

PO6000027030

Law Firm of Volpe, Bajalin, Wickes, Rogerson
Galloway, + Wachs - Attn: Michael Gabor

(Requestor's Name)

106 E. College Ave

(Address)

Suite 600

(Address)

Tallahassee FL 32301

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

Florida Independent Insurance Co.

(Business Entity Name)

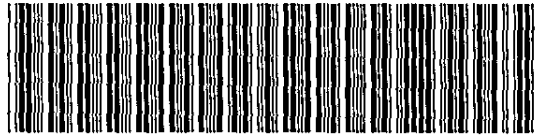
02/23/06--0109--012 **70.00

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400065910654

RECEIVED
06 FEB 23 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 FEB 23 AM 9:19
CIVILIAN REGISTRATION

J. CHIVERS FEB 23 2006

APPROVED

FEB 20 2006

ARTICLES OF INCORPORATION
OF
FLORIDA INDEPENDENT INSURANCE COMPANY

Docketed by MEP

The undersigned incorporators, all of whom are natural persons over the age of 18 years and competent to contract, hereby form a stock insurance corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be FLORIDA INDEPENDENT INSURANCE COMPANY (the "Corporation"). The principal place of business of the Corporation shall be 1301 Riverplace Boulevard, Suite 1700, Jacksonville, Duval County, Florida.

STATE OF FLORIDA
TALLAHASSEE, FLORIDA
FEB 23 AM 10:38

ARTICLE II

NATURE OF BUSINESS

The purpose of the corporation is to engage in the business of property and casualty insurance and as such, when duly licensed, to do any and all activities of any nature a property and casualty insurance company may do under the laws of the State of Florida, and such other states in which the Corporation may conduct business or become licensed and any lawful business activities incidental thereto.

ARTICLE III

AUTHORIZED SHARES

Section 1. Number of Shares. The maximum number of shares of common voting of stock which the Corporation shall have authority to issue is 10,000,000 at \$1.00 par value per share ("Common Stock"). In addition, the initial number of authorized shares constituting

stock shall be 10,000 ("Preferred Stock"), with the issued and outstanding Preferred Stock ranking prior to the Common Stock with respect to the payment of dividends and the distribution of assets.

Section 2. Unissued Shares. Unless otherwise provided hereinafter or in any articles of amendment providing for the determination of a class or series of stock, shares of capital stock of the Corporation that have been issued and which are subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation, and upon cancellation, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

Section 3. Dividends. For purposes of determining funds lawfully available for any dividends or other distribution upon shares of stock, amounts needed to satisfy the rights of shareholders upon dissolution who have preferential rights superior to those of shareholders of the stock receiving such dividend or distribution shall not be deducted from the Corporation's total assets.

Section 4. Powers and Designations. The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

(1) Voting. The holders of the Common Stock are entitled to one vote for each share held at all meetings of shareholders, except that shareholders are entitled to cumulate their votes for directors.

(2) Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and subject to any preferential dividend rights of any then outstanding Preferred Stock, subject to the

restrictions upon dividends to stockholders of insurance corporations contained in Section 628.371, Florida Statutes (2004).

(3) Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its shareholders and to the provisions of Chapter 631 of the Florida Statutes relating to insolvency of insurance corporations.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V

REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be Volpe, Bajalia, Wickes, Rogerson, Galloway & Wachs, 1301 Riverplace Boulevard, Suite 1700, Jacksonville, Florida 32207, and the registered agent of this Corporation at such office shall be Timothy W. Volpe, 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 to receive service of process from the Chief Financial Officer of the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Number and Powers. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors which shall consist of not less than five (5) persons. The Board of Directors may fix the number of directors in excess of five pursuant to a resolution adopted by a majority of the then authorized number of directors, whether or not vacancies on the Board exist at the time the resolution is presented for adoption. In addition to the powers and authorities expressly conferred upon the directors by statute, these

Articles of Incorporation or the Bylaws of the Corporation, the directors are empowered to exercise all powers and do all acts as may be exercised or done by the Corporation.

Section 2. Election and Terms. The Board of Directors shall be elected annually by the shareholders.

