

PO5000 1662 46

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☒ WAIT

☐ MAIL

(Business Entity Name)

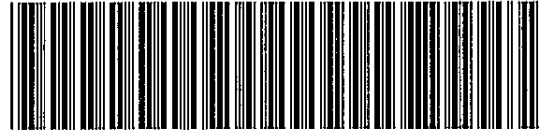
(Document Number)

Certified Copies 1

Certificates of Status 1

Special Instructions to Filing Officer:

Office Use Only



400062319284

12/27/05--01001--024 **87.50

FILED
05 DEC 23 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
05 DEC 23 PM 3:40
OFFICE OF THE
CLERK OF THE
TALLAHASSEE, FLORIDA

12-28

MEMORANDUM

To: Tara

From: Michelle

Re: Articles of Incorporation and Certificate of Status
for Windhaven Insurance Company

Date: December 23, 2005

Tara

You will find enclosed a stamped copy of the Articles of Incorporation for Windhaven Insurance Company. Please file these with the Secretary of State:

Florida Department of State
R. A. Gray Building
500 S. Bronough
Tallahassee, FL 32399-0250

When filing the Articles, with the check enclosed, please also obtain a Certificate of Status as well as a certified copy of the Articles of Incorporation.

Please Federal Express the Certificate and the certified copy of the Articles back to me ASAP.

Many Thanks

Michelle

APPROVED

DEC 21 2005

RECEIVED
DEPT. OF FINANCIAL SERVICES
DIV. OF INSURANCE SERVICES
05 DEC 21 AM 10:59

Docketed by: *John L. Sayers*
SJS

**ARTICLES OF INCORPORATION
FOR
WINDHAVEN INSURANCE COMPANY**

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 WINDHAVEN INSURANCE COMPANY. For convenience, the corporation shall be referred to in this instrument as the "Company." These Articles of Incorporation as the "Articles", and the Bylaws of the Company as the "Bylaws."

**ARTICLE 2
OFFICE**

The principal office and mailing address of the Company shall be 7205 Corporate Center Drive, Suite 200, Miami, Florida 33126, 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 property and casualty insurance.

**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 Bylaws, and all of the powers and duties reasonably necessary to operate the Company pursuant to the Bylaws, as they may be amended from time to time.

FILED
05 DEC 23 PM 3:53
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 5
AUTHORIZED SHARES

The Company shall be authorized to issue up to One Hundred Thousand (100,000) shares, having a par value of One Hundred Dollars (\$100.00) 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 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, (iii) under Florida Statute §607.0831 or as provided in §607.0850, 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 Florida Statutes §607.0831 and §607.0850, as the same may be 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 Bylaw, 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 or Officer 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 Bylaws. 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 Bylaws 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. The names and addresses of the initial Officers whose initial terms of office shall be for one year and who thereafter shall serve as designated by the Board of Directors are as follows:

President: Jimmy Eric Whited
3048 Shipping
Miami, FL 33133

Vice President, Claims: David Martin, Jr.
1905 Smith Drive
Plano, TX 75023

Chief Financial Officer,
Treasurer and Secretary: Jonathan Cocks
3205 Walker Drive
Richardson, Texas 75082

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 Bylaws, 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 Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws. Elections of Directors need not be by written ballot except and to the extent provided in the Bylaws 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 or her 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 person's 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 the 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 Bylaws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jimmy Eric Whited	3048 Shipping Miami, FL 33133
David Martin	1905 Smith Drive Plano, TX 75023
Jonathan Cocks	3205 Walker Drive Richardson, Texas 75082
Susan Wollenberg	14201 Nieman St. Overland Park, KS 66221

Spencer Tucker

5021 Briar Tree
Dallas, Texas 75248

ARTICLE 10
BYLAWS

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

ARTICLE 11
AMENDMENTS

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

11.1 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 Bylaws and Chapter 607, Florida Statutes.

11.2 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).

11.3 Recording. A copy of each amendment shall be filed with the Secretary of the Department of Financial Affairs, 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 Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Jimmy Eric Whited	3048 Shipping Miami, FL 33133
David Martin	David Martin, Jr. 1905 Smith Drive Plano, TX 75023
Jonathan Cocks	3205 Walker Drive Richardson, Texas 75082

Susan Wollenberg

14201 Nieman St.
Overland Park, KS 66221


Spencer Tucker

5021 Briar Tree
Dallas, Texas 75248

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

The initial registered office of the Company shall be at Division of Legal Services, Service of Process Section, 200 East Gaines Street, P.O. Box 6200, Tallahassee, Florida 32314, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Chief Financial Officer of the State of Florida.

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


JIMMY ERIC WHITED

State of FLORIDA :

: ss.

County of DADE :

Personally appeared before me this 13th day of December, 2005 Jimmy Eric Whited, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.


Notary Public State of



Robert J. Young
Commission #DD298132
Expires: Mar 08, 2008
Bonded Thru
Atlantic Bonding Co., Inc.

My commission expires:


DAVID MARTIN

State of TEXAS :

: ss.

County of Collin :

Personally appeared before me this 15th day of December, 2005, David Martin, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.


Notary Public State of



My commission expires:


JONATHAN COCKS

State of TEXAS :

: ss.

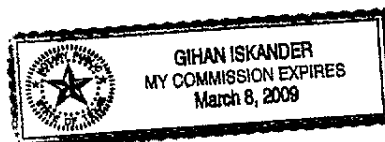
County of Collin :

Personally appeared before me this 15th day of December, 2005, Jonathan Cocks, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.


Notary Public State of

My commission expires:

(Seal)



Susan Wollenberg
SUSAN WOLLENBERG

State of KANSAS :

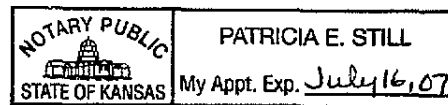
: ss.

County of JOHNSON :

Personally appeared before me this 20 day of December, 2005, Susan Wollenberg, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

Patricia E. Still
Notary Public State of

My commission expires:



(Seal)

Spencer Tucker
SPENCER TUCKER

State of Texas :

: ss.

County of Collin :

Personally appeared before me this 16th day of December, 2005, Spencer Tucker, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

Gihan Iskander
Notary Public State of

My commission expires:

(Seal)

