

PD5000166246

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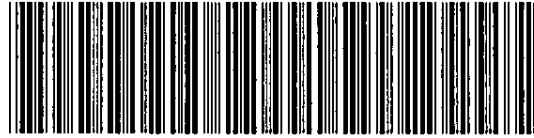
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
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Amend
(1a) 10/24/13

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Windhaven Insurance Company
DOCUMENT NUMBER: P05000166246

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Sandy P. Fay, Esq.

Name of Contact Person

Colodny, Fass, Talenfeld, Karlinsky, Abate & Webb, P.A.

Firm/ Company

100 SE Third Avenue, 23rd Floor

Address

Ft. Lauderdale, FL 33394

City/ State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sandy Fay at (954) 492-4010
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

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| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

APPROVED

SEP 27 2013

ARTICLES OF AMENDMENT

TO

DocuSign by: Leea Anguiano

ARTICLES OF INCORPORATION

OF

WINDHAVEN INSURANCE COMPANY

Pursuant to the Board of Directors Meeting of Windhaven Insurance Company, a Florida corporation (the "Company"), the Company hereby adopts these Articles of Amendment to its Articles of Incorporation (the "Articles") filed on December 23, 2005, along with the amendments thereto that are in effect to date, and that are hereby made. All such amendments are in conformity with Florida law.

These Articles of Amendment were adopted by resolution of the Company's sole shareholder on the 5th day of August, 2013. The Company's sole shareholder voted unanimously to amend Article 5 of the Articles which reads:

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.

Is amended to read:

ARTICLE 5
AUTHORIZED SHARES

The Company shall be authorized to issue up to One Hundred Thousand (100,000) shares of Common Shares, having a par value of One Hundred Dollars (\$100.00) per share, and One Hundred and Fifty Thousand (150,000) shares of Preferred Shares, having a par value of One Hundred Dollars (\$100.00), per share.

(1) Provisions Relating to Common Shares

Each Common Share shall have one vote and, except as provided by resolution or resolutions adopted by the Board of Directors providing for the issuance of any Preferred Shares, the exclusive voting power for all purposes shall be vested in the holders of the Common Shares.

Subject to the provisions of Florida law and to the provisions of any Preferred Shares that may be outstanding from time to time, dividends may be paid on the Common Shares at such times and in such amounts as the Board of Directors may deem advisable.

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STATE OF FLORIDA
DEPARTMENT OF REVENUE

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In the event of any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, the holders of Common Shares shall be entitled, after payment of provision for payment of the debts and other liabilities of the Company and the amounts to which holders of Preferred Shares shall be entitled, to the remaining net assets of the Company.

(2) Provisions Relating to Preferred Shares

The Preferred Shares may be issued from time to time in one or more series, each of such series to have such designations, preferences, limitations and special rights as are stated and expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors hereinafter provided.

Authority is hereby expressly granted to the Board of Directors, subject to the provisions of this Article V, to divide the Preferred Shares into one or more series and with respect to each series to fix and determine by resolution or resolutions providing for the issue of such series:

(i) The number of shares to constitute such series and the distinctive designation thereof;

(ii) The dividend rate or rates to which shares of such series shall be entitled and the restrictions, limitations and conditions upon the payment of such dividends, the date or dates from which dividends shall accumulate and the quarterly dates on which dividends, if declared, shall be payable;

(iii) Whether or not the shares of such series shall be redeemable, the limitations and restrictions with respect to such redemptions, the manner of selecting shares of such series for redemption if less than all shares are to be redeemed, and the amount, if any, in addition to any accrued dividends thereon which the holder of shares of such series shall be entitled to receive upon the redemption thereof;

(iv) The amount in addition to any accrued dividends thereon which the holders of shares of such series shall be entitled to receive upon the voluntary or involuntary liquidation, dissolution or winding up of the Company, which amount may vary depending on whether such liquidation, dissolution or winding up is voluntary or involuntary and, if voluntary, may vary at different dates;

(v) Whether or not the shares of such series shall be convertible into, or exchangeable for, shares of any other class or classes, or of any other series of the same class and, if so convertible or exchangeable, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same;

(vi) The voting powers, if any, of such series; and

(vii) Any other preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof as shall not be inconsistent with this Section 2.

All shares of any one series of Preferred Shares shall be identical with each other in all respects, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon shall be cumulative; and all series of Preferred Shares shall rank equally and be identical in all respects, except as permitted by the foregoing provisions of Section (2) of this Article 5.

(3) Provisions Relating to All Classes of Shares

The Preferred Shares and Common Shares may be issued by the Company from time to time for such consideration as may be determined from time to time by the Board of Directors subject to, and in accordance with the full discretion conferred upon the Board of Directors by, Florida Law. Any and all shares for which the consideration so determined shall have been paid or delivered shall be deemed fully paid shares and shall not be liable for any further call or assessment thereon; and the holders of such shares shall not be liable for any further payments in respect of such shares.

This amendment was adopted by the Company's shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the Company has caused the Secretary to execute these Articles of Amendment this 21 day of OCTOBER 2013.


John Lie-Nielsen, Secretary