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BLANK, MEENAN & DUNPHY, P.A.

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SHIRLEY KERNS* INSURANCE REGULATORY CONSULTANT

WANDA CARTER, JDA LEGAL ASSISTANT

"Florida Bar Certified in Health Law
"Member of the Florida and District of Columbia Bars
"Member of the Florida and District of Columbia Bars
"Florida Bar Certified in City, County and Local Government Law
"Member of Florida and Georgia Bars
"Certified Civil Mediator
"Certified Civil Mediator
"Member of Florida and Texas Bars
"Not a Member of the Florida Bar & Not an Attorney

Via Hand Delivery

February 2, 2006

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

Premier Indemnity Insurance Company Re:

Dear Sir or Madam:

Enclosed are Articles of Incorporation of Premier Indemnity Insurance Company as approved by the Department of Financial Services, Office of Insurance Regulation. Please provide our office with a certified copy. Enclosed is our check in the amount of \$78.75 to cover the applicable filing fee and certified copy charge.

If you have any questions or require additional information, please give me a call. Your assistance is appreciated.

Sincerely,

Stacy Small Paralegal

Enclosures

APPROVED

ARTICLES OF INCORPORATION

JAN 10 2006

OF

Docksted by: 1748

PREMIER INDEMNITY INSURANCE COMPANY

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 this Corporation is PREMIER INDEMNITY INSURANCE COMPANY.

Article II

Principal Office. The principal place of business shall be in Pinellas County, City of Clearwater, Florida and mailing address of this corporation shall be: 2655 Ulmerton Road, #342, Clearwater, Florida 33762. 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 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, investments 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 million 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 that Five Million Dollars (\$5,000,000.00), or as otherwise required by Florida law.

Article VI

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

Article VII

Statutory Agents and Office. The Corporation hereby appoints Florida's Chief Financial Officer as its attorney in fact to receive service of 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 John R. Dunphy 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 Blank, Meenan & Smith, 204 South Monroe Street, Tallahassee, FL 32302.

Article VIII

<u>Initial Board of Directors.</u> The Corporation shall have five (5) Directors initially. 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 Director of this Corporation are:

1.) Phillip R. Hardy 6075 Grelot Road, #67 Mobile, AL 36609 Chairman

- Stephen Rohde
 1966 Edgcumbe Road
 St. Paul, MN 55116
- 3.) Richard V. Atkinson 18 Briarwood Lane Rochester, IL 62563
- 4.) William N. Majerus 2233 Riverwood Place St. Paul, MN 55104
- 5.) Joseph J. Pingatore 2954 Highcourte Roseville, MN 55113

President and Treasurer

Article IX

<u>Incorporators.</u> The names and residence addresses of the persons signing these Articles are:

1.) Phillip R. Hardy 6075 Grelot Road,#67 Mobile, AL 36609 Chairman

- 2.) Stephen Rohde 1966 Edgcumbe Road St. Paul, MN 55116
- 3.) Richard V. Atkinson 18 Briarwood Lane Rochester, IL 62563
- 4.) William N. Majerus 2233 Riverwood Place St. Paul, MN 55104
 - 5.) Joseph J. Pingatore 2954 Highcourte Roseville, MN 55113

President and Treasurer

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 purposes, 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

Article XI

Indemnification.	The Corpora	ition shall ind	emnify its d	irectors, offic	ers, and agent
against liabilities arising	out of their	respective se	rvices and	duties to th	e Corporation
Indemnification will be m	ade for costs a	nd expenses,	including at	torney fees, j	judgments, and
settlement payments.					

The Incorporators have hereunto set their and signature this 19 day of Jan, 2003.