Section 3. Quorum and Voting. A majority of directors in office shall constitute a quorum for the transaction of business. The vote of a majority of directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors, except where a vote of more than a majority is required for particular action by either these Articles of Incorporation or the Bylaws. A director of the Corporation who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless the director: (a) objects to at the beginning of the meeting (or promptly upon his or her arrival) to holding, or transacting business at, the meeting; or (b) votes against or abstains from the action taken. If less than a quorum is present, then a majority of those directors present may adjourn the meeting from time to time until a quorum is present. Any meeting of the Board of Directors at which a quorum is present may be adjourned from day to day or from time to time by a vote of a majority of the directors present and voting at such meeting, the same may be adjourned from time to time until a quorum is obtained, or may be adjourned without assigning a day for further meeting. At the resumption of any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

Section 4. Vacancies and Increase in Number of Directors. Newly-created directorships resulting from an increase in the authorized number of directors or from vacancies on the Board of Directors resulting from a director's death, resignation, retirement, disqualification, removal from office or other cause may be filled only by a majority vote of the directors then in office, though less than a quorum, and directors so chosen shall hold office until

the unexpired term of the vacancy filled by such director and until their successors have been elected and qualified. No decrease in the number of directors constituting the Board of Directors shall shorten the term of an incumbent director.

Section 5. Removal of Directors. Any or all directors of the Corporation may be removed from office at any time by the affirmative vote of the holders of eighty percent (80%) of the issued and outstanding shares of the capital stock of the Corporation voting at a duly called annual or special meeting of the shareholders; provided, however, that a director may not be removed if the number of votes sufficient to elect the director under cumulative voting is voted against his or her removal, and provided that notice of the annual or special meeting states that the purpose, or one of the purposes, of the meeting is the removal of the director.

ARTICLE VII

INDEMNIFICATION

Section 1. Indemnification.

(a) Generally. The Corporation (and any successor to the Corporation by merger or otherwise) shall, and does hereby, indemnify, to the fullest extent permitted or authorized by current or future legislation (specifically including the full extent of indemnification permitted by §607.0850(7) Fla. Stat. (2004), or current or future judicial or administrative decisions (but, in the case of any such future legislation or decisions, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to such legislation or decision)), each person (including the heirs, personal representatives, executors, administrators and estate of the person) who was or is a party, or is threatened to be made a party, or was or is a witness, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and any appeal therefrom (collectively, a "Proceeding"), against all liability (which for purposes of this Article includes all judgments, settlements, penalties, fines and taxes under the Employee Retirement Income Security Act of 1974, as

amended) and costs, charges, and expenses (including reasonable attorneys' fees) asserted against him or incurred by him by reason of the fact that the person is or was (i) a director, or (ii) an officer or an employee of the Corporation who is specifically granted the indemnification rights provided hereby by the Board of Directors, or (iii) serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including serving as a fiduciary of an employee benefit plan) and as to whom the Board has granted the right to indemnification provided hereby (each an "Indemnified Person").

(b) Proceedings Initiated by Indemnified Persons. Notwithstanding the foregoing, except with respect to an action commenced to obtain indemnification after the Corporation denies it, the Corporation shall indemnify an Indemnified Person in connection with a Proceeding (or part thereof) initiated by an Indemnified Person only if authorization for the Proceeding (or part thereof) was granted by the Board of Directors of the Corporation, acting in its sole discretion, within 60 days after receipt of notice thereof from the Indemnified Person.

Section 2. Advance of Costs, Charges and Expenses. Costs, charges and expenses (including reasonable attorneys' fees) incurred by an Indemnified Person in defending a Proceeding shall be paid by the Corporation to the fullest extent permitted or authorized by current or future legislation or current or future judicial or administrative decisions (but, in the case of any future legislation or decisions, only to the extent that it permits the Corporation to provide broader rights to advance costs, charges and expenses than permitted prior to the legislation or decisions) in advance of the final disposition of the Proceeding, upon receipt of an undertaking reasonably satisfactory to the Board of Directors (the "Undertaking") by or on behalf of the Indemnified Person to repay all amounts so advanced if it is ultimately determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article; provided that, in connection with a Proceeding (or part thereof) initiated by such Indemnified

Person, except an action commenced to obtain indemnification after the Corporation denies it, the Corporation shall pay the costs, charges and expenses in advance of the final disposition of the Proceeding only if the Board of Directors acting in its sole discretion, authorized the Proceeding (or part thereof), within 60 days after receipt of a request for advancement accompanied by an Undertaking. A person to whom costs, charges and expenses are advanced pursuant to this Article shall not be obligated to repay pursuant to the Undertaking until the final determination of (a) the pending Proceeding in a court of competent jurisdiction concerning the right of that person to be indemnified or (b) the obligation of the person to repay pursuant to the Undertaking.

