

P05000047270

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

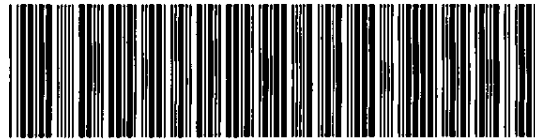
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DIVISION OF CORPORATIONS
08 JAN 17 AM 11:01
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NOT INTENDED
TO ACKNOWLEDGE
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2008 JAN 17 AM 10:49

Amend & Rest.
G. G. G. JAN 17 2008

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida Peninsula Insurance Company

DOCUMENT NUMBER: P05000047270

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

Please return all correspondence concerning this matter to the following:

Erin T. Siska

(Name of Contact Person)

Colodny, Fass, Talenfeld, Karlinsky & Abate, P.A.

(Firm/ Company)

1 Financial Plaza, 100 SE Third Ave., 23rd floor

(Address)

Fort Lauderdale, FL 33394

(City/ State and Zip Code)

For further information concerning this matter, please call:

Erin T. Siska

(Name of Contact Person)

at (954) 492-4010

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$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

**Articles of Amendment
to
Articles of Incorporation
of**

Florida Peninsula Insurance Company

(Name of corporation as currently filed with the Florida Dept. of State)

P05000047270

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Please refer to the Amended and Restated Articles of Incorporation attached hereto.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

The date of each amendment(s) adoption: 01-15-08

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature R. L. Desjadon
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Roger L. Desjadon
(Typed or printed name of person signing)

Chief Executive Officer
(Title of person signing)

FILING FEE: \$35

APPROVED

JAN 2 2008

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR**

Docketed by: 

FLORIDA PENINSULA INSURANCE COMPANY

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 Florida Peninsula Insurance Company in accordance with Sections 607.1007, 607.1006, and 607.1003, Florida Statutes, hereby adopt the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation shall be FLORIDA PENINSULA INSURANCE COMPANY. For convenience, the corporation shall be referred to in this instrument as the "Company." These Articles of Incorporation shall be referred to as the "Articles," and the Bylaws of the Company shall be referred to as the "Bylaws."

ARTICLE 2

OFFICE

The principal office and mailing address of the Company shall be 621 N.W. 53rd Street, Suite 125, Boca Raton, Palm Beach County, FL 33487-8235 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 is being formed to write all kinds of insurance that is 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 profit organized under the Laws of Florida, except as expressly limited or

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TALLAHASSEE, FLORIDA

restricted by the terms of these Articles or the Bylaws, and all of the powers and duties reasonably necessary to operate the Company pursuant to the Bylaws, as they may be amended from time to time.

ARTICLE 5 AUTHORIZED SHARES

The Company shall be authorized to issue up to Twenty Thousand (20,000) shares of common capital stock, having a par value of One Hundred Dollars (\$100.00) per share. Said shares are the only class of shares of the Company and are entitled to receive the net assets of the Company in the event of dissolution.

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, (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 and Officers from and against any and all of the expenses, liabilities, or other matters referred to in, or covered by, said sections, 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 or Officer 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 or Officer 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 Bylaws. 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 shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of Officers, for filling vacancies and for the duties and qualifications of the Officers. The terms of office of the initial Officers shall be for not more than one year after the date of incorporation of the Company. The names and addresses of the initial Officers whose initial terms of office shall be for one year and who thereafter shall serve as designated by the Board of Directors are as follows:

Chief Executive Officer:

Roger L. Desjardon
6 Terhune Court
Franklin Park, NJ 08823

Chief Operating Officer:

Clint B. Strauch
3380 North 41 Court
Hollywood, Florida 33021

Secretary:

Stacey A. Giulianti, Esq.
3325 Water Oak Street
Ft. Lauderdale, FL 33312

Treasurer:

Francis J. Lattanzio
85 Farmcliff Drive
Glastonbury, CT

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 Bylaws, but which shall consist at any time of not less than five (5) Directors, a majority of whom shall be citizens of the United States.

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 Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws. Elections of Directors need not be by written ballot except and to the extent provided in the Bylaws 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 or her 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 person's 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 the office in compliance with the foregoing standards.

9.5 First Directors. The names and addresses of the initial members of the Board of Directors whose initial term of office shall not be for more than one year after the date of incorporation, and who are all citizens of the United States, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Chairman: Paul Adkins	18743 Long Lake Drive Boca Raton, FL 33496
Director: Gary Cantor	7 Ocean Harbour Circle Ocean Ridge, FL 33435
Director: Stacey A. Giuliani	3325 Water Oak St Fort Lauderdale, FL 33312
Director: Clint B. Strauch	3380 North 41 Court Hollywood, FL 33021
Director: Roger L. Desjaden	6 Terhune Court Franklin Park, NJ 08823

Director: Francis J. Lattanzio

85 Farmcliff Drive
Glastonbury, CT

ARTICLE 10
AUTHORIZED CAPITAL

The authorized capital of the Company shall be in an amount not less than that amount required under Florida law.

ARTICLE 11
BYLAWS

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

ARTICLE 12
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 Bylaws 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.

