

PO 30001384 72

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

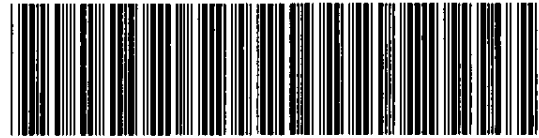
Call when ready

728-7583

Cody

File stamp
Xtra
copy

Office Use Only



500137176115

10/22/08--01047--007 **43.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 OCT 22 PM 2:04

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2008 OCT 22 PM 1:48
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

Amend & Rest.
C.COULLIETTE

OCT 22 2008

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: St. Johns Insurance Company, Inc. +

DOCUMENT NUMBER: P03000138472 +

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Sandy P. Fay
(Name of Contact Person)

Colodny, Fass, Talenfeld, Karlinsky & Abate, P.A.
(Firm/ Company)

One Financial Plaza, 23rd Floor, 100 SE Third Avenue
(Address)

Ft. Lauderdale, Florida 33394
(City/ State and Zip Code)

For further information concerning this matter, please call:

Sandy P. Fay at (954) 492-4010
(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:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$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

SEP 8 2008

Decated by: W

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
ST. JOHNS INSURANCE COMPANY, INC.**

The undersigned incorporators, for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida, particularly Chapter 607 and Chapter 628, Florida Statutes, and approved and adopted pursuant to a shareholder vote proposed by the Board of Directors of ST. JOHNS INSURANCE COMPANY, INC. in accordance with Sections 607.1007, 607.1006, and 607.1003, Florida Statutes, hereby adopt the following Amended and Restated Articles of Incorporation:

**ARTICLE 1
NAME**

The name of the corporation shall be ST. JOHNS INSURANCE COMPANY, INC. For convenience, the corporation shall be referred to in this instrument as the "Company." These Amended and Restated Articles of Incorporation shall be referred to as the "Articles", and the By-Laws of the Company shall be referred to as the "By-Laws."

**ARTICLE 2
OFFICE**

The principal office and mailing address of the Company shall be Westwood Center 3, 6675 Westwood Blvd, Suite 360, Orlando, Florida 32821 or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Company shall be kept at its principal office or at such other place as may be permitted by the Florida Insurance Code.

**ARTICLE 3
PURPOSE**

The purpose for which The Company is organized is to engage in any and all business permitted under the laws of the State of Florida and elsewhere, including but not limited to all aspects of writing insurance in the State of Florida and in other states as permitted by the respective regulatory authorities. Pursuant to section 628.081(3)(c), Florida Statutes, the Company was formed to write all kinds of insurance authorized to be written in the State of Florida, including but not limited to Property and Casualty Insurance.

**ARTICLE 4
POWERS**

The Company shall have all of the common-law and statutory powers of a corporation for

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 OCT 22 PM 2:04

profit organized under the Laws of Florida, except as expressly limited or restricted by the terms of these Articles or the By-Laws, and all of the powers and duties reasonably necessary to operate the Company pursuant to the By-Laws, as they may be amended from time to time.

ARTICLE 5 AUTHORIZED SHARES

The Company shall be authorized to issue up to Thirty-five Thousand (35,000) shares, having a par value of One Hundred Dollars (\$100.00) per share.

ARTICLE 6 TERM OF EXISTENCE

The Company shall have perpetual existence.

ARTICLE 7 INDEMNIFICATION

7.1 Personal Liability. The personal liability of the directors of the Company is hereby eliminated to the fullest extent permitted under the Laws of Florida, as the same may be amended and supplemented. Without limiting the generality of the foregoing, no director of the Company shall be liable to the Company or its shareholders for monetary damages (including, without limitation, any judgment, amount paid in settlement, fine, penalty, punitive damages, or expense of any nature including attorney's fees) for breach of any duty as a director, except for liability: (i) for any breach of the director's duty of loyalty to the Company or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, or (iii) under Florida Statute §607.0831 or as provided in §607.0850, or (iv) for any transaction from which the director derived an improper personal benefit either directly or indirectly. No amendment to or repeal of this Article 7 shall apply to or have any effect on the liability or alleged liability of any director of the Company on, for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

7.2 Indemnification. The Company shall, to the fullest extent permitted by the provisions of Florida Statutes §607.0831 and §607.0850, as the same may be amended and supplemented, indemnify directors, officers and trustees from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

7.3 Amendment. No amendment, modification or repeal of this Article 7 shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal.