Section 3. Representation by Counsel. The Board of Directors may, upon approval of the Indemnified Person, authorize the Corporation's counsel to represent the Indemnified Person in any action, suit or proceeding, whether or not the Corporation is a party to the action, suit or proceeding. In the event that the Corporation's counsel is representing the Indemnified Person and subject to any limitations imposed by law or any insurance policy referred to in Section 6 of this Article VII, any Indemnified Person shall have the right to retain separate counsel and to have the reasonable fees and expenses of such counsel paid as incurred as provided herein in the event such person reasonably believes that there is an actual or potential conflict of interest between the Corporation and such person or in the event the Corporation or its insurer shall have failed to assume the defense and employ counsel acceptable to such person within a reasonable period of time after commencement of any action. In the event that the Indemnified Person does not authorize representation by the Corporation's counsel, for reasons other than an actual or potential conflict of interest or a failure on the part of the Corporation to assume the defense or employ counsel acceptable to the Indemnified Person within a reasonable period of time, the Corporation shall not be required to pay the fees and expenses of separate counsel employed by the Indemnified Person.

Section 4. Procedure for Indemnification. Any indemnification or advance under this Article shall be made promptly, and in any event within 60 days after delivery of the written request of the Indemnified Person. The right to indemnification or advances as granted by this Article shall be enforceable by an Indemnified Person in any court of competent jurisdiction if the Corporation denies the request under this Article in whole or in part, or if no disposition of the request is made within the 60-period after delivery of the request. The requesting person's costs and expenses incurred in connection with successfully establishing his right to indemnification, in whole or in part, in any action shall also be indemnified by the Corporation. It shall be a defense available to the Corporation to assert in the action that indemnification is prohibited by law or that the claimant has not met the standard of conduct, if any, required by current or future legislation or by current or future judicial or administrative decisions for indemnification (but, in the case of future legislation or decision, only to the extent that the legislation does not impose a more stringent standard of conduct than permitted prior to the legislation or decisions). The burden of proving this defense shall be on the Corporation. Neither (a) the failure of the Corporation (including its Board of Directors or any committee thereof, its independent legal counsel , and its shareholders) to have made a determination (prior to the commencement of the action) that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct, if any, nor (b) the fact that there has been an actual determination by the Corporation (including its Board of Directors or any committee thereof, its independent legal counsel, and its shareholders) that the claimant has not met the applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 5. Survival of Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any rights to which those indemnified may now or hereafter be entitled under any bylaw, statute, agreement, vote of shareholders or disinterested directors or

recommendation of counsel or otherwise, both as to actions in the person's capacity as a director, officer or employee and as to actions in another capacity while still a director, officer or employee, and shall continue as to an Indemnified Person who has ceased to be a director or officer or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Corporation and each Indemnified Person who is an Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Business Corporation Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligations of the Corporation arising hereunder for claims relating to matters occurring prior to the repeal or modification. The Board of Directors of the Corporation shall have the authority, by resolution, to provide for indemnification of officers, employees or agents of the Corporation and for such other indemnification of Indemnified Persons as it deems appropriate.

Section 6. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including serving as a fiduciary of an employee benefit plan), against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or the applicable provisions of the Florida Business Corporation Act.

Section 7. Savings Clause. If this Article or any portion is invalidated or held to be unenforceable on any ground by a court of competent jurisdiction, the Corporation shall nevertheless indemnify each Indemnified Person described in Section 1 of this Article to the

fullest extent permitted by all applicable portions of this Article that have not been invalidated or adjudicated unenforceable, and as permitted by applicable law.

