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SEVEN SEAS INSURANCE COMPANY, INC.**

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**CERTIFICATE ACCOMPANYING  
SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**SEVEN SEAS INSURANCE COMPANY, INC.**

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned corporation hereby submits the attached Second Amended and Restated Articles of Incorporation. The Second Amended and Restated Articles of Incorporation supersede and replace the Amended and Restated Articles of Incorporation filed in the office of the Secretary of State of Florida on July 28, 2015 and all amendments thereto:

1. The name of the Corporation is Seven Seas Insurance Company, Inc. (the "*Corporation*").

2. The Second Amended and Restated Articles of Incorporation contain amendments to the Amended and Restated Articles of Incorporation, as described below:

The Amended and Restated Articles of Incorporation are deleted in their entirety and replaced by the Second Amended and Restated Articles of Incorporation attached hereto as Exhibit A.

3. The Second Amended and Restated Articles of Incorporation do not provide for an exchange, reclassification or cancellation of issued shares.

4. The amendments and the restatement were unanimously approved by the Board of Directors of the Corporation on February 26, 2016 and by shareholder of the Corporation on February 26, 2016 in accordance with the Florida Business Corporation Act.

5. The Second Amended and Restated Articles of Incorporation will be effective upon filing.

DATED as of February 26, 2016.

**SEVEN SEAS INSURANCE COMPANY, INC.**

By 

Timothy B. Boyle, Secretary

**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SEVEN SEAS INSURANCE COMPANY, INC.**

**ARTICLE I  
NAME**

The name of the Corporation is Seven Seas Insurance Company, Inc.

**ARTICLE II  
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III  
PURPOSE**

The purpose or purposes for which the Corporation is formed are:

- (a) to generally carry on the business of a property and casualty insurance company as a stock insurer;
- (b) to provide insurance against property and casualty losses to any person or group of persons properly a subject of insurance as defined by the Florida Insurance Code, as same may be further amended, and;
- (c) to generally carry on all such business activities reasonably and necessarily incidental to such insurance business.

**ARTICLE IV  
STOCK**

The Corporation shall have authority to issue in the aggregate twenty thousand (20,000) shares of common stock. There shall be only one class of stock known as "Common Stock". Such shares have a par value of \$75.00 per share.

**ARTICLE V  
PRINCIPAL OFFICE**

The principal office of the Corporation shall be located at 5 East 11th Street, Riviera Beach, Palm Beach County, Florida 33404.

## **ARTICLE VI BOARD OF DIRECTORS**

6.1 The affairs of the Corporation shall be governed by a Board of Directors. The number of directors of the Corporation shall be fixed as provided in the Bylaws and may be changed from time to time by amending the Bylaws; provided, that the number of directors of the Corporation shall be not less than five (5).

6.2 The Board of Directors is expressly authorized to make, alter, and repeal the Bylaws of the Corporation, subject to the power of the shareholders of the Corporation to change or repeal such Bylaws.

6.3 To the fullest extent permitted by the Florida Business Corporation Act, as it exists on the date hereof or may hereafter be amended, a director of this Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director. Any amendment to or repeal of said act shall not adversely affect a director of this Corporation with respect to any conduct of such director occurring prior to such amendment or repeal.

## **ARTICLE VII REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of this Corporation in the State of Florida shall be 200 E. Gaines Street, Tallahassee, Florida 32399. The registered agent is the Chief Financial Officer of the State of Florida Insurance Commissioner's Office.

## **ARTICLE VIII INDEMNIFICATION**

8.1 Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a director or officer of the Corporation, (b) who is or was an agent or employee of the Corporation other than an officer and as to whom the Corporation has agreed to grant such indemnity, or (c) who is or was serving at the request of the Corporation as its representative in the position of a director, officer, agent or employee of another corporation, partnership joint venture, trust or other enterprise as to whom the Corporation has agree to grant such indemnity, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any such future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to such legislation or decision), against any fine, liability, cost or expense, including attorney's fees asserted against him or incurred by him in his capacity as such director, officer, agent, employee, or representative, or arising out of his status as such director, which indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitle. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, whether or not the Corporation would have the legal power to directly indemnify him against such liability.

8.2. Costs, charges and expenses (including attorney's fees) incurred by a person referred to in Section 1 of this Article VIII in defending a civil or criminal suite, action or proceeding shall be paid by the Corporation in advance of the final disposition thereof upon receipt, in the case of an officer or director, of an undertaking to repay all amounts so advanced in the event it shall ultimately be determined that such person is not entitle to be indemnified by the Corporation as authorized by this Article VIII, and upon satisfaction of such other conditions as are required by current or future legislation (but, with respect to future legislation, only to the extent that provides conditions less burdensome than those previously provided). Such costs, charges and expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors may deem appropriate.


8.3. If this Article VIII or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each person described in Section 1 of the Articles VIII to the fullest extent permitted by any applicable portion and to the fullest extent permitted by law.

#### ARTICLE IX INCORPORATORS

The name and address of each incorporator, each of whom is a citizen of the United States, is:

John H. Birdsall, III Route 5, Box 356 Charlottesville, VA 22901	John J. Lannon 9 South 285 Chandelle Drive Naperville, IL 60565
Richard G. Cline 677 Lake Road Glen Ellyn, IL 60137	Rick Murrell 5012 Paprika Lane Palm Beach Gardens, FL 33410
Larry G. Garberding 231 N. Lincoln Hinsdale, IL 60521	

SEVEN SEAS INSURANCE COMPANY, INC.

By   
Timothy B. Engle, Secretary