

# N96000003053

**ASSOCIATED TRUSTEES MUTUAL INS. CO., INC.**  
 Registered Office  
 576 N. Arroyo St.  
 Alhambra, CA 91801  
 Telephone: 224-7173

OFFICE USE ONLY  
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 10:00 AM

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. **ASSOCIATED TRUSTEES MUTUAL INSURANCE CO., INC.**  
 Document #

2. \_\_\_\_\_ Document # \_\_\_\_\_  
 3. \_\_\_\_\_ Document # \_\_\_\_\_  
 4. \_\_\_\_\_ Document # \_\_\_\_\_

☒ Walk in     ☐ Pick up time     ☒ Certified Copy (5)  
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NEW FILINGS		AMENDMENTS		OTHER FILINGS	
<input checked="" type="checkbox"/> Initial		<input type="checkbox"/> Amendment		<input type="checkbox"/> Other	
<input checked="" type="checkbox"/> Renewal		<input type="checkbox"/> Change of Officers/Directors		<input type="checkbox"/> Change of Registered Agent	
<input type="checkbox"/> Limited Liability		<input type="checkbox"/> Dissolution/Withdrawal		<input type="checkbox"/> Other	
<input type="checkbox"/> Other		<input type="checkbox"/> Other		<input type="checkbox"/> Other	

OTHER FILINGS		REGISTRATION QUALIFICATION	
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<input type="checkbox"/> Other		<input type="checkbox"/> Other	
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<b>OTHER FILINGS</b>	
<b>TOTAL</b>	

ARTICLES OF INCORPORATION  
OF  
ASSOCIATED INDUSTRIES  
ASSESSABLE MUTUAL INSURANCE COMPANY, INC

FILED  
JAN 10 1995

The undersigned incorporators to these Articles of Incorporation, are natural persons over the age of 18 years, competent to contract and are citizens of the United States of America, hereby form an assessable mutual insurer under the laws of the State of Florida.

ARTICLE I

Name

The name of the assessable mutual insurer shall be: ASSOCIATED INDUSTRIES ASSESSABLE MUTUAL INSURANCE COMPANY, INC. The principal office of the insurer shall be located at 516 North Adams Street, Tallahassee, Leon County, Florida 32301, unless and until changed by resolution of the Board of Directors.

ARTICLE II

Nature of Business

The purpose of the assessable mutual insurer is to engage in the business of property and casualty insurance.

ARTICLE III

Contingent Liability of Members

Members of the assessable mutual insurer have a contingent liability as provided in Section 628.6011 through 628.6018 Florida Statutes (1995). Assessments shall be levied at such time as an actuarial valuation indicates that insufficient funds are available to pay incurred or anticipated claims. However, the maximum aggregate or total contingent liability of its members, other than as to non-assessable policies for payment of losses and expenses incurred, shall be 10 times the premium of the member's policy at the annual premium rate for a term of 1 year.

ARTICLE IV

Term of Existence

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Initial Registered Office and Agent

The initial registered office of this Corporation shall be 317

North Calhoun Street, Tallahassee, Leon County, Florida 32301, and the initial registered agent of the Corporation at such office shall be Mary Ann Stiles, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open to receive service of process from the Treasurer and Insurance Commissioner of the State of Florida.

#### ARTICLE VI

##### Directors

A. The corporation shall have five directors initially, all of whom are United States citizens and all of whom are over the age of 18. The Directors are the initial Directors who will serve until a vote is taken at an annual meeting or at any meeting of the Members held in lieu of such Annual Meeting. The names and residence addresses of the directors are:

T. Wayne Davis  
4034 Alhambra Drive West  
Jacksonville FL

Guy M. Spearman  
51 Ridge Court  
Rockledge FL

Jon L. Shebel  
1425 Ponca DeLeon  
Fort Lauderdale, FL

Robert W. West  
3082 Waterford Drive  
Tallahassee FL 32308

Frank T. White  
21034 Sweetwater Lane North  
Boca Raton, FL

B. The board of directors of the assessable mutual insurer shall:

- (a) Be responsible to members of the insurer;
- (b) Appoint independent certified public accountants, legal counsel, actuaries, and investment advisors as needed;
- (c) Approve payment of dividends to members; and
- (d) Approve changes in corporate structure.

or more members of, the insurer or the endorsing association.

