

P04000064314

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

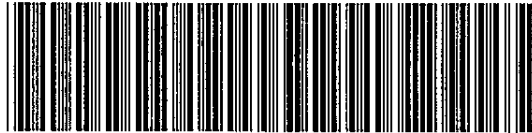
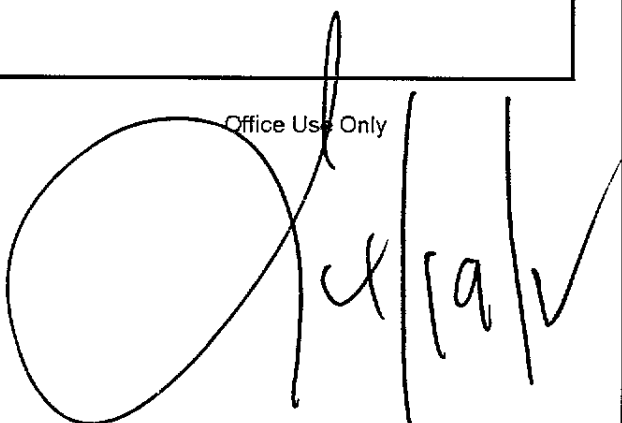
(Business Entity Name)

(Document Number)

Certified Copies 2 Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600032587086

04/16/04--01012--019 **37.50

04/19/04--01003--002 **35.00

2004 APR 16 P 3:11 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
FILED 04 APR 16 AM 10:32

BLANK, MEENAN & SMITH, P.A.

ATTORNEYS AT LAW

Office Address:

204 SOUTH MONROE STREET
TALLAHASSEE, FLORIDA 32301
(850) 681-6710

Mailing Address:

POST OFFICE BOX 11068
TALLAHASSEE, FLORIDA 32302-3068
FACSIMILE (850) 681-6713
(850) 681-1003
E-Mail: Postmaster@blanklaw.com

F. PHILIP BLANK*
JOHN R. DUNPHY
SUSAN C. HAUSER
THOMAS R. McSWAIN
TIMOTHY J. MEENAN
SANDRA L. SCHOONOVER
GEOFFREY D. SMITH

JOHN A. DICKSON, J.D.**
LEGAL ASSISTANT

SHIRLEY KERNS**
INSURANCE REGULATORY CONSULTANT

J. CAMERON YARBROUGH**
DIRECTOR, GOVERNMENTAL AFFAIRS

*Florida Bar Certified in Health Law
**Not a Member of the Florida Bar

April 16, 2004

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Via Hand Delivery

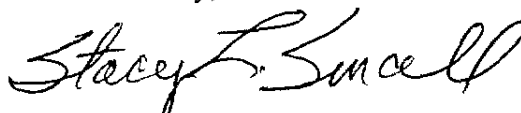
Re: Tower Hill Select Insurance Company
Our File Number: 96.00

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for Tower Hill Select Insurance Company. We have provided a check for \$87.50 to cover the filing fee and 1 Certified Copy and 1 Certificate of Status. I will need a total of (3) certified copies of the Articles of Incorporation and three (3) Certificates of Status for the above-referenced corporation. Please call me to discuss the fees for obtaining the additional 2 copies and I will arrange to have another check for the remaining amount delivered when the documents are ready.

If you have any questions or if any additional information is required, please do not hesitate to contact our office.

Sincerely,



Stacy L. Small
Paralegal

Enclosure

TRANSMITTAL LETTER

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

SUBJECT: Tower Hill Select Insurance Company
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: Stacy Small, Paralegal - Blank, Meenan & Smith
Name (Printed or typed)

204 South Monroe Street

Address

Tallahassee, FL 32301

City, State & Zip

850/681-6710

Daytime Telephone number

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

APR 16 2004

**ARTICLES OF INCORPORATION
OF
TOWER HILL SELECT INSURANCE COMPANY**

The undersigned incorporator(s), all of whom are United States citizens, natural persons over the age of eighteen (18) years, and competent to contract, hereby form a stock insurance company under the laws of the State of Florida.

Richard J. Dantona

Article I.

Name. The name of this Corporation is TOWER HILL SELECT INSURANCE COMPANY.

Article II.

Principal Office. The principal place of business shall be in Alachua County, City of Gainesville, Florida and the physical location and mailing address of this corporation shall be: 7201 N.W. 11th Place, Gainesville, Florida 32605. The Corporation may establish and maintain the principal place of business at such other place within the State of Florida as may be determined by the Board of Directors from time to time.

Article III.

Duration. The period of duration of this Corporation shall be perpetual.

Article IV.

Purpose. The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States, under the Florida General Corporation Act, and to engage in every aspect of property and casualty insurance and reinsurance as permitted under Florida Insurance law and conducting such other business as may be permitted for such an insurance company under applicable law, and the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, properties, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

Article V.

Capital Stock. This Corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value common stock. All shareholders shall have preemptive rights in future stock sales by the Corporation. The Corporation shall not begin transacting insurance until it achieves

FILED
2004 APR 16 P
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

capital and surplus of not less than Five Million Dollars (\$5,000,000), or as required by Florida law.

Article VI.

By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors or Shareholders.

Article VII.

Statutory Agents and Office. The initial registered office of this Corporation shall be 7201 N.W. 11th Place, Gainesville, Florida 32605, and the initial registered agent of this Corporation at such office shall be Jonathon B. Palmquist, 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 Chief Financial Officer of the State of Florida.

Article VIII.

