

Division of Corporations

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Account Name : STEARNS WEAVER MILLER, ET AL.
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BASIC AMENDMENT

LTC RISK RETENTION GROUP, INC.

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

LTC RISK RETENTION GROUP, INC.

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TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1005, 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned, being the President of LTC RISK RETENTION GROUP, INC., a Florida corporation, hereby executes and submits for filing with the State of Florida, these Amended and Restated Articles of Incorporation, to read as follows:

ARTICLE I
NAME

The name of this corporation shall be LTC RISK RETENTION GROUP, INC. The principal place of business of this corporation shall be 315 South Calhoun Street, Suite 300, Tallahassee, Florida 32301.

ARTICLE II
NATURE OF BUSINESS

The purpose of this corporation is to engage in every aspect of the casualty insurance business as it relates to long term care facilities.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue is 1,000,000 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.

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ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 315 South Calhoun Street, Suite 300, Tallahassee, Florida 32301, and the initial registered agent of this corporation at such office shall be Gail Crisp, 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
MANAGEMENT COMPANY

A. Appointment of Management Company. The Board of Directors of the corporation may contract with an authorized management company to have the responsibility for managing and administering all of the affairs of the corporation, including but not limited to marketing, underwriting, billing, collection, claims administration, terminations, reinstatement, safety and loss prevention, risk management, reinsurance, policy issuance, accounting, auditing, legal, custody of funds for day-to-day operations, regulatory reporting, investments and general administration. The management company may subcontract with or retain third parties to provide any of the above-mentioned services or functions which the management company does not itself perform.

B. Delegation of Duties: Except where the Florida Business Corporation Act, the Florida Insurance Code, the Articles of Incorporation or the Bylaws specifically require that a particular action be taken by an officer of the corporation, the Board of Directors may delegate to the management company the authority to perform any act or responsibility normally performed or discharged by a corporate officer.

ARTICLE VII
DIRECTORS AND OFFICERS

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 two (2) 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:

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A. Directors:

	<u>Name</u>	<u>Address</u>	<u>Citizenship</u>
1.	Larry D. Law, Sr.	Rt. 3, Box 26 Mayo, FL 32066	US
2.	Ed Taylor	1601 Pine Lake Drive Venice, FL 34292	US
3.	Joseph Glucksman	534 Datura Street W. Palm Beach, FL 33401	US
4.	James E. Graham	6220 Manatee Avenue West #302 Bradenton, FL 34209	US
5.	Jamie L. Glavich	9664 Hood Road Jacksonville, FL 32257	US

B. Officers:

	<u>Name</u>	<u>Address</u>	<u>Citizenship</u>
President	1. Raymond M. Johnson	1000 Vicars Landing Way Ponte Vedra Beach, FL 32084	US
Vice President and Secretary/Treasurer	2. John M. Norton	700 Mease Plaza Dunedin, FL 34698	US

The foregoing Amended and Restated Articles of Incorporation were duly adopted and approved by a majority of the members of the Board of Directors of the corporation. As the corporation has not yet issued shares, no shareholder approval is required pursuant to Section 607.1005 of the Florida Business Corporation Act.

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IN WITNESS WHEREOF, the undersigned President has executed these Amended and Restated Articles of Incorporation this 15th day of OCTOBER 2003.

LTC RISK RETENTION GROUP, INC.

By: Raymond M. Johnson
Raymond M. Johnson
President

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