

TRANSMITTAL LETTER

P000000013890

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
2-1-00

700003122537--1
-02/03/00--01065--015
*****87.50 *****87.50

SUBJECT: Milton Insurance Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Theodore William Hudson
Name (Printed or typed)

204 Escambia St.
Address

Milton, FL 32570-6776
City, State & Zip

850-623-0066
Daytime Telephone number

00 FEB -3 AM 9:36
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

Handwritten initials and date:
2-9-00

EFFECTIVE DATE
2-1-00

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Milton Insurance Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 204 Escambia Street, Milton, Florida 32570-6776

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock of the par value of \$1.00 per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are: Theodore William Hudson, 204 Escambia Street, Milton, Florida 32570-6776

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are: Theodore William Hudson, 204 Escambia Street, Milton, Florida 32570-6776

Theodore William Hudson
Signature/Incorporator

2-1-2000
Date

Having been named as registered agent and to accept service of process for the above stated corporation 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.

Theodore William Hudson
Signature/Registered Agent

2-1-2000
Date

FILED
00 FEB -3 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI SPECIFIED DATE OF CORPORATE EXISTENCE

The specified effective date of the existence of the corporation shall be:
February 1, 2000

ARTICLE VII DURATION

The period of the corporation's duration is perpetual.

ARTICLE VIII SHAREHOLDERS

The number of shareholders of the corporation is one and his name and address are: Theodore William Hudson, 204 Escambia Street, Milton, Florida, 32570-6776.

ARTICLE IX INITIAL DIRECTORS

The number of initial directors constituting the initial board of directors of the corporation is one and the name and address of the person who is to serve as the initial director until the first annual meeting of shareholders or until his successor is elected and shall qualify are:

Theodore William Hudson, 204 Escambia Street, Milton, Florida 32570-6776

ARTICLE X ORGANIZATIONAL MEETING OF DIRECTORS

After incorporation, the initial director shall hold an organizational meeting to complete the organization of the corporation adopting the initial bylaws containing provisions for managing the business and regulating the affairs of the corporation consistent with law and shall appoint the following officers:

Theodore William Hudson, President
Address: 204 Escambia Street, Milton, Florida 32570-6776

Theodore William Hudson, Treasurer and Secretary
Address: 204 Escambia Street, Milton, Florida 32570-6776

ARTICLE XI PURPOSE AND POWERS

The purpose of the corporation is to carry on a general business to engage in any lawful activity permitted by the laws of the State of Florida and to use any or all of the general power or powers, statute or statutes provided for in the "Florida Business Corporation Act" necessary for fully accomplishing the purpose without limitations or restrictions, except as prescribed by law. The general powers of the corporation are provided for in s. 607.0302, F.S. and has the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, including without limitation power:

(this Article XI continued on page 3)

- (1) To sue and be sued, complain, and defend in its corporate name;**
- (2) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;**
- (3) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;**
- (4) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;**
- (5) To lend money to, and use its credit to assist, its officers and employees in accordance with s. 607.0833;**
- (6) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;**
- (7) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;**
- (8) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;**
- (9) To conduct its business, locate offices, and exercise the powers granted by this act (s. 607.0302 F.S.) within or without this state;**
- (10) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;**
- (11) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;**
- (12) To make donations for the public welfare or for charitable, scientific, or educational purposes;**

(this Article XI continued on page 4)

- (13) To transact any lawful business that will aid governmental policy;
- (14) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;
- (15) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;
- (16) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and
- (17) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

The foregoing purpose, purposes, work, acts or activities, power or powers will be interpreted as examples only and not as limitations or restrictions, and nothing therein or herein shall be deemed as prohibiting, restricting or limiting the corporation from engaging in any lawful work, acts, activities, purpose or purposes, or to use any power or powers that is lawful, for which a corporation may be organized or operate under the "Florida Business Corporation Act," or any Florida or United States law, except that special statutes or laws for the regulation and control of types of business and corporations shall control when in conflict herewith and except as prescribed by law.

ARTICLE XII SHAREHOLDERS ANNUAL MEETING

The corporation shall hold an annual meeting of shareholders in January of each year at the corporation's principal office for the election of directors and for the transaction of any proper business.

ARTICLE XIII REQUIREMENT FOR AND DUTIES OF BOARD OF DIRECTORS

The corporation shall have a board of directors consisting of at least one individual. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors. The board of directors shall appoint the officers of the corporation and shall delegate to one of the officers responsibility for preparing minutes of the directors' and shareholders' meetings and for authenticating records of the corporation.

ARTICLE XIV REQUIREMENT FOR AND DUTIES OF OFFICERS

The corporation shall have the officers that are appointed by the board of directors. The corporation shall have a President, Treasurer and Secretary and any other officer that is lawful, deemed necessary or convenient by the board of directors. The same individual may simultaneously hold more than one office in the corporation as prescribed by law. Each officer has the authority and shall perform the duties set forth in the bylaws or, to the extent consistent with the bylaws, the duties prescribed by the board of directors or by direction of any officer authorized by the bylaws or the board of directors to prescribe the duties of other officers.

**ARTICLE XV LIABILITY OF SHAREHOLDERS,
DIRECTORS AND OFFICERS**

The imposition, responsibility or conditions of personal liability or liability of any kind on any shareholder, directors, officers, employees or agents for the liability or debts of any kind of the corporation shall be at an absolute minimum as prescribed or provided for by the laws of the State of Florida or the United States, whichever is less, except as prescribed by law. To the fullest extent permitted by law, no shareholder, director, officer, employee or agent of this corporation shall be personally liable to the corporation, its shareholders or any other entity for monetary damages for breach of any duty owed to the corporation or its shareholders or for any other lawful act, except as prescribed by the "Florida Business Corporation Act" or any other law. The objective being to provide the maximum of financial protection and any other lawful protection, with the minimum of financial loss, to shareholders, directors, officers, employees or agents as prescribed or provided for by law, except as prescribed by law.

Any shareholder, director, officer, employee or agent who is involved in litigation or other proceeding by reason of his or her position as a shareholder, director, officer, employee or agent of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law, except as prescribed by law.