

# P00000004459

Ronald R. Richmond  
Haben & Richmond, P.A.

(Requestor's Name)

1435 E. Piedmont Drive, Ste. 110

(Address)

Tallahassee, FL 32312 850/422-1221

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

## CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Magna Florida Insurance Company, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time \_\_\_\_\_

☒ Certified Copy

☐ Mail out ☒ Will wait ☐ Photocopy

☒ Certificate of Status

FILED  
00 JAN 13 PM 4:01  
RECEIVED  
00 JAN 13 PM 1:56  
DEPARTMENT OF STATE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA 32304

400003097924-5  
-01/13/00-01065-025  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Call when ready  
422-1221*

T. SMITH JAN 13 2000

Examiner's Initials

**APPROVED**  
INSURANCE COMMISSIONER  
AND TREASURER

JAN 11 2000

**ARTICLES OF INCORPORATION  
OF  
MAGNA FLORIDA INSURANCE COMPANY, INC.**

BY *John L. B...*  
Legal Division

The undersigned incorporators to these Articles of Incorporation, natural persons over the age of eighteen (18) years, competent to contract and the majority of whom are citizens of the United States of America, hereby form a stock insurer corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation shall be MAGNA FLORIDA INSURANCE COMPANY, INC. The principal place of business of this corporation shall be 1680 Fruitville Road, Suite 200, Post Office Box 3918, Sarasota, Florida 34230.

**ARTICLE II. NATURE OF BUSINESS**

The purpose of this corporation is to engage in every aspect of property and casualty insurance designated by company code as follows:

1. 0010 Fire
2. 0020 Allied Lines
3. 0040 Homeowners Multi Peril
4. 0050 Commercial Multi Peril
5. 0540 Mobile Home Multi Peril
6. 0550 Mobile Home Physical Damage
7. 0090 Inland Marine

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue is 100,000 shares of common stock having a par value of \$1.00 per share. The corporation shall not begin transacting business unless it achieves a capital and surplus of \$5 million.

**ARTICLE IV. TERM OF EXISTENCE**

This corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation shall be 1435 East Piedmont Drive, Suite 110, Tallahassee, Florida 32312, and the initial registered agent of this corporation at such office shall be Ralph H. Haben, Jr., 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

FILED  
00 JAN 13 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Commissioner of the State of Florida.

**ARTICLE VI. OFFICERS AND DIRECTORS**

This corporation shall have five (5) directors initially and never less than five (5) directors, all of whom are natural persons and all of whom are over the age of 18. The Corporation shall initially have five (5) officers, all of whom are natural persons and all of whom are over the age of 18. The terms of office of the initial officers and directors shall be for not more than one year after the date of incorporation of the corporation. The names, residence street addresses and country of citizenship of the officers and directors whose initial terms of office shall be for one year are:

Robert T. Savage, Jr. 16 Governors Hill Columbia, SC 29201 United States Citizen	Director
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Gerrard Lee-Innis 42B Mace Place Haleland, Maraval Trinidad, West Indies Citizen of Trinidad and Tobago	Director
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John Lombardo 27595 Riverbank Drive Bonita Springs, FL 34134 United States Citizen	Director/Chairman/President/CEO
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Tal P. Piccione 7 Pharis Place Upper Saddle River, NJ 07458 United States Citizen	Director
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Richard Davies 319 Howard Avenue Fairlawn, NJ 07410 Citizen of United Kingdom	Director/Senior Vice President/Secretary
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Brian McGuire 29 South Bay Avenue Brightwaters, NY 11718 United States Citizen	Senior Vice President
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Elizabeth R. Monts 149 Glenbrook Circle	CFO/Treasurer/Assistant Secretary
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Columbia, SC 29204  
United States Citizen

Pleasant C. Overby, III  
3 Split Rock Court  
Irmo, SC 29063  
United States Citizen

Claims Manager

### **ARTICLE VII. CONSENT RIGHTS**

Without the prior approval of (a) each of the Seibels Designee, the NEM Designee and the Fenelon Designee and (b) each of SCIC, Catawba, CAIC, NEM and Fenelon, each of the Companies shall not amend or repeal any provision of these Articles of Incorporation or By-laws (including, without limitation, any change in the number of directors comprising its Board or the establishment of any committee thereof), and shall not take any fundamental corporate action, including without limitation:

(i) any change in its corporate organization or structure;

(ii) directly or indirectly (a) declare or pay any dividends or make distributions in cash, property or securities upon any of its capital stock; or (b) effect a split, combination or reclassification of its outstanding capital stock;

(iii) directly or indirectly redeem, purchase or otherwise acquire any shares of its capital stock (or the capital stock of its Affiliate) or rights to acquire such shares of capital stock (or the capital stock of its Affiliate);