ARTICLE 8 OFFICERS

The day to day affairs of the Company shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Company at its first meeting following the annual meeting of the shareholders of the Company and thereafter as may be determined by the Board of Directors and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal of officers from office, for filling vacancies and for the duties and qualifications of the officers.

ARTICLE 9 DIRECTORS

9.1 Number and Qualification. The property, business and affairs of the Company shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist at any time of not less than five (5) directors.

9.2 Duties and Powers. All of the duties and powers of the Company shall be exercised exclusively by the Board of Directors, its officers, agents, contractors or employees.

9.3 Election; Removal. Directors of the Company shall be elected at the annual meeting of the Shareholders in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws. Elections of directors need not be by written ballot except and to the extent provided in the By-Laws of the Company.

9.4 Standards. Each Director shall discharge his or her duties as a director, including any duties as a member of a Committee: in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interests of the Company. Unless a Director has knowledge concerning a matter in question that makes reliance unwarranted, a Director, in discharging his duties, may rely on information, opinions, reports or statements, including financial statements and other data, if prepared or presented by: one or more officers or employees of the Company whom the Director reasonably believes to be reliable and competent in the matters presented; legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the persons' professional or

expert competence; or a Committee of which the Director is not a member if the Director reasonably believes the Committee merits confidence. A Director shall not be liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his office in compliance with the foregoing standards.

ARTICLE 10 BY-LAWS

The first By-Laws of the Company shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws.

ARTICLE 11 AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

12.1 Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 607, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby. Amendments to these Articles may also be adopted by written consent as provided in the By-Laws and Chapter 607, Florida Statutes.

12.2 Adoption. Amendments shall be proposed and adopted in the manner provided in Chapter 607 and Chapter 628, Florida Statutes (the latter to control over the former).

12.3 Recording. A copy of each amendment shall be filed with the Office of Insurance Regulation and with the Secretary of State pursuant to the provisions of applicable Florida law.

ARTICLE 12 INCORPORATORS

The names of the Incorporators of this Corporation, none of whom is less than 18 years of age are: Christopher J. McHattie, Reese I. Bowen, Edward Falzarano, James J. McCahill and Robert P. Lucas

ARTICLE 13 REGISTERED OFFICE; ADDRESS AND NAME OF REGISTERED AGENT

The registered agent of the Company for the service of process shall be the Chief Financial

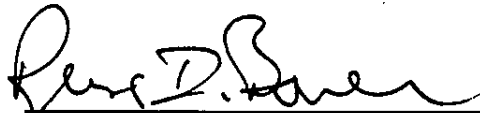
Officer ("CFO") of the State of Florida, Florida Department of Financial Services, Division of Legal Services, Service of Process Section, 200 East Gaines Street, P.O. Box. 6200, Tallahassee, Florida, 32314-6200. The CFO shall forward any such process to the Company at Westwood Center 3, 6675 Westwood Blvd Suite 360, Orlando, Florida 32821, and the designated person of the Company at such office to receive such process shall be the President of the Company, or such other designated person as may be designated by the Board of Directors. Said registered office and registered agent may be changed at any time by the Board of Directors of the Company, if permitted by Florida law. Said designated office and agent of the Company to receive process from the CFO may be changed at any time by the Board of Directors of the Company.

ARTICLE 14
PREEMPTIVE RIGHTS

The Shareholders of the Company shall have pre-emptive rights in the event of the issuance of new shares in order to maintain their percentage control of the Company.

IN WITNESS WHEREOF, the undersigned has affixed his signature on the day and year set forth below.

Dated: Oct. 18, 2018

A handwritten signature in black ink, appearing to read "Reese I. Bowen", written over a horizontal line.

Reese I. Bowen, President