

M19627

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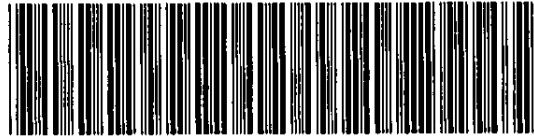
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*Amended &
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Name Change

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

10 FEB 26 PM 4:01

RECEIVED

DEPT. OF STATE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 FEB 26 PM 4:04

FILED

*RR
2/26/10*

COVER LETTER

**TO: Amendment Section
Division of Corporations**

NAME OF CORPORATION: U.S. Security Insurance Company

DOCUMENT NUMBER: M196274

The enclosed *Amended & Restated Articles* are submitted for filing.

Please return all correspondence concerning this matter to the following:

Alberto Naon
Name of Contact

U.S. Security Insurance Company
Firm / Company

3155 NW 77th Avenue
Address

Miami, FL 33122-3700
City/ State and Zip Code

For pick up, please call:

Ralph Schwarz at 850-577-0398
Name of Contact Person Area code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
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(Additional copy is enclosed) | <input checked="" type="checkbox"/> \$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

● **APPROVED**

FEB 25 2010

**THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KINGSWAY AMIGO INSURANCE COMPANY**

Docketed by: AW

**(FORMERLY KNOWN AS
U.S. SECURITY INSURANCE COMPANY)**

FILED
2010 FEB 26 AM 4:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WHEREAS, Kingsway Amigo Insurance Company, formerly known as U.S. Security Insurance Company (the "Corporation") was incorporated on or about August 20, 1985 and

WHEREAS, the Corporation amended its Articles of Incorporation on two prior occasions (in 1995 and 2005); and

WHEREAS, the Corporation's Board of Directors and shareholders have voted to amend the Corporation's Articles of Incorporation to change its name and to make certain other changes thereto; on December 11, 2009 and

WHEREAS, the Corporation's Board of Directors and shareholders have voted in favor of adopting these Third Amended and Restated Articles of Incorporation pursuant to Section 607.1107, Florida Statutes, which shall supercede and replace the Corporation's original Articles of Incorporation and all amendments thereto.

NOW, THEREFORE, in consideration of the foregoing,

Kingsway Amigo Insurance Company, formerly known as U.S. Security Insurance Company, hereby amends and restates its Articles of Incorporation as follows:

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of the Corporation is **Kingsway Amigo Insurance Company**. Its principal office shall be located in Miami-Dade County, Florida or such other location as may be designated by the Board of Directors of the Corporation.

**ARTICLE II
DURATION**

The period of duration of this Corporation shall be perpetual.

ARTICLE III NATURE OF BUSINESS

This Corporation is organized for the purpose of transacting the business of an insurance company engaged in multiple lines of insurance, specifically property, casualty, marine and surety insurance, and any and all lawful business incidental thereto.

ARTICLE IV CAPITAL STOCK

The Corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the Corporation is authorized to have outstanding is 2,000,000 shares of common stock of a par value of \$1.00 per share. All shares of the Corporation shall be sold for lawful money of the United States or equivalent United States Government Securities; provided, however, the consideration received as surplus for any shares may consist of any type of securities in which this Corporation would be permitted to invest under the Florida Insurance Code.

Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the Corporation's securities.

ARTICLE V REGISTERED OFFICE AND AGENT

The Chief Financial Officer of the State of Florida and her or his successors in office are hereby appointed as the Corporation's attorney to receive service of all legal process issued against it in any civil action or proceeding in this state.

ARTICLE VI BOARD OF DIRECTORS

The business of the Corporation shall be managed and controlled by a Board of Directors consisting of not less than five (5) natural persons who shall be elected annually by the shareholders and shall serve until their successors are elected and qualified, or until they resign or are removed as provided in the ByLaws of the Corporation. The number of Directors of the Corporation may be increased or decreased from time to time by vote of the shareholders, but in no event shall be less than five (5) nor more than twenty-one (21).

**ARTICLE VII
BYLAWS**

The power to adopt, alter, amend or repeal ByLaws shall be vested in the Board of Directors and the shareholders in accordance with Section 607.1020, Florida Statutes.

**ARTICLE VIII
INDEMNIFICATION**

The Corporation shall indemnify, to the full extent permitted by law, any officer or director of the Corporation, or any former officer or director of the Corporation, or any person who at the request of the Corporation is or was serving as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise.

**ARTICLE IX
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

**ARTICLE X
INCORPORATORS**

The names and addresses of the incorporators of the Corporation are:

Ted Arison, 5500 Collins Avenue, Miami Beach, FL

William D. Parkhurst, 5345 S.W. 99th Terr., Miami, FL


Roberto Espin, 811 Ponce de Leon Blvd., Coral Gables, FL

Rene V. Murai, 25 S.E. Second Avenue, Miami, Florida

Jorge Fernandez-Silva, 2620 S.W. 27th Avenue, Miami, Florida

IN WITNESS WHEREOF the Corporation has caused these Third Amended and Restated Articles of Incorporation to be executed this 11 day of December, 2009.

**KINGSWAY AMIGO
INSURANCE COMPANY**


Rachael Aldulaimi, Secretary