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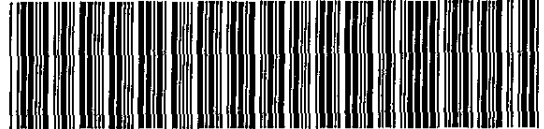
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TALLAHASSEE, FLORIDA
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RECEIVED
05 MAY 25 AM 11:15
DIVISION OF CORPORATION

J. Shivers MAY 25 2005

TRANSMITTAL LETTER

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

SUBJECT: Magnolia 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: Meredith Snowden Pennington Law Firm
Name (Printed or typed)

P.O. Box 10055
Address

Tallahassee FL 32302
City, State & Zip

850-222-3533
Daytime Telephone number

RECEIVED
TALLAHASSEE, FLORIDA

05 MAY 25 AM 11:26

FILED

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

ARTICLES OF INCORPORATION
OF
MAGNOLIA INSURANCE COMPANY

APPROVED

MAY 24 2005

ARTICLE I:

Docketed by: CDM

NAME

The name of the corporation shall be Magnolia Insurance Company.

ARTICLE II:

PRINCIPAL OFFICE

The principal office of the corporation shall be 260 Glenridge Road, Key Biscayne, Miami-Dade County, Florida 33149.

ARTICLE III:

PURPOSE

The purpose for which the corporation is formed is to transact Homeowners Multi Peril insurance business, and any other line of insurance it may subsequently be authorized to write pursuant to the laws of the United States and Florida.

ARTICLE IV:

DURATION

The duration of the corporation shall be perpetual.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V:

AUTHORIZED SHARES

The number of shares of common stock that this corporation is authorized to have outstanding at anyone time is 10,000, with a par value of \$1.00. However, the corporation shall not conduct business until it has \$5 million dollars of surplus as to policyholders.

ARTICLE VI:

REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be 215 South Monroe Street, Second Floor, Tallahassee, Florida, and the registered agent of this Corporation at such office is Steven M. Malono, 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 Treasurer and Insurance Commissioner of the State of Florida.

ARTICLE VII:

BOARD OF DIRECTORS

The corporation shall have at least five (5) directors, who are over the age of eighteen (18) years. The following individual persons shall serve, for an initial term of not more than one year, as the initial directors of the corporation:

Name	Title(s)	Address
H. James Irl	Director President	260 Glenridge Road, Key Biscayne, FL
John Phillips	Director	7 Balniel Gate, London, England
Felix Rodriguez	Director Treasurer	201 Crandon Blvd, #329, Key Biscayne, FL
Ernesto Ramon	Director	781 Crandon Blvd., #806, Key Biscayne, FL
Alberto Sarasua	Director Secretary	442 Hampton Lane, Key Biscayne, FL

ARTICLE VIII:

BY-LAWS


The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors.

ARTICLE IX:

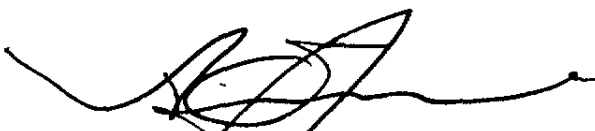
AMENDMENTS

The corporation reserves the right to amend, alter, or repeal any provision in these Articles of Incorporation in the manner prescribed by Chapter 607, Florida Statutes, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the Corporation by the unanimous approval or consent of the shareholders. Thereafter, every amendment shall be approved by the shareholders at a shareholders' meeting as provided in the by-laws and by Chapter 607, Florida Statutes.

The undersigned President and Secretary of Magnolia Insurance Company have executed these Articles of Incorporation this 23 day of May, 2005.



H. James Hl, President



Alberto Sarasua, Secretary

ARTICLE X:

INCORPORATORS

The following individual persons are the incorporators of the corporation:

Name	Title(s)	Address
H. James Irl	Director President	260 Glenridge Road, Key Biscayne, FL
John Phillips	Director	7 Balniel Gate, London, England
Felix Rodriguez	Director Treasurer	201 Crandon Blvd, #329, Key Biscayne, FL
Ernesto Ramon	Director	781 Crandon Blvd , #806, Key Biscayne, FL
Alberto Sarasua	Director Secretary	442 Hampton Lane, Key Biscayne, FL

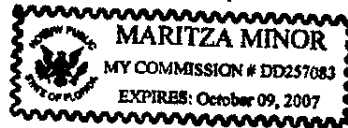
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 24 day of MAY, 2005, by H. James Irl, who is personally known to me or has produced _____ (type of identification) as identification and who did take an oath.

[Signature]

[Signature]
NOTARY PUBLIC
MARITZA MINOR
(Printed Name of Notary)
My Commission Expires:

STATE OF FLORIDA
COUNTY OF MIAMI-DADE



The foregoing instrument was acknowledged before me this 23 day of MAY, 2005, by Alberto Sarasua, who is personally known to me or has produced FLDL # 5620-006-513040 (type of identification) as identification and who did take an oath.

[Signature]

[Signature]
NOTARY PUBLIC

Irene D. Akshar
(Printed Name of Notary)

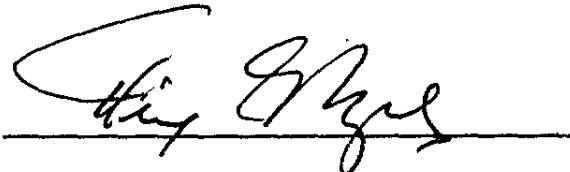
My Commission Expires: 4/30/2007.



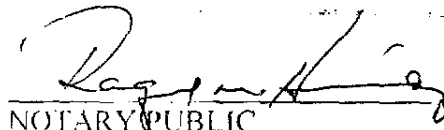
Irene D. Akshar
My Commission DD198017
Expires April 30, 2007

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 13 day of MAY, 2005, by Felix Rodriguez, who is personally known to me or has produced PERSONALLY KNOWN TO ME (type of identification) as identification and who did take an oath.



Raquel M. Hernandez
My Commission DD251860
Expires October 10, 2007


NOTARY PUBLIC

RAQUEL M. HERNANDEZ
(Printed Name of Notary)
My Commission Expires:

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this _____ day of _____, 2005, by Ernesto Ramon, who is personally known to me or has produced _____ (type of identification) as identification and who did take an oath.

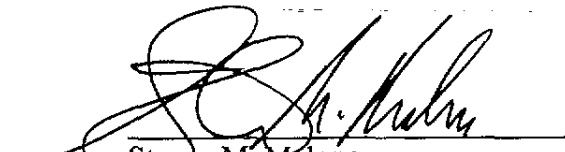
NOTARY PUBLIC

(Printed Name of Notary)
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

Steven M. Malono, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under sections 607.0505 and 48.091, Florida Statutes.


Steven M. Malono

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA