

FILED
13 DEC 31 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Heritage Insurance Holdings, LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Claude Mueller

Contact Person

Colodny, Fass, Talenfeld, Karlinsky, Abate & Webb

Firm/Company

215 S. Monroe Ste., Ste. 701

Address

Tallahassee, FL 32301

City, State and Zip Code

blucas@heritagepci.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Claude Mueller at (**850**) **577-0398**

Name of Contact Person

Area Code

Daytime Telephone Number

☒ Certified copy (optional) \$30.00

STREET ADDRESS:

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

MAILING ADDRESS:

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

**Certificate of Merger
For
Florida Limited Liability Company**

FILED
13 DEC 31 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Heritage Insurance Holdings, LLC	Florida	Limited liability company
Heritage Insurance Holdings, LLC	Delaware	Limited liability company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Heritage Insurance Holdings, LLC	Delaware	Limited liability company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

12:01 A.M. EST, January 1, 2014

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

c/o The Corporation Trust Company
Corporation Trust Center 1209 Orange Street
Wilmington, Delaware 19801

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:


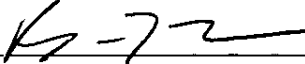
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: 700 Central Ave., Suite 500
St. Petersburg, Florida 33701

Mailing address: 700 Central Ave., Suite 500
St. Petersburg, Florida 33701

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Heritage Insurance Holdings, LLC		Bruce Lucas
Heritage Insurance Holdings, LLC		Bruce Lucas

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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Delaware

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The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "HERITAGE INSURANCE HOLDINGS, LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF DECEMBER, A.D. 2013, AT 10:35 O'CLOCK A.M.



5433362 8100

131485597

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1019329

DATE: 12-30-13

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:38 AM 12/30/2013
FILED 10:35 AM 12/30/2013
SRV 131485597 - 5433362 FILE

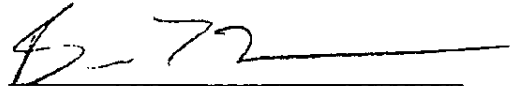
STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION of
HERITAGE INSURANCE HOLDINGS, LLC

The undersigned, for the purpose of forming a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.) hereby certifies as follows:

- FIRST. The name of the limited liability company hereby formed is "Heritage Insurance Holdings, LLC".
- SECOND. The address of the registered office of the limited liability company in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801. The name of the registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned, an authorized person of the limited liability company, has executed this Certificate of Formation as of December 30, 2013.

By:



Bruce Lucas, Authorized Person