Phillip R. Hardy

Stephen Rohde

Richard V. Atkinson

William N. Majerus

STATE OF ALABAMA
COUNTY OFMOBILE
I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Phillip R. Hardy, personally know 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. Or who has produced a driver's license#
IN WITNESS WHEREOF, I have set my hand and official seal on this 19 day of 19 day of Notary Public My Commission Expires:
NOTARY PUBLIC STATE OF ALABAMA AT LATE OF MY COMMISSION EXPIRES: Mar 25, EONHED THRU NOTARY PUBLIC UNDERWAR.

Article XI

ngainst liabilities arising out of their respective indemnification will be made for costs and expensettlement payments.	nses, including attorney fees, judgments, and
The Incorporators have hereunto set their and signate	are this 17 day of 3 and 3 and 3 .
-	Phillip R. Hardy
	Steph Kolde
	Richard V. Atkinson
	William N. Majerus

STATE OF MINNESOTA COUNTY OF Lenneph	
I HEREBY CERTIFY that on this day per authority, Stephen Rohde, personally know to me instrument and acknowledged before me that he or the uses and purposes therein set forth. as identification from	she executed the same freely and voluntarily for Or who has produced a driver's license#
IN WITNESS WHEREOF, I have set my have set	Notary Public My Commission Expires: 1/31/2010

Article XI

ngainst liabilities arising out of their respective indemnification will be made for costs and expensettlement payments.	nses, including attorney fees, judgments, and
The Incorporators have hereunto set their and signat	ure this 20th day of Juney, 2008.
	Phillip R. Hardy
	Stephen Rohde
	Richard V. Atkinson
	William N. Majerus

STATE OFILLINOIS	■
COUNTY OF	_
authority, <u>Richard V. Atkinson</u> , personally know instrument and acknowledged before me that he	personally appeared before me, the undersigned to me to be the person who executed the foregoing or she executed the same freely and voluntarily for Or who has produced a driver's license# from the state of
IN WITNESS WHEREOF, I have set m	y hand and official seal on this 20 day of Jan.,
Melinda Ballard OFFICIAL SEAL June 13, 2009	Muluda Ballard Notary Public My Commission Expires: 6-13-09

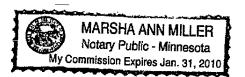
Article XI

<u>Indemnification.</u> The Corporation shagainst liabilities arising out of their respect indemnification will be made for costs and expect them to be a settlement payments.	all indemnify its directors, officers, and agents ive services and duties to the Corporation. enses, including attorney fees, judgments, and
The Incorporators have hereunto set their and signa	ture this 17 day of Jan., 2003.
	Phillip R. Hardy
	Stephen Rohde
•	Richard V. Atkinson Wm Majerus William N. Majerus

STATE OF MINNESOTA COUNTY OF Kamsey

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, William N.Majerus, personally know 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. Or who has produced a driver's license# M-262-887-630-133 as identification from the state of Mingeso

6 IN WITNESS WHEREOF, I have set my hand and official seal on this 17th day of Janyary 200\$.



Mark Orn Milla Notary Public My Commission Expires: //3//20/0

Article XI

	demnify its directors, officers, and agents
against liabilities arising out of their respective so Indemnification will be made for costs and expenses,	-
settlement payments.	merading anothey rees, judgments, and
	1
The Incorporators have hereunto set their and signature th	nis 17 day of Jan 2008
The most position and hereafted but their the inglishment the	unj or <u></u> 2004.
Phi	illip R. Hardy
Ç+-	nhan Dahda
Sie	phen Rohde
Ric	chard V. Atkinson
Wil	lliam N. Majerus

STATE OFMINNESOTA	
COUNTY OF Hennepy	
I HEREBY CERTIFY that on this day pe authority, Joseph J. Pingatore, personally know to n instrument and acknowledged before me that he or sthe uses and purposes therein set forth. as identification from	she executed the same freely and voluntarily for Or who has produced a driver's license#
IN WITNESS WHEREOF, I have set my hat 2005. JUDY K. MUELHENEY Hy Commission Equitor Jun. 81, 2019 Hy Commission Equitor Jun. 81, 2019	Notary Public My Commission Expires: 1/3//2010

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