

422421

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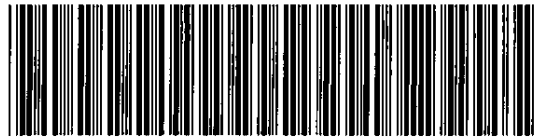
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*Amended And Restated
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COVER LETTER

TO: Amendment Section •
Division of Corporations

NAME OF CORPORATION: TOWER HILL INSURANCE GROUP, INC.

DOCUMENT NUMBER: 422421

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Scott P. Rowe

(Name of Contact Person)

TOWER HILL INSURANCE GROUP, INC.

(Firm/ Company)

7201 NW 11th Place

(Address)

Gainesville, FL 32605

(City/ State and Zip Code)

For further information concerning this matter, please call:

Scott P. Rowe

(Name of Contact Person)

at (352) 333-1209

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

TOWER HILL INSURANCE GROUP, INC.

In accordance with Section 607.1007, *Florida Statutes*, the Articles of Incorporation of Tower Hill Insurance Group, Inc., a Florida corporation (the "Corporation"), are hereby amended and restated (such Amended and Restated Articles of Incorporation to be referred to herein as the "Articles of Incorporation") to read in their entirety as follows:

ARTICLE I

Name

The name of the Corporation is Tower Hill Insurance Group, Inc.

ARTICLE II

Address

The current mailing address of the Corporation is 7201 NW 11th Place, Gainesville, Florida 32605.

ARTICLE III

Commencement Of Existence

The existence of the Corporation commenced on March 30, 1973.

ARTICLE IV

Purpose

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V

Capitalization

Section 1. Authorized Shares. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 15,000 shares, consisting of:

- 7,500 shares of Voting Stock, par value \$1 per share (the "Voting Stock");
- 7,500 shares of Non-Voting Stock, par value \$1 per share (the "Non-Voting Stock").

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The consideration to be paid for each share shall be fixed by the Board of Directors and such consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services, performed, promises to perform services evidenced by a written contract, or other securities of the Corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

Section 2. Terms of Non-Voting Stock. Shares of Non-Voting Stock may be issued from time to time in one or more series. The holders of the Non-Voting Stock shall be entitled to dividends thereon at a rate equal to that of the Voting Stock. All remaining profits which the Board of Directors may determine to apply in payment of dividends shall be distributed equally among the holders of Voting Stock and Non-Voting Stock. Upon dissolution, whether voluntary or involuntary, the assets of the Corporation shall be distributed to the Shareholders based on their ownership percentage.

Section 3. Voting Rights. The holders of the Voting Stock shall be entitled to notice of all shareholders meetings in accordance with the Corporation's bylaws and shall be entitled to vote on all matters submitted to the shareholders for a vote with each share entitled to one vote per share. Holders of Non-Voting Stock shall have no such voting rights.

Section 4. Dividends. The holders of the shares of Non-Voting Stock and Voting Stock shall be entitled to dividends, whether in cash, stock or other property, when, as, and if declared by the Board of Directors, pro rata among the holders thereof based upon the number of shares outstanding.

Section 5. Preemptive Rights. No additional shares of stock of the Corporation may be issued without the assent or vote of the Voting and Non-Voting Shareholders of the Corporation holding at least 80 percent of the total shares of the Corporation.

ARTICLE VI

Powers of the Corporation

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE VII

Term Of Existence

The term of existence of the Corporation is perpetual.

ARTICLE VIII

Title

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest

in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE IX
Registered Office And Registered Agent

The street and address of the current registered office of this Corporation is 7201 NW 11th Place, Gainesville, Florida 32605, and the name of the current registered agent of this Corporation at that address is Scott P. Rowe.

ARTICLE X
Bylaws

Except as expressly provided elsewhere herein, the assent or vote of the shareholders of the Corporation holding at least 80 percent of the total voting and non-voting power of the Corporation shall be required to make, alter, amend, or repeal the Bylaws of the Corporation.

ARTICLE XI
Required Director Vote

The vote of members of the Board of Directors constituting more than 50 percent of the number of Directors of which the Board consists at the time (including vacancies) shall be required for all actions taken by the Board of Directors.

ARTICLE XII
Indemnification

The Corporation shall indemnify the members of its Board of Directors and its officers to the full extent permitted by law. The Board of Directors is hereby specifically authorized to make such other provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

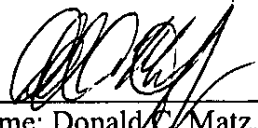
ARTICLE XIII
Amendments

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment thereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation. The assent or vote of the Voting and Non-Voting Shareholders of the Corporation holding at least 80 percent of the total shares of the Corporation shall be required to make, alter, amend, or repeal these Articles of Incorporation.

The foregoing Amended and Restated Articles of Incorporation were adopted and approved by the Board of Directors on May 24, 2007 and by its sole shareholder on

May 24, 2007, in accordance with Section 607.1003 of *Florida Statutes*. The number of votes for the amendments contained herein was sufficient for shareholder approval of such amendments.

The undersigned officer of the Corporation has executed these Amended and Restated Articles of Incorporation as of this 24th day of May 2007.



Name: Donald C. Matz, Jr.
Title: Secretary