

1/21/2020

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COMPANY

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FROM Ranae McGraw

DATE 2020-02-05 12:49:14 CST

RE Hyatt Legal Plans of Florida, Inc

COVER MESSAGE

Zachary Cain
Fulfillment Associate I
Global Fulfillment Team
CT Corporation

Team (614) 280-3338
GlobalFulfillmentTeam@wolterskluwer.com

4400 Easton Commons Way Suite 125 Columbus, Ohio 43219
www.wolterskluwer.com

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
HYATT LEGAL PLANS OF FLORIDA, INC.**

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Amended and Restated Articles of Incorporation (Articles) for the purpose of forming a corporation in accordance with Florida Statutes Chapter 607 as amended from time to time.

**Article I
Name**

The name of the corporation shall be METLIFE LEGAL PLANS OF FLORIDA, INC.

**Article II
Duration**

The term of existence of the corporation is perpetual.

**Article III
Purpose**

The general business, objects, and purposes proposed to be transacted and carried on are to provide legal services or indemnity for legal expenses and all reasonably related business as provided by the laws of the states in which it operates, including but not limited to Fla. Stat. Ch. 642. The enumeration of the special powers set forth are considered a limitation on the powers of the corporation. The corporation shall have all the powers authorized and usually granted to corporations organized under the laws of the State of Florida and the laws of the other states in which it operates to effect this purpose.

**Article IV
Corporate Stock**

The aggregate number of shares which this corporation is authorized to have at any one time is 100 shares, which shall all be common stock and shall have no par value per share.

**Article V
Registered Office and Agent**

The initial registered office of this corporation shall be 200 East Gain Street, Tallahassee, Florida 32399, and the name of its initial registered agent at such address is the Chief Financial Officer, Hyatt Legal Services, 200 East Gaines Street, Tallahassee, Florida 32399-0301, 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 open for service of process.

Article VI

Powers and Authority of Directors

The directors shall have the power to hold their meetings and to hold one or more offices and keep the books of the corporation, except the original or duplicate stock ledger, outside the state of Florida, at such place or places as from time to time may be designated by the by-laws or resolutions of the board of directors. Members of the board of directors may participate in regular meetings of the board of directors by means of conference telephone calls as provided by law.

No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more directors or officers have a financial interest shall be void or voidable for this reason or solely because the director or officer is present at or participates in the meeting of the board or committees thereof which authorizes the contract or transaction or solely because his or her votes are counted for the purpose if:

- (a) the material facts as to his or her interest in the contract or transaction are disclosed or known to the board of directors or the committee and the board of directors or committee in good faith authorizes the contract or transaction by a vote sufficient for the purpose without counting the vote of the interested director or directors; or
- (b) the material facts as to his or her interest in the contract or transaction are disclosed or known to the stockholders entitled to vote and the stockholders approve the contract or transaction by a good faith vote; or
- (c) the contract or transaction is fair to the corporation at the time it is authorized, approved, or ratified by the board of directors, a committee, or the stockholders.

Interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes the contract or transaction.

Article VII

Preemptive Rights Granted

The holders of the common stock of the corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the board of directors, those shares of the common stock of the corporation which may be issued from time to time for money, property, or past services in addition to that stock authorized and issued by the corporation.

Article VIII

Indemnification

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

**Article IX
Amendment**

The corporation reserves the right to amend or repeal any provisions contained in these Articles or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

**Article X
Officers as Directors**

All officers of the corporation may be directors.

**Article XI
Officers**

These individuals shall act as officers of the corporation until their successors have been chosen and duly qualified or their earlier death, resignation, or removal from office:

Ingrid Tolentino	President and Chief Executive Officer
Felicia Surtel	Treasurer
Roger Elder	General Counsel
Stephanie Doncov	Secretary
Kelli Buford	Assistant Secretary
Aaron McClain	Vice President
Michelle Klotzbach	Assistant Vice President
Lorene Guardado	Assistant Vice President

**Article XII
Incorporator**

The name and address of the individual signing these articles of incorporation is Stephanie Doncov, 200 Park Avenue, New York, NY 10166.

**Article XIII
Action Without Meeting**

Any action by the board of directors of the corporation without a meeting shall be a board action if written consent to the action is signed by all of the directors and filed with the minutes of the proceedings of the board, whether consent is given before or after the action is taken.

**Article XIV
Rights of Shares of Stock**

The preferences, limitations, and relative rights of the shares of stock shall be:

- (a) In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the corporation, common stock shall have a right to a share of the assets available to common stockholders. This is subject to any obligation to a senior security

or debtholder. A consolidation or merger of the corporation, a sale or transfer of all or substantially all of its assets, or any purchase or redemption of shares of the corporation shall not be regarded as a liquidation, dissolution, or winding up within the meaning of this paragraph.

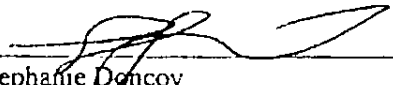
- (b) The board of directors shall determine the amount of earnings and profits which is to be quarterly/annually distributed at its discretion in the form of dividends to stockholders.
- (c) Any corporate action which requires or permits a vote of stockholders may be taken without a meeting or vote of stockholders with the written consent of stockholders.

Article XV Assignment of Stock

After its incorporation, the incorporators of the corporation shall have the right to assign to a person who may hereafter become a subscriber to the capital stock of this corporation and who, after acceptance of the assignment shall stand in lieu of the incorporators and assume and carry out all of the rights, liabilities, and duties entailed by subscription, subject to the laws of the State of Florida.

The amendments were adopted without shareholder action and shareholder action was not required.


IN WITNESS WHEREOF, the undersigned officer has adopted these Articles this 5th day of February, 2020.


Stephanie Doncov
Secretary

STATE OF NEW YORK
COUNTY OF NEW YORK

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Stephanie Doncov, who, after being duly sworn, deposes and says that he is the person referred to in the foregoing Articles and that he has read them and they are true and correct.

SWORN TO AND SUBSCRIBED before me this 5th day of February, 2020.


NOTARY PUBLIC

My commission expires:

