

P05000090637

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

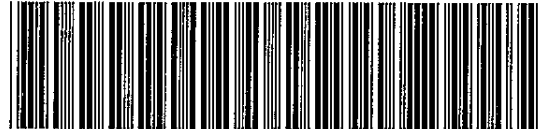
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500056330085

06/23/05--01050--012 **87.50

2005 JUN 23 PM 2:10
TALLAHASSEE, FLORIDA

RECEIVED
2005 JUN 23 PM 2:35
TALLAHASSEE, FLORIDA

6/24/05

TRANSMITTAL LETTER

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

2005 JUN 23 PM 2:10

DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

SUBJECT: Hillcrest 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 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☒ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Lezlie B. Allen, Blank, Meenan & Smith, PA

Name (Printed or typed)

204 South Monroe Street

Address

Tallahassee, FL 32301

City, State & Zip

850-681-6710

Daytime Telephone number

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

APPROVED

JUN 10 2005

**ARTICLES OF INCORPORATION
OF
HILLCREST INSURANCE COMPANY**

Docketed by: Cedm

The undersigned incorporator(s), 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. The name of the Corporation is HILLCREST INSURANCE COMPANY.

ARTICLE II.

Principal Office. The principal place of business shall be in Orange County, City of Orlando, Florida and the physical location and mailing address of this corporation shall be: 4289 Ethan Lane, Orlando, FL 32814. 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 III.

Duration. The period of duration of this Corporation shall be perpetual.

ARTICLE IV

Purpose. The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States, under the Florida General Corporation Act, and to engage in every aspect of property and casualty insurance and reinsurance as permitted under Florida Insurance law and conducting such other business as may be permitted for such an insurance company under applicable law, and the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, properties, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

ARTICLE V

Capital Stock. This Corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value common stock. All shareholders shall have preemptive rights in future stock sales by the Corporation. The Corporation shall not begin transacting insurance until it achieves capital and surplus of not less than Five Million Dollars (\$5,000,000), or as required by Florida law.

ARTICLE VI

By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors or Shareholders.

ARTICLE VII

Statutory Agents and Office. The initial registered office of this Corporation shall be 4289 Ethan Lane, Orlando, FL 32814, and the initial registered agent of this Corporation at such office shall be Ernest A. Petrone, 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 VIII

Initial Board of Directors. The Corporation shall have five (5) Directors initially, all of whom are United States citizens over the age of 18. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than five. The names and residence addresses of the initial Directors of this Corporation are:

Vernon D. Smith	3150 N. A1A #501N, Ft. Pierce, FL 34949
Ernest A. Petrone	4289 Ethan Lane, Orlando, FL 32814
Kathy S. Petrone	4289 Ethan Lane, Orlando, FL 32814
Karen S. Espling	5772 Newbury Circle, Melbourne, FL 32940
Christopher D. Smith	1480 51 st Court, Vero Beach, FL 32966

ARTICLE IX

Incorporators. The names and residence addresses of the incorporators, all of whom are United States citizens over the age of 18, are:

Vernon D. Smith	3150 N. A1A #501N, Ft. Pierce, FL 34949
Ernest A. Petrone	4289 Ethan Lane, Orlando, FL 32814
Kathy S. Petrone	4289 Ethan Lane, Orlando, FL 32814
Karen S. Espling	5772 Newbury Circle, Melbourne, FL 32940
Christopher D. Smith	1480 51 st Court, Vero Beach, FL 32966

ARTICLE X

Transactions In Which Directors or Officers Are Interested.

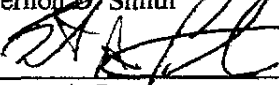
- A. No contract or other transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, firm, or entity in which one or more of the corporation's directors or officers are directors or officers, or have a financial interest, shall 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 or approves the contract or transaction; 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 or approve such contract or transaction; or
 3. The contract or transaction is fair and reasonable as to the corporation.

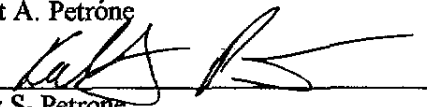
ARTICLE XI

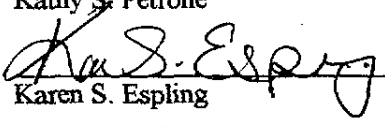
Indemnification. The Corporation shall defend, indemnify and hold harmless its directors, officers, and agents against liabilities arising out of their respective services and duties to the corporation. Indemnification will be made for cost and expenses, including attorney fees, judgments, and settlement payments.

The Incorporators have hereunto set their hands and signature this 22nd day of June, 2005.


Vernon B. Smith


Ernest A. Petrone


Kathy S. Petrone


Karen S. Espling


Christopher D. Smith

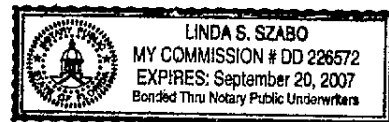
2005 JUN 23 PM 2:10
HALLANDALE BEACH, FLORIDA

STATE OF FLORIDA
COUNTY OF St Lucie

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Vernon D. Smith, personally known to me or who has produced a driver's license as identified 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 the 10 day of June, 2005.

Linda S. Szabo



STATE OF FLORIDA
COUNTY OF Orange

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Ernest A. Petrone, personally known to me or who has produced a driver's license as identified 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 the 22 day of June, 2005.



Arlyn Castro
My Commission DD283022
Expires January 21, 2008

Arlyn Castro

Notary Public
My Commission Expires: 1/21/08

STATE OF FLORIDA
COUNTY OF Orange

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Kathy S. Petrone, personally known to me or who has produced a driver's license as identified 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 the 21 day of June, 2005.



Ariyn Castro
My Commission DD283022
Expires January 21, 2008

Ariyn Castro
Notary Public
My Commission Expires: 1/21/08

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Karen S. Espling, personally known to me or who has produced a driver's license as identified 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 the 14th day of JUNE, 2005.

NOTARY PUBLIC-STATE OF FLORIDA
A circular notary seal for Martha Oakey, Notary Public, State of Florida. The seal features a star in the center and the words "NOTARY PUBLIC" and "STATE OF FLORIDA" around the perimeter.
Martha Oakey
Commission # DD405540
Expires: MAR. 10, 2009
Bonded Thru Atlantic Bonding Co., Inc.

Martha Oakey
Notary Public
My Commission Expires: MAR 10 2009

STATE OF FLORIDA
COUNTY OF St Lucie

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Christopher D. Smith, personally known to me or who has produced a driver's license as identified 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 the 10 day of June, 2005.

Linda S. Szabo
Notary Public
My Commission Expires: _____

