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05 AUG 30 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend  
L



August 22, 2005

*Via Airborne Express*

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


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

Dear Sir or Madam:

Home Pointe recently obtained its Certificate of Authority from the Florida Department of Financial Services ("FLDFS"). During that process, Home Pointe submitted Amendment Number One and Amendment Number Two to its Articles of Incorporation to the FLDFS for approval. Please see the enclosed approved amendments to Home Pointe's Articles of Incorporation. Please handle in your usual manner and send us certified copies of the amendments once they are approved.

Please call me with any questions.

Very truly yours,  
NORTH POINTE FINANCIAL SERVICES, INC.

  
Rochelle Kaplan  
Corporate Counsel

5 AUG 23 AM 8:00  
RK/rd  
Enclosures

m:\exec\legal\hp\picertificate of authority\tr to dept of state 8-22-05.doc



FILED

05 AUG 30 PM 2:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

August 29, 2005

*Via Overnight Mail*

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

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

Dear Ms. Payne:

Home Pointe recently obtained its Certificate of Authority from the Florida Department of Financial Services ("FLDFS"). During that process, Home Pointe submitted Amendment Number One and Amendment Number Two to its Articles of Incorporation to the FLDFS for approval. Previously, we sent you the approved amendments to Home Pointe's Articles of Incorporation. Enclosed please find a check for \$87.50 to cover the filing fees and the fee for a certified copy of the amendments for our records. Please handle in your usual manner.

Please call me with any questions.

Very truly yours,

HOME POINTE INSURANCE COMPANY



Rochelle Kaplan  
Corporate Counsel

RK/rd  
Enclosures

r:\exec\legal\hpic\certificate of authority\ltr to dept of state 8-23-05.doc

**APPROVED**

**AUG 16 2005**

**SECOND AMENDMENT TO  
THE ARTICLES OF INCORPORATION OF  
HOME POINTE INSURANCE COMPANY**

Docketed by 

Pursuant to a unanimous vote of the directors of North Pointe Holdings Corporation and North Pointe Insurance Company, on February 25, 2005, Article V, are amended as follows:

**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 \$1,000,000 and surplus in the amount of \$6,500,000, as set forth in the Florida Insurance Code.


The amendments are underlined and in bold.  
Shareholder approval was not required.

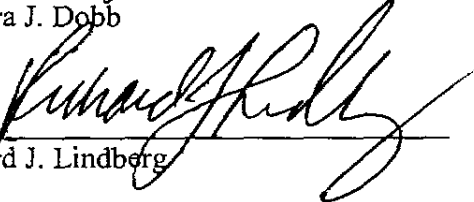
IN WITNESS WHEREOF, each of the undersigned has set his hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 20 day of July, 2005.

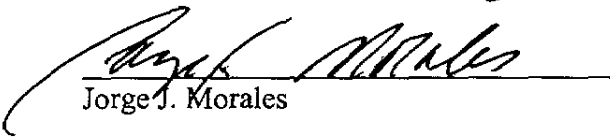
Directors

  
James G. Petcoff

  
B. Matthew Petcoff

  
Barbara J. Dobb

  
Richard J. Lindberg

  
Jorge J. Morales

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 an executed the forgoing 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 20<sup>th</sup> day of July, 2005.

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

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

(Notary Seal)

