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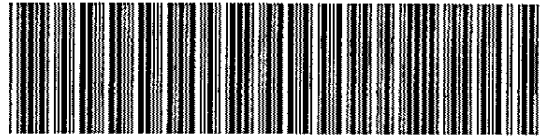
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
04 DEC -9 PM 4:30

## TRANSMITTAL LETTER

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

**SUBJECT:** Northern Capital 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

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Maria L. DiGiorgio, Esq.

Name (Printed or typed)

6802 NW 77 Court

Address

Miami, Florida 33166

City, State & Zip

786-336-7080

Daytime Telephone number

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

**MARIA L. DIGIORGIO, P.A.**

**Attorney at Law**

6802 N.W. 77th Court, Miami, Florida 33166 • Telephone (786) 336-7080 • Facsimile (786) 336-7094

**VIA REGULAR U.S. MAIL**

November 17, 2004

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

**Re: Northern Capital Insurance Company's Articles of Incorporation**

Dear Division of Corporations:

Enclosed please find for filing (2) executed originals and (1) copy of the Articles of Incorporation of Northern Capital Insurance Company.

Please file the Articles, certify one copy and stamp (1) copy "filed". I have enclosed a check in the amount of \$87.50 for the filing and certification fees. Please mail the certified and stamped copies to my office.

Should you have any questions or concerns, please feel free to contact my office. Thank you in advance for your cooperation.

Very truly yours,

  
Maria L. DiGiorgio, Esq.

CC: Wayne Fletcher



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

04 DEC -9 PM 4:23

December 1, 2004

MARIA L. DIGIORGIO, P.A.  
6802 N.W. 77TH COURT  
MIAMI, FL 33166

SUBJECT: NORTHERN CAPITAL INSURANCE COMPANY  
Ref. Number: W04000043810

We have received your document for NORTHERN CAPITAL INSURANCE COMPANY and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan  
Document Specialist  
New Filings Section

Letter Number: 904A00067432

**APPROVED**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

NOV 9 2004

04 DEC -9 PM 4:28 **NORTHERN CAPITAL INSURANCE COMPANY**

Docketed by: *Robert L. May*

**These Articles are proposed only and will not be filed with the Florida Secretary of State, Division of Corporations, until a Permit is received from the Florida Office of Insurance Regulation.**

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 State of America, hereby form a stock insurance corporation in accordance with Chapter 628, Florida Statutes, and other pertinent provisions of the Florida Insurance Code.

**ARTICLE I  
NAME**

The name of the corporation shall be NORTHERN CAPITAL INSURANCE COMPANY. The principal place of business of this corporation shall be 6802 NW 77<sup>th</sup> Court, Miami, Florida 33166 or as the Board of Directors shall determine from time-to-time.

**ARTICLE II  
NATURE OF THE BUSINESS**

The purpose of this corporation is to engage in the business of property and casualty insurance, and to conduct any and all lawful business incidental thereto as permitted under the laws of the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

The corporation is authorized to issue one class of stock designated as common stock. The maximum number of shares which 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 commence transacting business until such time as the aggregate of its paid in capital and surplus as to policyholders totals at least 7 million dollars (\$7,000,000).

All shares of the Corporation shall be sold for lawful money of the United States or equivalent United States Government Securities; provided, however, the consideration received as surplus for any shares may also consist of any type of securities in which this Corporation would be permitted to invest under the Florida Insurance Code.

**ARTICLE IV  
TERM OF EXISTENCE**

This Corporation shall exist perpetually.

**ARTICLE V  
REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation shall be 6802 NW 77<sup>th</sup> Court, Miami, Florida 33166, and the initial registered agent at such office shall be Maria L. DiGiorgio, Esq., 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 Florida Department of Financial Services, Office of Insurance Regulation.

**ARTICLE VI  
BOARD OF DIRECTORS**

SECTION 1. The corporation shall have six (6) directors initially and never less than five (5) directors, all of whom are United States Citizens and all of whom are over the age of 18. The terms of office of the initial directors shall be for not more than one year after the date of incorporation of the corporation. The name and residence street addresses of the directors whose initial term of office shall be for one year are:

Alexander Anthony  
1131 Oriole Avenue  
Miami Springs, FL 33166

Albert Fernandez  
15782 SW 91<sup>st</sup> Street  
Miami, Florida 33196

Wayne Fletcher  
1163 Peregrine Way  
Weston, Florida 33327

Kelly King  
2148 Harbor View Drive  
Dunedin, Florida 34698

Juan Carlos Miguelez  
10410 SW 128<sup>th</sup> Place  
Miami, Florida

Maria L. DiGiorgio, Esq.  
1500 Bay Road, Unit 554  
Miami Beach, Florida 33139

SECTION 2. All corporate powers shall be exercised by or under the authority of the directors and the business and affairs of the Corporation shall be managed and administered pursuant to the policies adopted by the directors.

SECTION 3. The qualification, election and tenure of the directors shall be provided for in the Bylaws.