Initial Board of Directors. The Corporation shall have five (5) Directors initially, all of whom are United States citizens over the age of 18. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than five. The names and residence addresses of the initial Directors of this Corporation are:

William J. Shively	608 SW 97 th Terrace, Gainesville, Florida 32607
Phillip M. Thomasson	3857 SW 93 rd Terrace, Gainesville, Florida 32608
Donald C. Matz, Jr.	10357 SW 45 th Lane, Gainesville, Florida 32608
Jonathon B. Palmquist	3419 SW 93 rd Way, Gainesville, Florida 32608
Brian T. Sheekey	8817 SW 61st Avenue, Gainesville, FL 32608

Article IX.

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

William J. Shively	608 SW 97 th Terrace, Gainesville, Florida 32607
Phillip M. Thomasson	3857 SW 93 rd Terrace, Gainesville, Florida 32608

Donald C. Matz, Jr. 10357 SW 45th Lane, Gainesville, Florida 32608
Jonathon B. Palmquist 3419 SW 93rd Way, Gainesville, Florida 32608
Brian T. Sheekey 8817 SW 61st Avenue, Gainesville, FL 32608

Article X.

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 officers, 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:

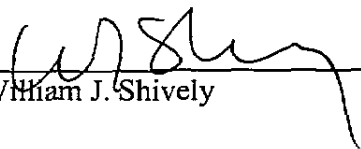
1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes or approves the contract or transaction; or
2. The fact of such relationship or interest is disclosed or known to the shareholders of the corporation entitled to vote thereon, and they authorize or approve such contract or transaction; or
3. The contract or transaction is fair and reasonable as to the corporation.

ARTICLE XI.

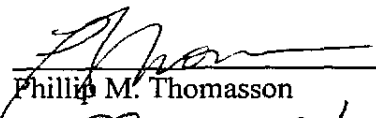
Indemnification. The Corporation shall defend, indemnify and hold harmless its directors, officers, and agents against liabilities arising out of their respective services and duties to the Corporation. Indemnification will be made for costs and expenses, including attorney fees, judgments, and settlement payments.

[signatures on following page]

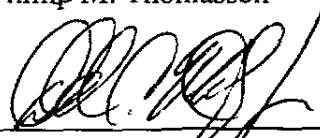
The Incorporators have hereunto set their hands and signature this 30th day of March, 2004.



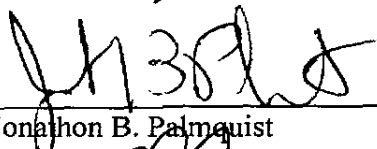
William J. Shively



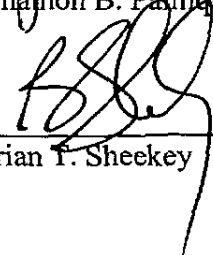
Phillip M. Thomasson



Donald C. Matz, Jr.



Jonathon B. Palmquist



Brian T. Sheekey

STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, William J. Shively, personally known to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 30th day of March, 2004.

Cheryl A. Feather
Notary Public
My Commission Expires: 7/10/2005

STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Phillip M. Thomasson, personally known to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 30th day of March, 2004.

Cheryl A. Feather
Notary Public
My Commission Expires: 7/10/2005



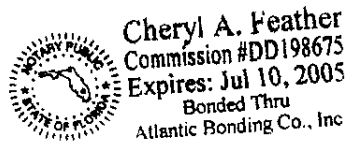
Cheryl A. Feather
Commission #DD198675
Expires: Jul 10, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Donald C. Matz, Jr., personally known to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 30th day of March, 2004.

Cheryl A. Feather
Notary Public
My Commission Expires: 7/10/2005

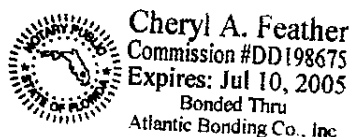


STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Jonathon B. Palmquist, personally known to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 30th day of March, 2004.

Cheryl A. Feather
Notary Public
My Commission Expires: 7/10/2005

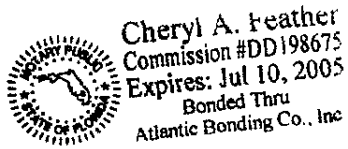


STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Brian T. Sheekey, personally known to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

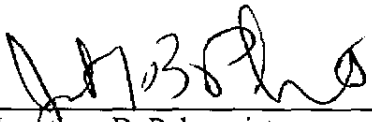
IN WITNESS WHEREOF, I have set my hand and official seal on this 30th day of March, 2004.

Cheryl A. Feather
Notary Public
My Commission Expires: 7/10/2005



ACCEPTANCE OF REGISTERED AGENT


Having been named to receive legal process duly served upon and forwarded by the Treasurer and Insurance Commissioner of the State of Florida, and to serve for other purposes as registered agent, for Regency Insurance Company at the place designated in its Articles of Incorporation, the undersigned, Jonathon B. Palmquist, agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office, and is familiar with, and accepts the obligations provided for in, Section 607.0505, Florida Statutes.



Jonathon B. Palmquist

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing Acceptance of Registered Agent for Regency Insurance Company has acknowledged before me this 30th day of March, 2004, by Jonathon B. Palmquist, who is personally know to me or who has produced a driver's license as identification.



Notary Public
My Commission Expires: 7/10/2005



Cheryl A. Feather
Commission #DD198675
Expires: July 10, 2005
Bonded
Atlantic Bonding Co., Inc.

2004 APR 16 P 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED