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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**TRANSMITTAL LETTER**

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

**SUBJECT:** Home Pointe 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:** B. Matthew Petcoff  
Name (Printed or typed)

28819 Franklin Road  
Address

Southfield, Michigan 48037  
City, State & Zip

248-358-1171  
Daytime Telephone number

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



May 17, 2005

*Via Airborne Express*

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Home Pointe Insurance Company ("HPIC")  
Filing of Articles of Incorporation and Application for Certificate of Status for  
a Domestic Insurer

Dear Sir or Madam:

North Pointe Financial Services, Inc. is applying to the Florida Department of Financial Services for authority to form a Domestic Insurer, Home Pointe Insurance Company. We recently received a Consent Order permitting us to proceed in the formation and licensing of this new insurer. A completed Application for filing the Articles of Incorporation is enclosed with this letter.

Please call me with any questions.

Very truly yours,

NORTH POINTE FINANCIAL SERVICES, INC.



Rochelle Kaplan  
Corporate Counsel

RK/  
Enclosures

r:\exec\legal\hpic\certificate of authority\ltr to dept of state 5-17-05.doc

**APPROVED**

*OIR*

MAY 3 2005

**ARTICLES OF INCORPORATION**

**OF**

**HOME POINTE INSURANCE COMPANY**

Docketed by: *[Signature]*  
*[Signature]*

The undersigned, all of whom are citizens of the United States and more than 18 years of age, desiring to form a corporation under Chapter 628 of the Florida Insurance Code and other applicable statutes of the State of Florida, do hereby certify:

**ARTICLE I**

The name of this corporation (hereinafter referred to as the "Company") shall be:

**HOME POINTE INSURANCE COMPANY**

**ARTICLE II**

The purpose or purposes for which the Company is formed are:

(a) to provide insurance on real or personal property of every kind and of every interest therein, either on land, water or in the air, against loss or damage from any and all hazard or cause against loss, consequential upon such loss or damage;

(b) to provide insurance against liability for any kind of loss or damage to any person or property properly a subject of insurance as defined by the Florida Insurance Code, as same may be further amended and

(c) to do all things necessary or appropriate for the accomplishment of any of the businesses, objects or purposes of the Company or designed to promote the interests of the Company, directly or indirectly, and to do any and all things and to exercise all powers now or hereafter conferred upon corporations of the general character of this corporation by the laws of the State of Florida and of the United States.

**ARTICLE III**

The Company shall have perpetual existence.

**ARTICLE IV**

The authorized capital stock of the Company shall be 1,000,000 shares of common stock, each of which shall have a par value of \$1.00.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

## ARTICLE V

The amount of capital with which the Company will begin business is \$7,500,000, except that the Company shall not transact any insurance business until it shall have paid in capital in the amount of \$5,000,000 and surplus in the amount of \$7,500,000, as set forth in the Florida Insurance Code.

## ARTICLE VI

The Board of Directors of the Company shall conduct the affairs of the Company and shall consist of five or more directors, the exact number of which shall be the number of directors from time to time fixed by the Board of Directors or the stockholders in accordance with the Bylaws of the Company. The names and residence addresses of the initial Board of Directors of the Company who shall hold office until the first annual meeting of stockholders, which shall be held not later than one year from the date of incorporation of the Company, until their successors have been duly elected and qualified, are as follows:

James G. Petcoff	5853 Clearview Court, Troy, MI 48098
B. Matthew Petcoff	842 Hathaway Dr., Auburn Hills, MI 48326
Barbara J. Dobb	8101 Locklin, Commerce, MI 48382
Richard J. Lindberg	2437 Rancroft Beat, Rochester Hills, MI 48306
Jorge J. Morales	755 Brookwood Walke, Bloomfield Hills, MI 48304

## ARTICLE VII

The Officers of the Company shall consist of a President, an Executive Vice President, a Treasurer and a Secretary, and other such officers as the Board of Directors may from time to time deem advisable. The Officers of the Company shall be elected by the Board of Directors at the regular annual meeting of the Board and shall serve until the regular annual meeting of the Board next following his or her election until the his or her successor shall have been elected and qualifies or until his or her death, resignation or removal.

Officers of the Company shall, unless otherwise provided by the Board of Directors, each have such powers and duties as shall generally pertain to their respective offices, as well as such powers and duties as may be set forth in the duly adopted bylaws of the Company and may from time to time be specifically conferred or imposed by the Board.

The names the initial Officers of the Company who shall hold office until the first annual meeting of stockholders, which shall be held not later than one year from the date of incorporation of the Company, until their successors have been duly elected and qualified, are as follows:

President:	James G. Petcoff
Executive Vice President:	B. Matthew Petcoff
Treasurer:	John H. Berry
Secretary:	Judith A. Wikman

#### ARTICLE VIII

The principal place of business for the Company shall be located at 901 Ponce de Leon Blvd., Coral Gables, Florida 33134-3073, in Macclenny County but the Company may establish and maintain its principal office at such other place within the State of Florida as may be determined by the Board of Directors and the Company may maintain administrative offices at such place as may be determined by the Board of Directors consistent with the Florida Insurance Code as the same is then in effect.