## **ARTICLE VII INCORPORATORS**

This corporation shall have five (5) incorporators, who are United States Citizens and who are over the age of eighteen. The name and residence address of each incorporator is:

Alexander Anthony  
1131 Oriole Avenue  
Miami Springs, FL 33166

Albert Fernandez  
15782 SW 91<sup>st</sup> Street  
Miami, Florida 33196

Wayne Fletcher  
1163 Peregrine Way  
Weston, Florida 33327


Juan Carlos Miguelez  
10410 SW 128<sup>th</sup> Place  
Miami, Florida

Maria L. DiGiorgio, Esq.  
1500 Bay Road, Unit 554  
Miami Beach, Florida 33139

## **ARTICLE VIII AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment made thereto, provided such action does not violate or contravene Florida law.

IN WITNESS WHEREOF, the Corporation has caused the incorporators to execute these Article of Incorporation this 16<sup>th</sup> day of November, 2004.

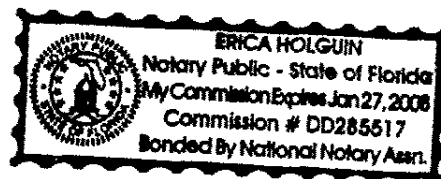
  
Alexander Anthony

STATE OF Florida  
COUNTY OF Miami Dade

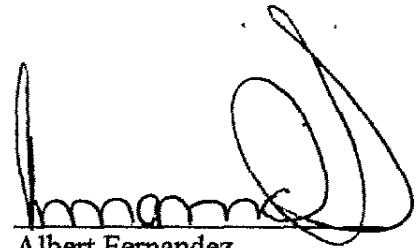
The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of November, 2004, by Alexander David Anthony, Incorporator, who is personally known to me or who produced a valid Florida Drivers License as identification.

  
NOTARY PUBLIC

My Commission expires:





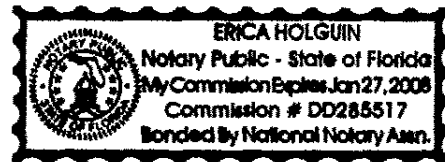
  
Albert Fernandez

STATE OF Florida  
COUNTY OF Miami Dade

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day  
of November, 2004, by Albert Fernandez, Incorporator, who is personally  
known to me or who produced a valid Florida Drivers License as identification.

  
NOTARY PUBLIC

My Commission expires:



*Wayne Fletcher*

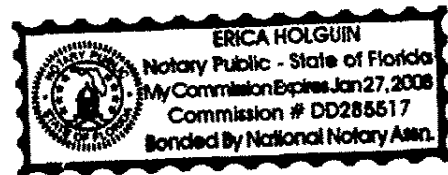
Wayne Fletcher

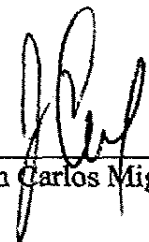
STATE OF Florida  
COUNTY OF Miami Dade

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of November, 2004, by **Wayne Allen Fletcher, Incorporator**, who is personally known to me or who produced a valid Florida Drivers License as identification.

*Erica Holguin*  
NOTARY PUBLIC

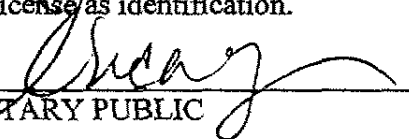
My Commission expires:



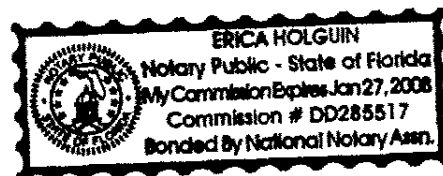
  
\_\_\_\_\_  
Juan Carlos Miguelez


STATE OF Florida  
COUNTY OF Miami Dade

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of November, 2004, by **Juan Carlos Miguelez, Incorporator**, who is personally known to me or who produced a valid Florida Drivers License as identification.

  
\_\_\_\_\_  
NOTARY PUBLIC

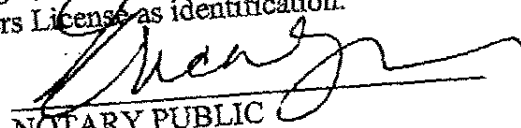
My Commission expires:



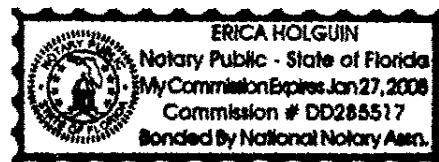
  
Maria L. DiGiorgio, Esq.

STATE OF Florida  
COUNTY OF Miami Dade

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of November, 2004, by Maria Lisa DiGiorgio, Incorporator, who is personally known to me or who produced a valid Florida Drivers License as identification.

  
NOTARY PUBLIC

My Commission expires:



FLORIDA DEPARTMENT OF INSURANCE  
CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 624.422, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Northern Capital Insurance Company
2. The name and address of the registered agent and office is:

Maria L. DiGiorgio  
6802 NW 77<sup>th</sup> Court  
Miami, Florida 33166

Signature: \_\_\_\_\_

(Corporate Officer)

Title: \_\_\_\_\_

Date: \_\_\_\_\_

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 624.422, FLORIDA STATUTES.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
04 DEC -9 PM 4:30