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(Requestor's Name)

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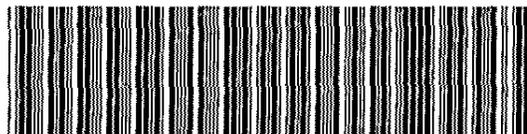
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**RADEY | THOMAS | YON | CLARK**

Attorneys & Counselors at Law

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TALLAHASSEE, FLORIDA 32301  
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850-425-6654 phone  
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June 20, 2005

KAREN ASHER-COHEN  
DONNA E. BLANTON  
SUSAN F. CLARK  
EDWARD B. COLE  
BERT L. COMBS  
JEFFREY L. FREHN  
TONI A. FUNARO  
CHRISTOPHER B. LUNNY  
ELIZABETH McARTHUR  
TRAVIS L. MILLER  
JOHN RADEY  
HARRY O. THOMAS  
DAVID A. YON

**VIA HAND DELIVERY**

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

RE: Balboa Select Insurance Company

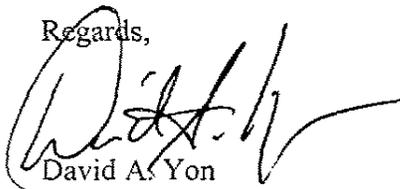
To Whom It May Concern:

Enclosed please find for filing Articles of Incorporation, approved by the Office of Insurance Regulation, for Balboa Select Insurance Company. Also enclosed is a check in the amount of \$87.50 for the following services:

- |                                |          |
|--------------------------------|----------|
| • Filing Fee                   | \$ 35.00 |
| • Registered Agent Designation | 35.00    |
| • Certified Copy               | 8.75     |
| • Certificate of Status        | 8.75     |
| • TOTAL                        | \$ 87.50 |

Please let me know when the documents are ready so that I can have a runner pick them up. Thank you for your assistance. Please give me a call if you have any questions.

Regards,



David A. Yon  
[david@radeylaw.com](mailto:david@radeylaw.com)

DAY:kde  
Enc. - Check \$87.50

**APPROVED**

**ARTICLES OF INCORPORATION  
OF  
BALBOA SELECT INSURANCE COMPANY**

**JUN 20 2005**

Docketed by: B. P. [Signature]

The undersigned incorporators, all of whom are United States citizens, natural persons over the age of eighteen (18) years, and competent to contract, hereby form a stock insurance company under the laws of the State of Florida.

**ARTICLE I  
NAME AND PLACE OF BUSINESS**

The name of the corporation shall be BALBOA SELECT INSURANCE COMPANY. The initial principal place of the business of the corporation shall be 30 Keller Road, Suite 100, Orlando, Orange County, Florida 32810. The corporation may establish and maintain the principal place of business at such other place within the State of Florida as may be determined by the Board of Directors from time to time.

**ARTICLE II  
NATURE OF BUSINESS**

The purposes of the corporation shall be to engage in every aspect of property and casualty insurance and reinsurance and such other business as may be permitted for such an insurance company under applicable law.

**ARTICLE III  
CAPITAL STOCK**

The corporation is authorized to issue not more than fifty thousand (50,000) shares of common stock having a par value of fifty dollars (\$50.00) per share. The corporation shall not begin transacting insurance until it achieves capital and surplus of not less than Five Million Dollars (\$5,000,000).

ARTICLE IV  
STATUTORY AGENTS AND OFFICE

The corporation hereby appoints the Chief Financial Officer as its attorney in fact to receive service of legal process issued against it in any civil action or proceeding in this state, and such appointment shall remain in effect for so long as is required by applicable law, specifically including section 624.422, Florida Statutes, or any successor thereto. In addition, the corporation hereby appoints Corporation Service Company as its initial registered agent for such other purposes as are required or permitted by applicable law, including without limitation section 607.0505, Florida Statutes, and designates 1201 Hays Street, Tallahassee, Florida 32301 as its initial registered office for such purposes. The Board of Directors may from time to time change the registered office to any other address in the State of Florida and change the registered agent in any manner consistent with state law.

ARTICLE V  
TERM OF EXISTENCE

The corporation shall have perpetual existence, unless sooner dissolved as provided for by the laws of the State of Florida.

ARTICLE VI  
DIRECTORS

The corporation shall have five (5) or more directors, the exact number of which shall be determined from time to time in accordance with the corporation's Bylaws. The names and addresses of the initial Board of Directors of the corporation, who shall hold office until the first annual meeting of the stockholders, which shall be held not later than one year after the date of incorporation, and until their successors have been duly elected and qualified, are as follows:

Carlos M. Garcia  
4500 Park Granada  
Calabasas, California 91302

Andrew Gissinger III  
4500 Park Granada  
Calabasas, California 91302

Robert V. James  
225 West Hillcrest Drive  
Thousand Oaks, California 91360

Richard S. Lewis  
3349 Michelson Drive, Suite 200  
Irvine, California 92612

Mark A. McElroy  
3349 Michelson Drive, Suite 200  
Irvine, California 92612

Thomas M. Scrivener  
3349 Michelson Drive, Suite 200  
Irvine, California 92612

Howard B. Wexler  
3349 Michelson Drive, Suite 200  
Irvine, California 92612

In addition to the powers and authorities herein or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject to the provisions of the laws of the State of Florida, these Articles of Incorporation, and the Bylaws of the corporation; provided, however, that no Bylaw hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such Bylaw had not been adopted.