C. If the board of directors contracts with an administrator authorized under s. 626.88 to administer the day-to-day affairs of the fund, a member of the board of directors is not personally liable for monetary damages to any person for any statement, vote decision, or failure to act, regarding the management or policy of the fund, by a director, unless:

- (a) The director breached or failed to perform his duties as

a director; and

(b) The director's breach of, or failure to perform, his duties constitutes:

1. A violation of the criminal law, unless the director has reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

2. A transaction from which the director derived an improper personal benefit, either directly or indirectly; or

3. Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. For purposes of this section, the term "recklessness" means the action, or omission to act, in conscious disregard of a risk:

a. Known, or so obvious that it should have been known, to the director, and

b. Known to the director, or so obvious that it should have been known, to be so great as to make it highly improbable that harm would follow from such action or omission.

## ARTICLE VII

### Officers

The Corporation shall have a President, Secretary, and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office.

## ARTICLE VIII

### Transactions In Which Directors Or Officers Are Interested

A. No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because

of such relationship or interest, or solely because such director or directors is or are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

2. The fact of such relationship or interest is disclosed or known to any members of the Corporation entitled to vote thereon, and they authorized, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the members

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction, and shares held by them in determining the presence of a quorum at a meeting of members at which action is taken pursuant to this Article.

#### ARTICLE IX

##### Indemnification of Directors and Officers

The Corporation may indemnify, and may insure, its directors and officers to the fullest extent permitted by applicable Florida law.

#### ARTICLE X

##### Incorporators

The names and residence street addresses of the incorporators, all of whom are over the age of 18 and all of whom are United States citizens are:

T. Wayne Davis  
4034 Alhambra Drive West  
Jacksonville FL

Guy M. Spearman  
51 Ridge Court  
Rockledge FL

Jon L. Shebel  
1425 Ponce DeLeon  
Fort Lauderdale FL

Robert W. West  
3082 Waterford Drive  
Tallahassee FL 32308

Frank T. White  
21034 Sweetwater Lane North  
Boca Raton FL

Shirley M. McCanney  
420 NW 69th Street  
Boca Raton FL

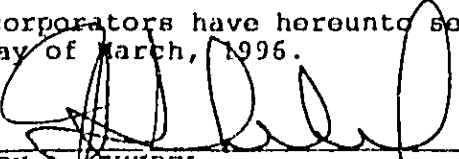
Daniel J. McGarvey  
9414 Boca Pine Circle  
Boca Raton FL

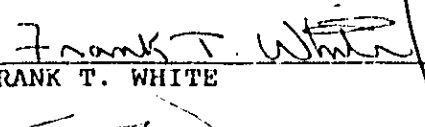
David P. Yon  
3211 Castle Court  
Tallahassee FL 32308

Edward R. Walters  
5071 SW 87th Street  
Cooper City FL

Katherine C. Mackay  
17976 Key Lime Boulevard  
Loxahatchie FL


IN WITNESS WHEREOF, the incorporators have hereunto set their  
hands and seals this 21 day of March, 1996.


  
JON L. SHEBEL

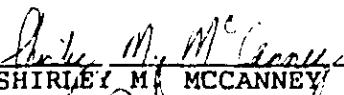
  
FRANK T. WHITE


  
T. WAYNE DAVIS

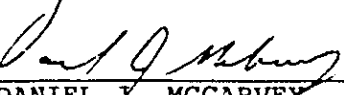
  
ROBERT W. WEST

  
GUY M. SPEARMAN

  
DAVID P. YON

  
SHIRLEY M. MCCANNEY

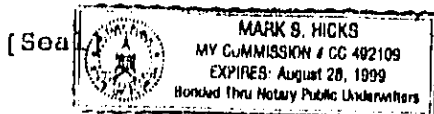
  
EDWARD R. WALTERS

  
DANIEL J. MCGARVEY

  
KATHERINE C. MACKAY

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing Articles of Incorporation was acknowledged before me this 24<sup>th</sup> day of March, 1996, by Jon L. Shebel, who is personally known to me or who has produced a Florida driver's license as identification and who did not take an oath.