ARTICLE VIII

PARTICIPATING POLICIES

Pursuant to section 628.361, Florida Statutes (2004), as amended from time to time, the Corporation, by affirmative vote of its Board of Directors, may issue any or all of its policies with or without participation in profits, savings, or unabsorbed portions of premiums, may classify policies issued on a participating or non-participating basis, and may determine the right to participate and the extent of participation of any class or classes of policies.

ARTICLE IX

ACTION BY SHAREHOLDERS

Section 1. Shareholder Action.

If, and only if, the total number of shareholders of all classes of stock of the Corporation is less than fifty (50), action required or permitted to be taken at a meeting of shareholders may be taken without a meeting if the action is taken by persons who would be entitled to vote at a meeting having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take the action at a meeting at which all shareholders entitled to vote were present and voted. Notwithstanding anything else set forth in this Article IX, the Bylaws or the Florida Business Corporation Act, if the total number of shareholders of all classes of stock of the Corporation is equal to or greater than fifty (50), action required or permitted to be taken at a meeting of shareholders may be taken without a meeting if the action is taken by all shareholders entitled to vote on the action. Any action by shareholders without a meeting must be evidenced by one or more written consents describing the action taken, signed by shareholders entitled to take action

without a meeting and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. The Corporation shall give written notice of actions taken as required by the Act.

Section 2. Special Meetings.

Special meetings of shareholders or a special meeting in lieu of the annual meeting of shareholders may be called at any time by the Board of Directors or President, as set forth in the Bylaws, and shall be called by the Corporation, upon the written request of the holders of twenty-five (25%) of all votes entitled to be cast on the issue or issues proposed to be considered at the proposed special meeting.

Section 3. Changes of Control.

In addition to any affirmative vote required by law, these Articles of Incorporation or the Bylaws:

(a) any merger, consolidation or share exchange to which the Corporation is a party and in which the holders of each class or series of voting securities of the Corporation immediately prior to such merger, consolidation or share exchange shall immediately after such merger, consolidation or share exchange own less than fifty percent (50%) of each class and series of voting securities and securities convertible into or exchangeable for voting securities of the resulting or surviving corporation; or

(b) the adoption of any plan or proposal for the liquidation or dissolution of the Corporation; or

(c) any reclassification of securities (including any reverse stock split) or recapitalization of the Corporation; or

(d) the issuance by the Corporation (in one transaction or a series of related transactions) of any securities of the Corporation whereby the number of voting shares outstanding immediately after such issuance, plus the number of voting shares issuable as a result

of the issuance (either by the conversion of securities issued or the exercise of rights and warrants issued), will not exceed by more than twenty percent (20%) the total number of voting shares of the Corporation outstanding immediately before such issuance by the Corporation; or

(e) any agreement, contract other arrangement providing for any one or more of the actions specified in the foregoing clauses (a) to (d) shall require the affirmative vote of the holders of voting shares of the Corporation representing shares equal to at least two-thirds (2/3) of the each class and series of the issued and outstanding voting shares of the Corporation entitled to vote for the election of directors. Such affirmative vote shall be required notwithstanding the fact that no vote may be required by law, or that a lesser percentage may be specified by law or any agreement with any national securities exchange or otherwise.

ARTICLE X

AMENDMENT OF THE BYLAWS

In furtherance and not in limitation of the powers confirmed by the laws of the State of Florida, the Board of Directors of the Corporation is expressly authorized to adopt, amend, alter and repeal the bylaws of the Corporation. Shareholders may adopt, amend, repeal or alter the bylaws of the Corporation, including bylaws adopted by the Board of Directors, without approval of the Board of Directors only if such adoption, amendment, repeal or alteration is approved by the affirmative vote of the holders of at least eighty percent (80%) of the issued and outstanding shares of the capital stock of the Corporation entitled to vote and voting on such matters.

ARTICLE XI

AMENDMENT OF THE ARTICLES

The Corporation is permitted to and reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on shareholders herein are granted subject to this


reservation. Notwithstanding the foregoing, the provisions of this Article XI and the provisions of Articles VII and IX of these Articles of Incorporation may not be altered, amended or repealed in any respect unless such alteration, amendment or repeal is approved by the affirmative vote of the holders of at least eighty percent (80%) of the issued and outstanding shares entitled to vote and voting on such matter; provided, however, that for any alteration, amendment or repeal unanimously recommended by the Board of Directors, an affirmative vote of the holders of at least the majority of the issued and outstanding shares entitled to vote and voting shall be sufficient for approval by the shareholders. Further, any amendment to these Articles of Incorporation shall not be effective until the Department of Financial Services, Office of Insurance Regulation, endorses its approval on any proposed amendment as required under Section 628.111, Florida Statutes.