#### ARTICLE VII INCORPORATORS

The names and street addresses of the incorporators, all of whom are over the age of eighteen (18) and United States citizens, are as follows:

Franklin T. Dunn  
3349 Michelson Drive, Suite 200  
Irvine, California 92612

Richard S. Lewis  
3349 Michelson Drive, Suite 200  
Irvine, California 92612

Mark A. McElroy  
3349 Michelson Drive, Suite 200  
Irvine, California 92612

Howard B. Wexler  
3349 Michelson Drive, Suite 200  
Irvine, California 92612

David A. Yon  
3324 Charleston Road  
Tallahassee, Florida 32301

ARTICLE VIII  
TRANSACTIONS IN WHICH DIRECTORS  
OR OFFICERS ARE INTERESTED

A. No contract or other transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, firm, or entity in which one or more of the corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors is or are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

2. The fact of such relationship or interest is disclosed or known to the shareholders of the corporation entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction, and shares held by them may be counted in determining the presence of a quorum at a meeting of shareholders at which action is taken pursuant to this Article.

ARTICLE IX  
INDEMNIFICATION OF DIRECTORS AND OFFICERS

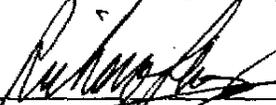
The Corporation shall indemnify, and may insure, its directors and officers to the fullest extent permitted by applicable Florida law.

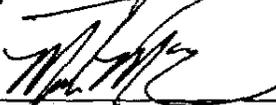
ARTICLE X  
AMENDMENTS

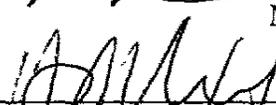
The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, subject to applicable laws of the State of Florida, and all rights conferred upon stockholders are granted subject to this reservation.

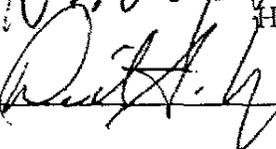
SIGNED by the incorporators this 8 day of June, 2005.

  
\_\_\_\_\_  
Franklin T. Dunn

  
\_\_\_\_\_  
Richard S. Lewis

  
\_\_\_\_\_  
Mark A. McElroy

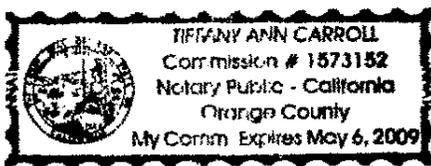
  
\_\_\_\_\_  
Howard B. Wexler

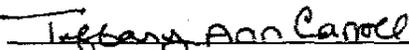
  
\_\_\_\_\_  
David A. Yon

STATE OF California  
COUNTY OF Orange

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Franklin T. Dunn to me personally known ~~or who has produced~~ as identification and known to me to be the person who executed the foregoing instrument and acknowledged before me that he ~~or she~~ executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 8 day of June, 2005.

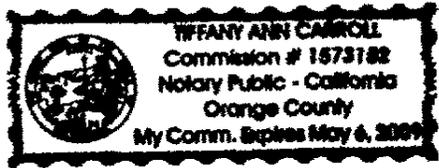


  
\_\_\_\_\_  
Notary Public  
My Commission Expires: May 6, 2009  
Commission Number: 1573152

STATE OF California  
COUNTY OF Orange

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Richard S. Lewis to me personally known or ~~who has produced~~ as identification and known to me to be the person who executed the foregoing instrument and acknowledged before me that he or ~~she~~ executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 8 day of June, 2005.

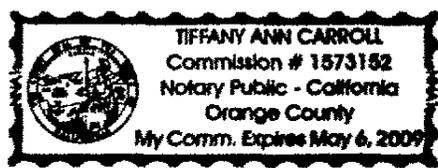


Tiffany Ann Carroll  
Notary Public  
My Commission Expires: May 6, 2009  
Commission Number: 1573152

STATE OF California  
COUNTY OF Orange

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Mark A. McKay to me personally known or ~~who has produced~~ as identification and known to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 8 day of June, 2005.

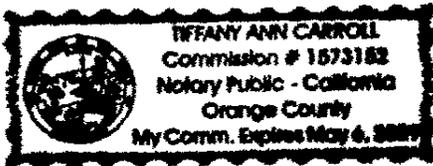


Tiffany Ann Carroll  
Notary Public  
My Commission Expires: May 6, 2009  
Commission Number: 1573152

STATE OF California  
COUNTY OF Orange

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Howard Bwelder to me personally known or ~~who has produced~~ as identification and known to me to be the person who executed the foregoing instrument and acknowledged before me that he or ~~she~~ executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 8 day of June, 2005.



Tiffany Ann Carroll  
Notary Public  
My Commission Expires: May 6, 2009  
Commission Number: 1573152

STATE OF Florida  
COUNTY OF Leon

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, DAVID A. Yon to me personally known or who has produced as identification and known to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 20th day of June, 2005.

Jennifer S. Day  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Commission Number: \_\_\_\_\_



Jennifer S. Day  
MY COMMISSION # DD021727 EXPIRES  
August 5, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.