Mark S. Hicks  
Notary Public  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing Articles of Incorporation was acknowledged before me this 17<sup>th</sup> day of March, 1996, by Frank T. White, who is personally known to me or who has produced a Florida driver's license as identification and who did not take an oath.



Elizabeth M. Lisena  
Notary Public  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing Articles of Incorporation was acknowledged before me this 12<sup>th</sup> day of March, 1996, by T. Wayne Davis, who is personally known to me or who has produced a Florida driver's license as identification and who did not take an oath.

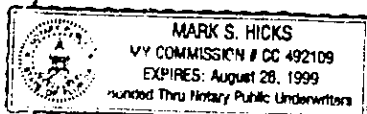
[Seal]

Elizabeth M. Lisena  
Notary Public  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing Articles of Incorporation was acknowledged before me this 15 day of March, 1996, by Robert W. West, who is personally known to me or who has produced a Florida driver's license as identification and who did not take an oath.

[Seal]

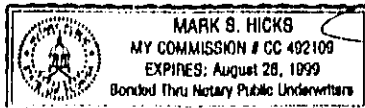


Mark S. Hicks  
Notary Public  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing Articles of Incorporation was acknowledged before me this 15 day of March, 1996, by Guy M. Spearman, who is personally known to me or who has produced a Florida driver's license as identification and who did not take an oath.

[Seal]

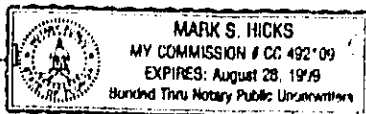


Mark S. Hicks  
Notary Public  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing Articles of Incorporation was acknowledged before me this 27th day of March, 1996, by David P. Yon, who is personally known to me or who has produced a Florida driver's license as identification and who did not take an oath.

[Seal]

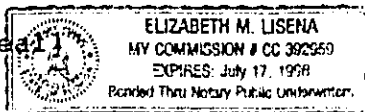


Mark S. Hicks  
Notary Public  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation was acknowledged before me this 12th day of March, 1996, by Shirley M. McCanney, who is personally known to me or who has produced a Florida driver's license as identification and who did not take an oath.

[Seal]

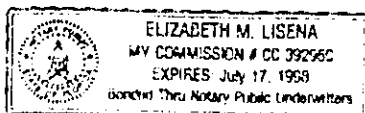


Elizabeth M. Lisena  
Notary Public  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation was acknowledged before me this 12th day of March, 1996, by Edward R. Walters, who is personally known to me or who has produced a Florida driver's license as identification and who did not take an oath.

[Seal]



Elizabeth M. Lisena  
Notary Public  
My Commission Expires:



STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation was acknowledged before me this 12/1 day of March, 1996, by Daniel J. McGarvey, who is personally known to me or who has produced a Florida driver's license as identification and who did not take an oath.



Elizabeth M. Lisena  
Notary Public  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation was acknowledged before me this 12/1 day of March, 1996, by Katherine C. Mackay, who is personally known to me or who has produced a Florida driver's license as identification and who did not take an oath.



Elizabeth M. Lisena  
Notary Public  
My Commission Expires:

The foregoing Articles of Incorporation of Associated Industries Assessable Mutual Insurance Company have been duly approved by the Florida Department of Insurance on this 12/1 day of March, 1996.

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Title: \_\_\_\_\_

MAS/100/kch/MAS  
095:bylaws.a1f

**APPROVED**  
INSURANCE COMMISSIONER  
AND TREASURER

MAY 24 1996

By \_\_\_\_\_  
Legal Division

N96000003053

ASSOCIATED INDUSTRIES ASSESSABLE MUTUAL INSURANCE COMPANY, INC. #N9600  
0003053, A NONPROFIT CORP. FILED RESTATED ARTICLES ON 6/10/98 CHANGING  
THE STATUS TO A FOR PROFIT CORP. AND THE NAME TO ASSOCIATED INDUSTRIE  
S INTERIM STOCK INSURANCE COMPANY, INC., #P96000049291.