#### ARTICLE IX

The name and residence address of each incorporator, each of whom is a citizen of the United States, is:

<i>James G. Petcoff</i>	<i>5853 Clearview Court, Troy, MI 48098</i>
<i>B. Matthew Petcoff</i>	<i>842 Hathaway Dr., Auburn Hills, MI 48326</i>
<i>Barbara J. Dobb</i>	<i>8101 Locklin, Commerce, MI 48382</i>
<i>Richard J. Lindberg</i>	<i>2437 Rancroft Beat, Rochester Hills, MI 48306</i>
<i>Jorge J. Morales</i>	<i>755 Brookwood Walke, Bloomfield Hills, MI 48304</i>

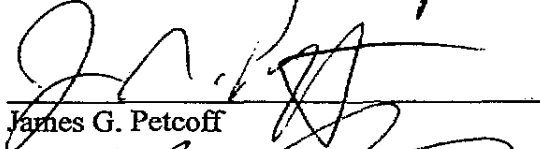
#### ARTICLE X

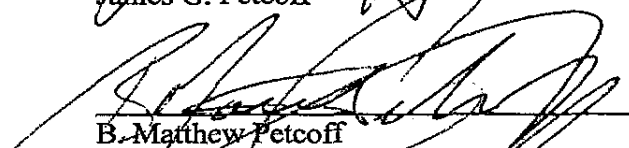
Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of the Company.

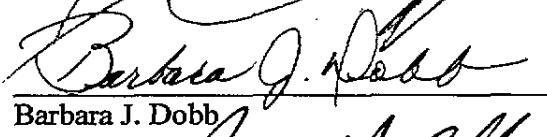
**ARTICLE XI**

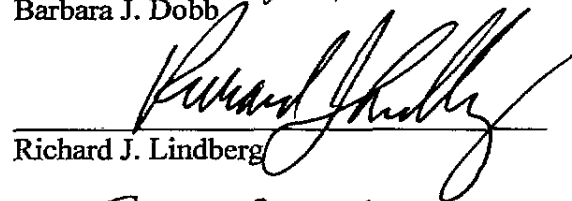
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock issued and entitled to vote, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

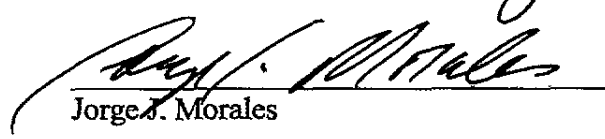
IN WITNESS WHEREOF, each of the undersigned has set his hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 29 day of April 2005

  
James G. Petcoff

  
B. Matthew Petcoff

  
Barbara J. Dobb

  
Richard J. Lindberg

  
Jorge J. Morales

State of Michigan}

County of Oakland}

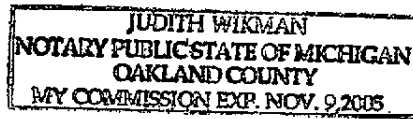
I HEREBY CERTIFY that before me, the undersigned Notary, personally appeared James G. Petcoff, B. Matthew Petcoff, Barbara J. Dobb, Richard J. Lindberg, and Jorge J. Morales, known to me to be the several parties who subscribed to and executed the foregoing Articles of Incorporation of Home Pointe Insurance Company, and severally acknowledged that they executed the same, as their voluntary act, deed, and agreement, for the uses and purposes therein expressed.

WITNESS my hand and official seal at Southfield, Michigan, this 22 day of April, 2005.

  
NOTARY PUBLIC, \_\_\_\_\_ County, Michigan

My commission expires \_\_\_\_\_, 20\_\_

(Notary Seal)



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**Department of Financial Services  
Office of Insurance Regulation  
Application for Permit to form a Florida  
Domestic Insurer  
List of Officers and Directors**

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<b>Name</b>	<b>Titles</b>	<b>Addresses</b>
James G. Petcoff	Chairman/CEO/Director/Director	28819 Franklin Road Southfield, MI 48034
B. Matthew Petcoff	President/Director	28819 Franklin Road Southfield, MI 48034
Donald C. Williams	Executive Vice President/COO	28819 Franklin Road Southfield, MI 48034
Judith A. Wikman	Secretary	28819 Franklin Road Southfield, MI 48034
John H. Berry	Treasurer	28819 Franklin Road Southfield, MI 48034
Werner E. Kruck	Vice President Underwriting Personal Lines Southeast Division	11011 Sheridan Stree Suite 205 Cooper City, FL 33026
Barbara J. Dobb	Director	8101 Locklin Commerce, MI 48382
Richard J. Lindberg	Director	2437 Rancroft Beat Rochester Hills, MI 48036
Jorge J. Morales	Director	755 Brookwood Walke Bloomfield Hills, MI 48034

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, 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:

Home Pointe Insurance Company

2. The name and address of the registered agent and office is:

B. Matthew Petcoff

(Name)

901 Ponce de Leon Blvd, Suite 504

(P.O. Box NOT acceptable)

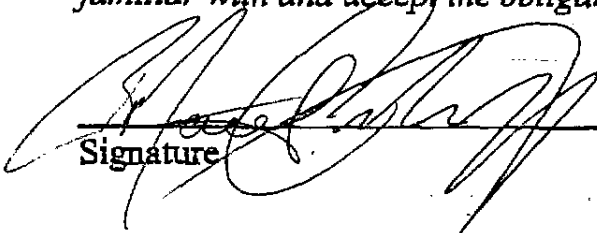
Coral Gables, FL 33134

(City/State/Zip)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



Signature

May 26, 2005

Date