(iv) issue any shares of capital stock or rights to acquire capital stock other than pursuant to options, warrants, conversion or subscription rights in existence on the Effective Date;

(v) merge, consolidate with, or otherwise acquire any Person (whether by stock purchase, asset purchase or otherwise), or sell, lease, transfer, exchange or dispose of any assets other than in the ordinary course of business;

(vi) acquire any of the assets or ownership of any Person or participate in any joint venture, partnership or other similar entity;

(vii) create, incur, assume, guaranty, suffer to exist, agree to purchase or repurchase or pay or provide funds in respect of, whether directly or indirectly, or otherwise become or remain directly or indirectly liable with respect to any Indebtedness;

(viii) make any payment (in cash or property) to, or enter into, any other transaction with any of its Affiliates or any Stockholder, other than (A) payments made, or transactions entered into, pursuant to or contemplated by the Securities Purchase Agreement or the other Transaction

Documents (as defined in the Securities Purchase Agreement) (including any reinsurance agreements with USRe, brokerage arrangements pursuant to the Broker of Record Letter with USRe (as each such item is defined in the Securities Purchase Agreement)), and (B) payments made to, or transactions entered into with, an entity which subsequently becomes an Affiliate of a Stockholder, provided that the terms of the agreement or arrangement under which such payments are being made are competitive with those available from non-related parties in an arms-length transaction;

(ix) terminate the employment or otherwise replace its Chief Executive Officer, President or Chief Financial Officer;

(x) establish its annual budget;

(xi) make any material change in its annual budget after it has been approved by its Board;

(xii) compensate or agree to compensate (including payment of salary, benefits and bonuses) officers or employees of the Companies whose annual compensation exceeds \$100,000;

(xiii) the adoption of, amendment to or termination of, any personnel policy or any employee benefit plan, including, without limitation, any profit-sharing, pension, incentive, bonus or severance plan or similar plan, and the establishment of, or change to, any principles or practices governing pension funds or pension benefits;

(xiv) engage or dismiss its independent certified public accountants;

(xv) create any Subsidiary;

(xvi) liquidate, wind-up, dissolve or adopt any plan with respect to liquidation, winding-up or dissolution;

(xvii) file a petition under the United States Bankruptcy Code or any other insolvency law, or admit in writing its bankruptcy, insolvency, or general inability to pay its debts, or consent to the appointment of any receiver, liquidator or other Person performing similar functions;

(xviii) make any material change in the nature of its business or underwriting strategy, or in the terms of any of its reinsurance arrangements;

(xix) adopt any business plan;

(xx) acquire, lease, transfer or otherwise dispose of assets in excess of \$100,000 in any one transaction or a series of related transactions;

(xxi) initiate or settle any judicial or administrative proceedings involving any of the

Companies;

(xxii) authorize, agree or enter into any agreement, or permit any of its Subsidiaries to authorize, agree or enter into any agreement, to do any of the actions listed in this Article VII;

provided, however, that notwithstanding any of the above, (i) with respect to a grant of registration rights to all of the Stockholders or the registration of any securities of the Company with the Securities and Exchange Commission or any other government regulatory bodies, and (ii) with respect to the authorizing and carrying out of a (a) Qualified Public Offering or (b) private placement to a third party who is not an Affiliate of any of the Investors (a "Third Party Private Placement") of shares of authorized or outstanding stock of the Company in an amount not to exceed 35% of the issued and outstanding stock of the Company prior to any such Third Party Private Placement, such actions shall not be subject to the unanimity requirement of subsections (a) and (b) of this Article VII above, but shall require only the prior approval of 80% of the Board and the holders of a majority of the then outstanding Common Stock of the Company.

Capitalized terms used in this Article VII of these Articles of Incorporation and not otherwise defined shall have the meanings ascribed to such terms in the Stockholders' Agreement dated January 2000 among Magna Holding Corporation, a Florida corporation (the "Company"); Magna Florida Insurance Company, Inc., a Florida corporation and wholly-owned subsidiary of the Company ("Magna"); Magna Underwriting Agencies, Inc., a Florida corporation ("MUA"); South Carolina Insurance Company, a South Carolina corporation ("SCIC"); Catawba Insurance Company, a South Carolina corporation ("Catawba"); Consolidated American Insurance Company, a South Carolina corporation ("CAIC"); Fenelon Ventures II, LLC, a Delaware limited liability company and wholly-owned subsidiary of U.S. RE Companies, Inc. ("Fenelon"); and N.E.M. (West Indies) Insurance Limited, a Trinidad and Tobago corporation licensed in the U.S. Virgin Islands ("NEM").