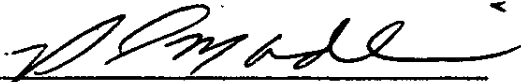
ARTICLE 13
INCORPORATORS

The names and addresses of the Incorporators of this Corporation, none of whom is less than 18 years of age, are:

<u>NAME</u>	<u>ADDRESS</u>
Paul M. Adkins	18743 Long Lake Dr Boca Raton, FL 33496
Gary A. Cantor	7 Ocean Harbour Circle Ocean Ridge, FL 33435
Stacey A. Giuliani	3325 Water Oak Street Fort Lauderdale, FL 33312
Clint B. Strauch	3380 North 41 Court Hollywood, FL 33021
Roger L. Desjadon	6 Terhune Court Franklin Park, NJ 08823

ARTICLE 14
REGISTERED OFFICE;
ADDRESS AND NAME OF REGISTERED AGENT

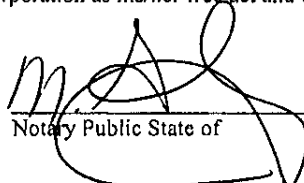
The registered agent of the Company for the service of process shall be the Chief Financial Officer ("CFO") of the State of Florida, Florida Department of Financial Services, Division of Legal Services, Service of Process Section, 200 East Gaines Street, P.O. Box. 6200, Tallahassee, Florida, 32314-6200. The CFO shall forward any such process to the Company at 621 N.W. 53rd Street, Suite 125, Boca Raton, FL 33487-8235, and the designated person of the Company at such office to receive such process shall be Stacey A. Giuliani, Esq., 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.


Paul Adkins, Chairman

State of Florida :
County of Palm Beach : ss.

Personally appeared before me this 8 day of January, 2008, Paul Adkins, who
acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

My commission expires:


Notary Public State of _____ (Seal)
NOTARY PUBLIC - STATE OF FLORIDA
M. Gonzalez
Commission # DD623976
Expires: JAN. 30, 2011
BONDED THRU ATLANTIC BONDING CO., INC.

Gary Cantor
Gary Cantor, Director

State of Florida :
County of Palm Beach : ss.

Personally appeared before me this 8 day of January, 2008, Gary Cantor, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.


My commission expires:

Notary Public State of
NOTARY PUBLIC - STATE OF FLORIDA

(Seal)

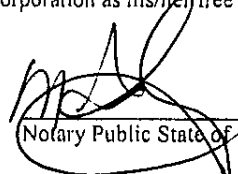


M. Gonzalez
Commission # DD623976
Expires: JAN. 30, 2011
BONDED THRU ATLANTIC BONDING CO., INC.



Stacey A. Giuliani, Director

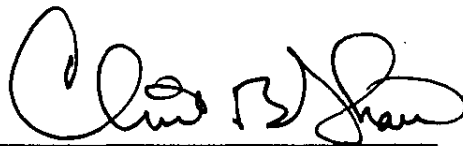
State of Florida :
County of Palm Beach : ss.

Personally appeared before me this 8 day of January, 2008 Stacey A. Giuliani, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.


Notary Public State of _____ (Seal)

My commission expires:

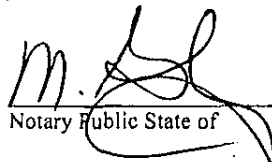
NOTARY PUBLIC - STATE OF FLORIDA
 M. Gonzalez
Commission # DD623976
Expires: JAN. 30, 2011
BONDED THRU ATLANTIC BONDING CO., INC.



Clint B. Strauch, Director

State of Florida :
County of Palm Beach : ss.

Personally appeared before me this 8 day of January, 2008 Clint B. Strauch, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.


Notary Public State of

My commission expires:

(Seal)

NOTARY PUBLIC - STATE OF FLORIDA
M. Gonzalez
Commission # DD623976
Expires: JAN. 30, 2011
BONDED THRU ATLANTIC BONDING CO., INC.

IN WITNESS WHEREOF, the Incorporators have affixed their signatures the day and year set forth below.

R. L. Desjard

Roger Desjard
Director and Chief Executive Officer

State of Florida

County of Palm Beach

ss.

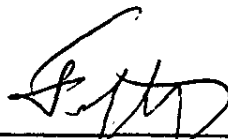
Personally appeared before me this 15 day of January, 2008 Roger L. Desjard, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

M. Gonzalez

Notary Public State of

My commission expires:

NOTARY PUBLIC - STATE OF FLORIDA (Seal)
M. Gonzalez
Commission # DD623976
Expires: JAN. 30, 2011
BONDED THRU ATLANTIC BONDING CO., INC.

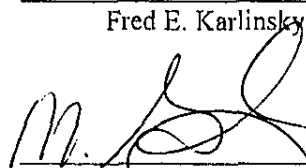


Francis J. Lattanzio, Director

State of Florida :
County of Palm Beach : ss.

Personally appeared before me this 15 day of January, 2008 Fran Lattanzio, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.


DATED this 15 day of January, 2008.


Fred E. Karlinsky

Notary Public State of

(Seal)

My commission expires:

NOTARY PUBLIC - STATE OF FLORIDA
 **M. Gonzalez**
Commission # DD623976
Expires: JAN. 30, 2011
BONDED THRU ATLANTIC BONDING CO., INC.