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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

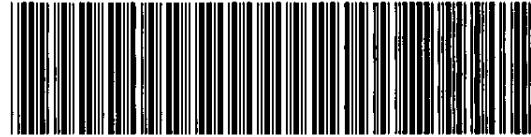
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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N. Culligan MAY 24 2011

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Powerguard Specialty Insurance Services LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Deanna Stanley

Name of Person

Kennedy Licensing Service, Inc.

Firm/Company

4144 N. Central Expy., Suite 800

Address

Dallas, TX 75204

City/State and Zip Code

Njames@edgewoodins.com

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

For further information concerning this matter, please call:

Deanna Stanley

Name of Person

at (214) 855-0737

Area Code & Daytime Telephone Number

MAILING ADDRESS:

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

STREET ADDRESS:

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

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee

☐ \$130.00 Filing Fee &
Certificate of Status

☒ \$155.00 Filing Fee &
Certified Copy

☐ \$160.00 Filing Fee, Certificate
of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Powerguard Specialty Insurance Services LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3.

(FEI number, if applicable)

4. 8/30/10

(Date of Organization)

5.

perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. UPON QUALIFICATION

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 135 Main Street, 21st Flr.

San Francisco, CA 94105

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☐

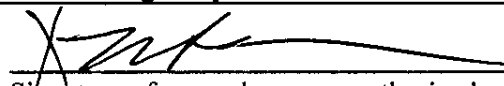
9. The name and usual business addresses of the managing members or managers are as follows:

SEE ATTACHED LIST

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida:

Nonresident insurance agency sales and service


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Michael McMullen, Exec. VP

Typed or printed name of signer

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Powerguard Specialty Insurance Services LLC

If name unavailable, the alternate name to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

NRAI Services, Inc.

(Name)

515 East Park Avenue

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

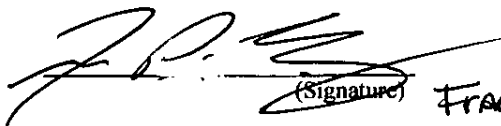
FL

32301

City/State/Zip

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.



(Signature)

Francis Regan, Vice-President

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

**POWERGUARD SPECIALTY INSURANCE SERVICES LLC
MEMBERS AND OFFICERS**

PowerGuard LLC is owned by:

EPIC Holdings, Inc.
135 Main Street, 21st floor
San Francisco, CA 94105

Ownership %: 99%

And

Edgewood Partners Insurance Center
135 Main Street, 21st floor
San Francisco, CA 94105

Ownership %: 1%

Members

EPIC Holdings, Inc.
135 Main Street, 21st floor
San Francisco, CA 94105

Ownership %: 99%

And

Edgewood Partners Insurance Center
135 Main Street, 21st floor
San Francisco, CA 94105

Ownership %: 1%

Officers

Elaine Andrian

CFO and Treasurer

19 Winship Avenue, San Anselmo, CA 94960 County: Marin

Business Address: 135 Main Street, 21st Floor, San Francisco, CA 94105

Ownership: 0%

John G. Hahn

CEO

37 Melanie Lane, Atherton, CA 94027 (County: San Mateo)

Business Address: 135 Main Street, 21st Floor, San Francisco, CA 94105

Ownership: 0%

Dan Crawford

Secretary

2707 Hopkins Avenue, Redwood City, CA 94062 (County: San Mateo)

Business Address: 901 Mariners Island Blvd., Suite 625, San Mateo, CA 94404

Ownership: 0%

Michael McMullen

Executive Vice President

3881 Beaver Street, Irvine, CA 92614 County: Orange

Business Address: 19000 MacArthur Blvd., Suite 575, Irvine, CA 92612-1447

Ownership: 0%

Delaware

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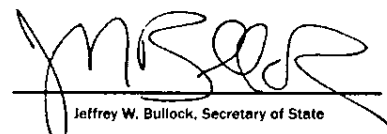
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "POWERGUARD SPECIALTY INSURANCE SERVICES LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF APRIL, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "POWERGUARD SPECIALTY INSURANCE SERVICES LLC" WAS FORMED ON THE THIRTIETH DAY OF AUGUST, A.D. 2010.

4866132 8300

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Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 8715065

DATE: 04-25-11