## **ARTICLE VIII. INCORPORATORS**

The names and residence street address of the incorporators, all of whom are natural persons and all of whom are over the age of 18 are:

Richard Davies  
319 Howard Avenue  
Fairlawn, NJ 07410  
Citizen of United Kingdom

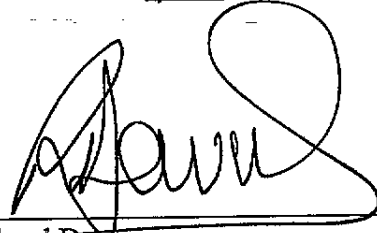
Robert T. Savage, Jr.  
16 Governors Hill  
Columbia, SC 29201  
United States Citizen

Gerrard Lee-Innis  
42B Mace Place  
Haleland, Maraval  
Trinidad, West Indies  
Citizen of Trinidad and Tobago

John Lombardo  
27595 Riverbank Drive  
Bonita Springs, Florida 34134  
United States Citizen

Tal P. Piccione  
7 Pharis Place  
Upper Saddle River, New Jersey 07458  
United States Citizen

IN WITNESS WHEREOF, the undersigned incorporators do hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and do hereby subscribe thereto and hereunto set their names and seals this 12 day of JANUARY, 2000.

  
Richard Davies

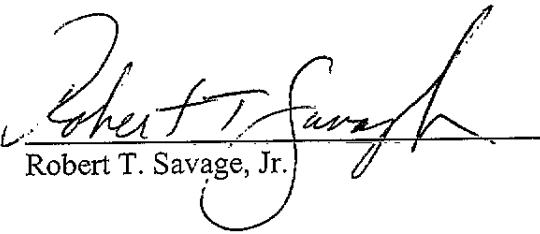
STATE OF New York  
COUNTY OF NEW YORK

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of JANUARY, 2000, by Richard Davies, who is personally known to me.

  
NOTARY PUBLIC


FRANK A. BAICICH  
Notary Public, State of New York  
No. 01BA5069596  
Qualified In Queens County  
Commission Expires November 25, 2000

My commission expires:

  
Robert T. Savage, Jr.

STATE OF South Carolina  
COUNTY OF Richland

The foregoing instrument was acknowledged before me this 10 day of January, 2000, by Robert T. Savage, Jr., who is personally known to me.

  
NOTARY PUBLIC

My commission expires: 07-12-03



Gerrard Lee-Innis  
Gerrard Lee-Innis

STATE OF TRINIDAD AND TOBAGO  
CITY OF PORT OF SPAIN

The foregoing instrument was acknowledged before me this 7th day of January, 2000, by Gerrard Lee-Innis, who is personally known to me.



Lynn Layton  
NOTARY PUBLIC

My commission ~~expires~~<sup>by</sup> is permanent.



John D. Lombardo  
John Lombardo

STATE OF N.Y.  
COUNTY OF Nassau

The foregoing instrument was acknowledged before me this 7 day of Jan  
2000, by John Lombardo, who is personally known to me.

Robert Sereno  
NOTARY PUBLIC

My commission expires: 9/3/00

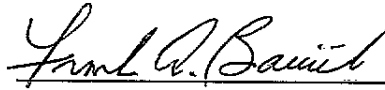
ROBERT SERENO  
Notary Public, State of New York  
No. 01SE065092  
Qualified in Nassau County  
Commission Expires September 3, 2000



Tal P. Piccione

STATE OF NEW YORK  
COUNTY OF NEW YORK

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of JANUARY  
2000, by Tal P. Piccione who is personally known to me.



NOTARY PUBLIC

My commission expires:

FRANK A. BAICICH  
Notary Public, State of New York  
No. 01BA5069596  
Qualified in Queens County  
Commission Expires November 25, 2000

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

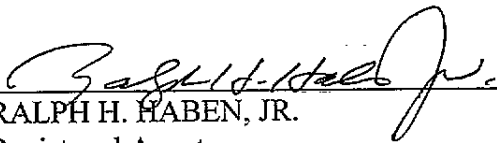
In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted: ---

MAGNA FLORIDA INSURANCE COMPANY, INC. (the "Company"), desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at: 1680 Fruitville Road, Suite 200, Sarasota, Florida 34230, has named and designated RALPH H. HABEN, JR., with its registered office located at 1435 East Piedmont Drive, Suite 110, Tallahassee, Florida 32312, as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named as registered Agent to accept service of process from the Treasurer and Insurance Commissioner of the State of Florida for MAGNA FLORIDA INSURANCE COMPANY, INC. (The "Company"), at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091, and all other statutes, as they may apply to the Company relating to the proper and complete performance of my duties as Registered Agent, including keeping open such office.

Dated as of this 13<sup>th</sup> day of January, 2000.

  
RALPH H. HABEN, JR.  
Registered Agent

**FILED**  
00 JAN 13 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA