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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

1025-53201

T. Burch DEC 2 2005

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November 30, 2005

*Via Hand Delivery*

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

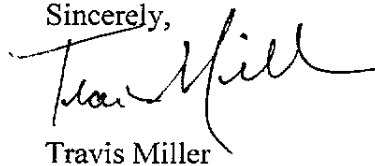
Re: HomeWise Insurance Company

Dear Division of Corporations:

Enclosed for filing are the original and one copy of HomeWise Insurance Company's Articles of Incorporation, along with a check in the amount of \$96.25 (filing fee, two certified copies, one certificate of status).

Thank you for your assistance in this matter.

Sincerely,



Travis Miller

Enclosures

**APPROVED**

NOV 23 2005

**ARTICLES OF INCORPORATION  
FOR  
HomeWise Insurance Company**

Docketed by: R. Well

The undersigned incorporators, for the purpose of forming a corporation for profit pursuant to the Laws of the State of Florida, and particularly Chapter 607 and Chapter 628, Florida Statutes, hereby adopt the following Articles of Incorporation:

**ARTICLE 1  
NAME**

The name of the corporation shall be HomeWise Insurance Company. For convenience, the corporation shall be referred to in this instrument as the "Company." These Articles of Incorporation are referred to as the "Articles", and the By-Laws of the Company are referred to as the "By-Laws."

**ARTICLE 2  
OFFICE**

The principal office and mailing address of the Company shall initially be 301 South Bronough Street, Suite 200, Tallahassee, Florida, 32301 or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Company shall be kept at its principal office or at such other place as may be permitted by the Act.

**ARTICLE 3  
PURPOSE**

The purpose for which the Company is organized is to engage in any and all business permitted under the laws of the State of Florida and elsewhere, including but not limited to all aspects of writing insurance in the State of Florida and in other states as permitted by the respective regulatory authorities. Pursuant to section 628.081(3)(c), Florida Statutes, the Company is being formed to write all kinds of insurance authorized to be written in the State of Florida, including but not limited to Residential Property Wind-only coverage.

**ARTICLE 4  
POWERS**

The Company shall have all of the common-law and statutory powers of a corporation for profit under the Laws of Florida, except as expressly limited or restricted by the terms of these Articles or the By-Laws, and all of the powers and duties reasonably necessary to operate the Company pursuant to the By-Laws, as they may be amended from time to time.

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ARTICLE 5  
AUTHORIZED SHARES

The Company shall be authorized to issue up to One Million (1,000,000) shares, each having a par value of One Dollar (\$1.00) per share.

ARTICLE 6  
TERM OF EXISTENCE

The Company shall have perpetual existence.

ARTICLE 7  
INDEMNIFICATION

7.1 Personal Liability. The personal liability of the Directors and Officers of the Company is hereby eliminated to the fullest extent permitted under the Laws of Florida, as the same may be amended and supplemented. Without limiting the generality of the foregoing, no director of the Company shall be liable to the Company or its shareholders for monetary damages (including, without limitation, any judgment, amount paid in settlement, fine, penalty, punitive damages, or expense of any nature including attorney's fees) for breach of any duty as a director, except for liability: (i) for any breach of the director's duty of loyalty to the Company or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, or (iii) under section 607.0831, Florida Statutes, or as provided in section 607.0850, Florida Statutes, or (iv) for any transaction from which the director derived an improper personal benefit either directly or indirectly. No amendment to or repeal of this Article 7 shall apply to or have any effect on the liability or alleged liability of any director of the Company on, for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

7.2 Indemnification. The Company shall, to the fullest extent permitted by the provisions of sections 607.0831 and 607.0850, Florida Statutes, as the same maybe amended and supplemented, indemnify Directors and Officers from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said sections, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

7.3 Amendment. No amendment, modification or repeal of this Article 7 shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal.

ARTICLE 8  
OFFICERS

The day-to-day affairs of the Company shall be administered by the officers holding the

offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Company at its first meeting following the annual meeting of the shareholders of the Company and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The terms of office of the initial officers shall be for not more than one year after the date of incorporation of the Company.

## **ARTICLE 9** **DIRECTORS**

9.1 Number and Qualification. The property, business and affairs of the Company shall be managed by a Board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist at any time of not less than five (5) directors.

9.2 Duties and Powers. All of the duties and powers of the Company shall be exercised exclusively by the Board of Directors, its officers, agents, contractors or employees.

9.3 Election Removal. Directors of the Company shall be elected at the annual meeting of the Shareholders in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws. Elections of Directors need not be by written ballot except and to the extent provided in the By-Laws of the Company.

9.4 Standards. Each Director shall discharge his or her duties as a director, including any duties as a member of a Committee: in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interests of the Company. Unless a Director has knowledge concerning a matter in question that makes reliance unwarranted, a Director, in discharging his duties, may rely on information, opinions, reports or statements, including financial statements and other data, if prepared or presented by: one or more officers or employees of the Company whom the Director reasonably believes to be reliable and competent in the matters presented; legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the persons' professional or expert competence; or a Committee of which the Director is not a member if the Director reasonably believes the Committee merits confidence. A Director shall not be liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his office in compliance with the foregoing standards.

9.5 First Directors. The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and have taken office as provided in the By-Laws, are as follows:

Name

Address

William E. Rose  
Jamiel Akhtar  
Todd Hart  
Dale Hammond  
David Haley

4608 Meadowwood Road, Dallas, TX  
6440 N. Dentwood, Dallas, TX  
5560 Waneta Drive, Dallas, TX  
431 Hamburg Rd., Lyme CT  
9002 Douglas Avenue, Dallas, TX

ARTICLE 10

BY-LAWS

The first By-Laws of the Company shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws.

ARTICLE II

AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

12.1 Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 607, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby. Amendments to these Articles may also be adopted by written consent as provided in the By-Laws and Chapter 607, Florida Statutes.

12.2 Adoption. Amendments shall be proposed and adopted in the manner provided in Chapter 607 and Chapter 628, Florida Statutes (the latter to control over the former).

12.3 Recording. A copy of each amendment shall be filed with the Office of Insurance Regulation and with the Secretary of State pursuant to the provisions of applicable Florida law.

ARTICLE 12

INCORPORATORS

The names and addresses of the Incorporators of this Company are:

Name

Address

William E. Rose  
Jamiel Akhtar  
Todd Hart  
Dale Hammond  
David Haley

4608 Meadowwood Road, Dallas, TX 75201  
6440 N. Dentwood, Dallas, TX  
5560 Waneta Drive, Dallas, TX  
431 Hamburg Rd., Lyme, CT  
9002 Douglas Avenue, Dallas, TX

ARTICLE 13  
INITIAL REGISTERED OFFICE;  
ADDRESS AND NAME OF REGISTERED AGENT

In accordance with the laws of the State of Florida, the Chief Financial Officer of the State shall be designated as the registered office of the Company, and the address of the registered office shall be Chief Financial Officer, State of Florida, The Capitol, Tallahassee, FL 32399.

IN WITNESS WHEREOF, the Incorporators have affixed their signatures the day and year set forth below

William Rose  
William Rose

\_\_\_\_\_  
Jamiel Akhtar

\_\_\_\_\_  
Todd Hart

\_\_\_\_\_  
David Haley

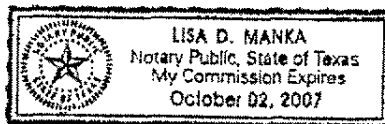
\_\_\_\_\_  
Dale Hammond

STATE OF Texas  
COUNTY OF Dallas

Before me personally appeared William Rose, who being personally known to me or producing \_\_\_\_\_ as identification acknowledged executing the foregoing document.

My Commission Expires:  
10/02/07

Lisa D. Manka  
Notary Public



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Jamiel Akhtar

\_\_\_\_\_  
Todd Hart

\_\_\_\_\_  
David Haley


\_\_\_\_\_  
Dale Hammond

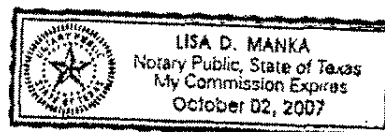
STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

Texas  
Dallas

Before me personally appeared Jamiel Akhtar, who being personally known to me or producing \_\_\_\_\_ as identification acknowledged executing the foregoing document.

My Commission Expires:  
10/02/07

  
\_\_\_\_\_  
Notary Public





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\_\_\_\_\_  
David Haley

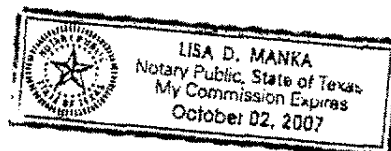
\_\_\_\_\_  
Dale Hammond

STATE OF Texas  
COUNTY OF Dallas

Before me personally appeared David Haley, who being personally known to me or producing \_\_\_\_\_ as identification acknowledged executing the foregoing document.

My Commission Expires:  
10/02/07

Lisa D Manka  
\_\_\_\_\_  
Notary Public



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