

P05000049664

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☒ WAIT

☐ MAIL

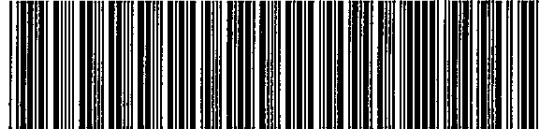
(Business Entity Name)

(Document Number)

Certified Copies 1 Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500049454295

04/04/05--01059--019 **78.75

FILED
APR 4 2005
DIVISION OF CORPORATIONS
STATE OF CALIFORNIA

05 APR -4 PM 2:12

FILED

05 APR -4 PM 2:27

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

McFARLAIN & CASSEDY, P.A.
Attorneys at Law

THEODORE A. AVELLONE
CHRISTOPHER BARKAS
P. DAVID BRANNON
MARSHALL R. CASSEDY, RETIRED
RICHARD B. COLLINS
WILLIAM B. GRAHAM
DOUGLAS P. JONES
TERRELL C. MADIGAN
HAROLD R. MARDENBOROUGH, JR.
RICHARD C. McFARLAIN
H. LESTER McFATTER, JR.
ELLEN C. PAPPAS
JASON C. TAYLOR
H. DARRELL WHITE, JR.
WILLIAM B. WILEY

305 SOUTH GADSDEN STREET (32301)
POST OFFICE BOX 2174
TALLAHASSEE, FLORIDA 32316-2174
TELEPHONE (850) 222-2107
TELECOPIER (850) 222-8475

FROM THE DESK OF:
WILLIAM B. GRAHAM
e-mail: wgraham@mcfarlain.com

April 4, 2005

Florida Department of State
Registration Section
Divisions of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: *First Home Insurance Company, Inc.*

Dear Sirs:

Enclosed herewith please find the original and one copy of the Articles of Incorporation and appropriate fees submitted for filing. Please return all correspondence concerning this matter to the undersigned. Enclosed herewith is check # 15728 in the amount of \$125.00 to cover the cost of the filing fee,

We thank you for your attention to this request. If you have any questions please do not hesitate to contact me.

Very truly yours,



William B. Graham

WBG/ktc
Encl..

APPROVED

APR 30 2011

Docketed by: EBM

**ARTICLES OF INCORPORATION
FOR
First Home Insurance Company**

DRAFT

The undersigned incorporators, for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida, and particularly Chapter 607 and Chapter 628, Florida Statutes, hereby adopt the following Articles of Incorporation:

**ARTICLE 1
NAME**

The name of the corporation shall be First Home Insurance Company. For convenience, the corporation shall be referred to in this instrument as the "Company," these Articles of Incorporation as the "Articles", and the By-Laws of the Company as the "By-Laws."

**ARTICLE 2
OFFICE**

The principal office and mailing address of the Company shall be 305 South Gadsden St, Tallahassee FL 32301 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 Act.

**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 628.08 (3)(c), Florida Statutes, the Company is being formed to write all kinds of insurance authorized to be written in the State of Florida, including but not limited to Residential Property Wind-only coverage.

**ARTICLE 4
POWERS**

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

05 APR 4 PM 2:28

ARTICLE 5
AUTHORIZED SHARES

The Company shall be authorized to issue up to One Thousand (1,000) shares, having a par value of One Dollar (\$1.00) 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 and Officers 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 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 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 shall serve at the pleasure of the Board of Directors. The By-Laws 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:

President:

Executive Vice President:

Secretary:

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 effected 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 Secretary of the Department of Financial Affairs, Office of Insurance Regulation and with the Secretary of State pursuant to the provisions of applicable Florida law.

ARTICLE 12
INCORPORATORS


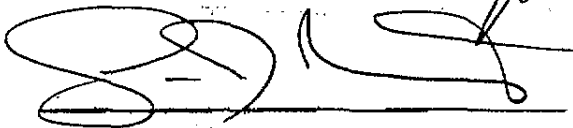


The names and addresses of the Incorporators of this Company are:


<u>Name</u>	<u>Address</u>
David Scott Evans	222 W. Adams Street, Suite 1000 Chicago, IL 60606
Dennis Edward Golem, Jr.	222 W. Adams Street, Suite 1000 Chicago, IL 60606
George Douglas Patterson, Jr.	222 W. Adams Street, Suite 1000 Chicago, IL 60606
Louis Joseph Manetti	222 W. Adams Street, Suite 1000 Chicago, IL 60606
James Michael Thomas	29621 Northwestern Hwy., Southfield, MI 48034

ARTICLE 13
INITIAL REGISTERED OFFICE;
ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of the Company shall be at 305 South Gadsden St, Tallahassee FL 32301
with the privilege of having its office and branch offices at other places within or
without the State of Florida. The initial registered agent at that address shall be William Graham

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




**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

Desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, in the County of Leon, State of Florida, the Company named in the said articles has named William Graham located at
305 South Gadsden St, Tallahassee FL 32301 as its statutory registered agent.

Having been named the statutory registered agent of said Company at the place designated in this certificate, I am familiar with the obligations of that position, and hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 4 day of APRIL, 2000



William B. GRAHAM

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
05 APR -4 PM 2:28