

P05000077546

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

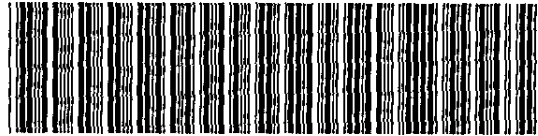
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

\$ 43.75



600058977276

08/31/05--01005--021 **87.50

FILED
05 AUG 30 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
8



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

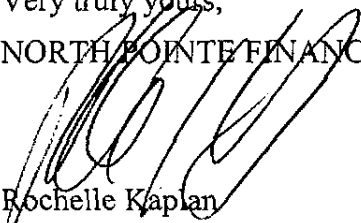
Dear Sir or Madam:

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

05 AUG 23 AM 8:00
RK/rd

Enclosures

r:\exec\legal\hpic\certificate of authority\ltr to dept of state 8-22-05.doc



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 PONTE 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

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

Docketed by CDM

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

ARTICLE VII

The Officers of the Company shall consist of a **Chairman/CEO**, 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:

Chairman/CEO:	James G. Petcoff
President:	B. Matthew Petcoff
Executive Vice President:	Donald C. Williams
Treasurer:	John H. Berry
Secretary:	Judith A. Wikman


FILED
05 AUG 30 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII


The principal place of business for the Company shall be located at 901 Ponce de Leon Blvd., Suite 504, 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.

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

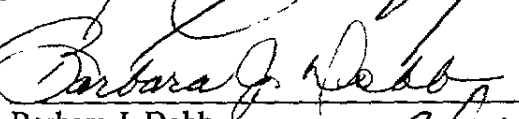
IN WITNESS WHEREOF, each of the undersigned has set his hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 20 day of June, 2005




James G. Petcoff



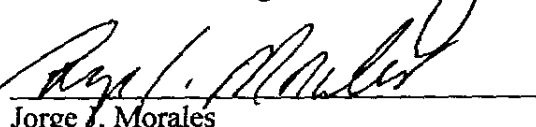
B. Matthew Petcoff



Barbara J. Dobb



Richard J. Lindberg



Jorge J. Morales

State of Michigan}

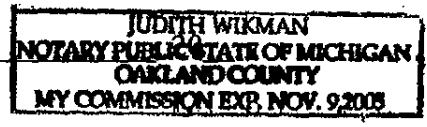
County of Oakland}

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 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 28 day of June, 2005.

Judith Wikman
NOTARY PUBLIC, _____ County, Michigan

My commission expires _____



(Notary Seal)