>
Robert L. Noojin, Sr.	4802 Woodmere Road Tampa, FL 33609
Thomas S. Petcoff	1212 Kells Court Lakeland, FL 33803
Robert Siegel	9271 SW 59th Street Miami, FL 33173
John Gray	1207 S. 8th Street Leesburg, FL 34748
Greg C. Branch	1501 SW 42nd Street Ocala, FL 34474
C.C. Dockery	2627 Oakland Avenue Lakeland, FL 33803
William B. Bull	4524 Nunnswood Lane Lakeland, FL 33813

Section 2. The election of directors by the shareholders is approved if a quorum exists, as provided in the Bylaws of the Corporation, and the votes cast favoring the election of a director exceeds the votes cast opposing the election of a director.

Section 3. The initial term of office of all of the initial directors shall expire at the first annual meeting of the shareholders in 1997. At that meeting, the directors elected shall be divided

into three classes, Class I, Class II and Class III, as nearly equal in number as possible. The term of office for each of the Class I directors shall expire at the first annual meeting of the shareholders in 1998; the term of office for each of the Class II directors shall expire at the annual meeting of the shareholders in 1999; and the term of office for each of the Class III directors shall expire at the annual meeting of the shareholders in 2000. At each annual meeting of the shareholders commencing with the meeting held in 1997, the successors to the directors whose terms are expiring shall be elected to terms expiring at the third succeeding annual meeting of shareholders. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional directors of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class, but in no case will a decrease in the number of directors shorten the term of any incumbent director. A director shall hold office until the annual meeting of the shareholders for the year in which his term expires and until his successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office.

Section 4. 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 5. The qualification, election and tenure of the directors shall be further provided for in the Bylaws.

Section 6. 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 improper 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.

If the Florida Business Corporation Act or the Florida Insurance Code is amended after the approval by the shareholders of these Articles to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by such amendments.

Section 7. Directors may be removed by the shareholders with or without cause.

ARTICLE VII 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 VIII PARTICIPATING POLICIES

Pursuant to section 628.361, Florida Statutes (1993), 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.

ARTICLE IX AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of the shareholders of the Corporation; provided that such amendment is approved by the Florida Department of Insurance.

IN WITNESS WHEREOF, the initial directors of the Corporation have hereunto set our hands and seals this 27th day of May, 1997.

x William D. Siegel
Director/President

Director /Robert Siegel

Thomas S. Petcoff
Director /Thomas S. Petcoff

Director/Robert L. Hoojin, Sr.

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.

If the Florida Business Corporation Act or the Florida Insurance Code is amended after the approval by the shareholders of these Articles to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by such amendments.

Section 7. Directors may be removed by the shareholders with or without cause.

ARTICLE VII 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 VIII PARTICIPATING POLICIES

Pursuant to section 628.361, Florida Statutes (1993), 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.

ARTICLE IX AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of the shareholders of the Corporation; provided that such amendment is approved by the Florida Department of Insurance.

IN WITNESS WHEREOF, the initial directors of the Corporation have herunto set our hands and seals this 21st day of May, 1997.

William D. Sull
Director/President

Robert Siegel
Director /Robert Siegel

Thomas S. Petcoff
Director /Thomas S. Petcoff

Robert L. Hojtin Sr.
Director/Robert L. Hojtin Sr.

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.

If the Florida Business Corporation Act or the Florida Insurance Code is amended after the approval by the shareholders of these Articles to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by such amendments.

Section 7. Directors may be removed by the shareholders with or without cause.

ARTICLE VII 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 VIII PARTICIPATING POLICIES

Pursuant to section 628.361, Florida Statutes (1993), 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.

ARTICLE IX AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of the shareholders of the Corporation; provided that such amendment is approved by the Florida Department of Insurance.

IN WITNESS WHEREOF, the initial directors of the Corporation have hereunto set our hands and seals this 26th day of May, 1997.

x William Petcoff
Director/President

Robert Siegel
Director /Robert Siegel

Thomas S. Petcoff
Director /Thomas S. Petcoff

Robert L. Noojin, Sr.
Director/Robert L. Noojin, Sr.

Director /John Gray



Director/Greg C. Branch

Director /C.C. Dockery

Attest: _____
Secretary

(SEAL)

APPROVED
INSURANCE COMMISSIONER
AND TREASURER

MAR 10 1997

BY



Legal Division

FILED
97 MAY 28 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Director /John Gray

Director/Greg C. Branch

Director /C.C. Dockery

Attest:

Secretary

(SEAL)

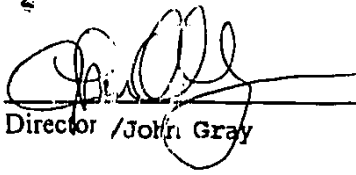
APPROVED
INSURANCE COMMISSIONER
AND TREASURER

MAR 10 1997

BY

Legal Division

FILED
97 MAY 28 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Director /John Gray

Director/Greg C. Branch

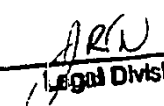
Director /C.C. Dockery

Attest: _____
Secretary

(SEAL)

APPROVED
INSURANCE COMMISSIONER
AND TREASURER

MAR 10 1997

BY 
Legal Division

FILED
97 MAY 28 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Director

Director

Director

Attest: _____
Secretary

(SEAL)

APPROVED
INSURANCE COMMISSIONER
AND TREASURER

MAR 19 1997

BY ARW
Legal Division

FILED
97 MAY 28 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA