

P05000075735

GREGG B. PATTERSON
(Requestor's Name)

2122 Jenette St
(Address)

(Address)

Tallahassee, FL 32308
(City/State/Zip/Phone #)

☐ PICK-UP

☒ WAIT

☐ MAIL

Magnolia Insurance Company
(Business Entity Name)

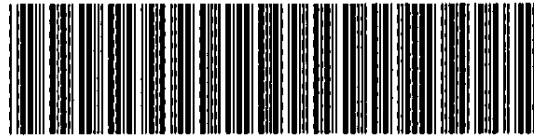
(Document Number)

Certified Copies 1 Certificates of Status

Special Instructions to Filing Officer:

File Amended Articles
per 4/19/08 BOD
resolution

Office Use Only



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Amended &
Restated
Articles

05/02/08--01016--023 **43.15

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

08 MAY -2 PM 12:25

RECEIVED

DEPT. OF STATE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 JUN -2 PM 12:14

FILED

ASL
6/2/08



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 2, 2008

GREGG B. PATTERSON
2122 JENETTE ST
TALLAHASSEE, FL 32308

SUBJECT: MAGNOLIA INSURANCE COMPANY
Ref. Number: P05000075735

RECEIVED
08 JUN -2 AM 11:55
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for MAGNOLIA INSURANCE COMPANY and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amended and Restated Articles of Incorporation.

The document must have original signatures.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return 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) 245-6925.

Teresa Brown
Regulatory Specialist II

Letter Number: 508A00027877

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

MAGNOLIA INSURANCE COMPANY

FILED

2008 JUN -2 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I:

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.

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 10620 Griffin Road, Suite 202, Cooper City, Florida, 33328 and the registered agent of this Corporation at such office is Jennifer D. Westerlund, P.A., 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
Peter Harrison	Director	669 S. Mashta Drive, Key Biscayne, FL
Gregg Patterson	Director Treasurer	2122 Jenette St., Tallahassee, 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.

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	Retired	7 Balniel Gate, London, England
Felix Rodriguez	Retired	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

The undersigned President and Secretary of Magnolia Insurance Company have executed these Amended and Restated Articles of Incorporation this 7 day of MAY, 2008.


H. James Irl, President


Alberto Sarasua, Secretary

RESOLUTION OF THE BOARD OF DIRECTORS

OF

MAGNOLIA INSURANCE COMPANY

WHEREAS, the undersigned members of the Board of Directors of MAGNOLIA INSURANCE COMPANY, a Florida corporation (the "Corporation"), does hereby consent to, approve, adopt, ratify and confirm the following resolution:

RESOLVED, that H. James Irl, Chief Executive Officer is duly empowered to issue instructions and enter into agreements or contracts with the Chief Financial Officer, State of Florida, concerning any and all cash, book-entry and security transactions on behalf of Magnolia Insurance Company, is hereby adopted and approved, and is in the best interest of the Corporation.

RESOLVED, that Gregg Patterson, Chief Financial Officer and Vice President of Operations, is duly empowered to issue instructions and enter into agreements or contracts with the Chief Financial Officer, State of Florida, concerning any and all cash, book-entry and security transactions on behalf of Magnolia Insurance Company, is hereby adopted and approved, and is in the best interest of the Corporation.

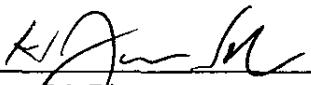
RESOLVED, that the H. James Irl, Chief Executive Officer is duly empowered to open all bank and investment accounts that are deemed necessary by the Management of the Corporation for the operation of the Corporation, and that such opening and empowerment have been approved and are in the best interest of the Corporation.

RESOLVED, that the Gregg Patterson, Chief Financial Officer and Vice President of Operations, is duly empowered to open all bank and investment accounts that are deemed necessary by the Management of the Corporation for the operation of the Corporation, and that such opening and empowerment have been approved and are in the best interest of the Corporation.


RESOLVED, that the Board of Directors of Magnolia Insurance Company, pursuant to Chapter 607 of the Florida Statutes, authorize amendment of the Articles of Incorporation filed with the Florida Department of State, Division of Corporations and active as of May 25, 2005 and hereby adopt the Amended Articles of Incorporation, attached hereto, and that such amendment and adoption are in the best interest of the Corporation.

The amendments are solely with respect to the names and addresses of the initial directors (pursuant to Chapter 607.1002(2) and with respect to the name and address of the initial registered agent (pursuant to Chapter 607.1002(3), for which a statement of change was filed with the Department of State on March 17, 2008, and such amendments made by the board of directors pursuant to this resolution are authorized by Chapter 607.1002 and do not require shareholder approval or action.

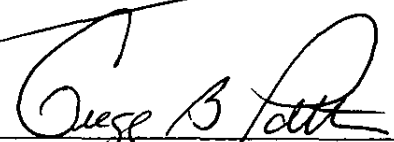
IN WITNESS WHEREOF, the undersigned, constituting the Board of Directors of the Corporation has executed this resolution effective as of the 7th day of May, 2008.


H. James Irl, Director


Alberto Sarasua, Director


Peter Harrison, Director


Ernesto Ramon, Director


Gregg Patterson, Director