ARTICLE XII
INCORPORATORS

The names and addresses of the incorporators for this Corporation, all of whom are over 18 years of age and citizens of the United States of America, are:

James C. Comis III	149 Spring St., Apt. 8 New York, NY 10012
William M. Dunwoody	3711 San Felipe, 14A Houston, TX 77027
William B. Lockhorn	8031 Warwick Gardens Lane University Park, Florida 34201
Bruce W. Schnitzer	489 Fifth Avenue, 21st Floor New York, NY 10117
John S. Struck	489 Fifth Avenue, 21st Floor New York, NY 10117

IN WITNESS WHEREOF, the undersigned incorporators do hereby set their hands and seals, this 8th day of FEBRUARY, 2006.


James C. Comis III, Incorporator

STATE OF Pennsylvania
COUNTY OF Montgomery

BEFORE ME, the undersigned authority, personally appeared James C. Comis III, who is personally known to me or who has produced _____, as identification, and he acknowledged to me that he executed the foregoing Articles of Incorporation voluntarily and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 8th day of February, 2006.

(SEAL)

Notarial Seal
Lisa A. Servis Notary Public
City of Philadelphia, Philadelphia County
My Commission Expires Apr. 3, 2006

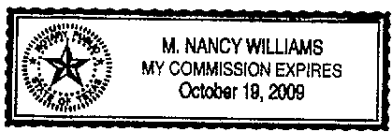

NOTARY PUBLIC
My Commission Expires:

William M. Dunwoody
William M. Dunwoody, Incorporator

STATE OF Texas
COUNTY OF Harris

BEFORE ME, the undersigned authority, personally appeared William M. Dunwoody, who is personally known to me or who has produced _____, as identification, and he acknowledged to me that he executed the foregoing Articles of Incorporation voluntarily and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3rd day of Feb., 2006.



(SEAL)

M. Nancy Williams
NOTARY PUBLIC
My Commission Expires:

William B. Lockhorn
William B. Lockhorn, Incorporator

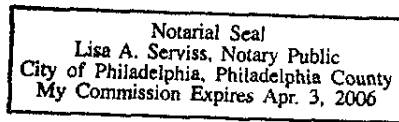
STATE OF Pennsylvania

COUNTY OF Montgomery

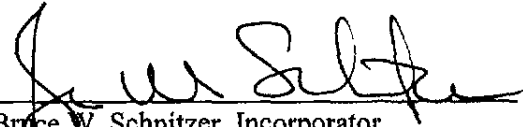
BEFORE ME, the undersigned authority, personally appeared William B. Lockhorn, who is personally known to me or who has produced _____, as identification, and he acknowledged to me that he executed the foregoing Articles of Incorporation voluntarily and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 8th day of February, 2006.

(SEAL)



Lisa A. Serviss
NOTARY PUBLIC
My Commission Expires: 4/3/06


Bruce W. Schnitzer, Incorporator

STATE OF Pennsylvania
COUNTY OF Montgomery

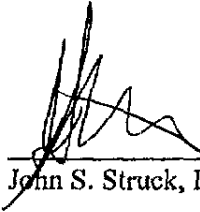
BEFORE ME, the undersigned authority, personally appeared Bruce W. Schnitzer, who is personally known to me or who has produced _____, as identification, and he acknowledged to me that he executed the foregoing Articles of Incorporation voluntarily and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 8th day of February, 2006.

(SEAL)

Notarial Seal
Lisa A. Serviss, Notary Public
City of Philadelphia Philadelphia County
My Commission Expires Apr. 3, 2006


NOTARY PUBLIC
My Commission Expires:



John S. Struck, Incorporator

STATE OF _____

COUNTY OF _____

BEFORE ME, the undersigned authority, personally appeared John S. Struck, who is personally known to me or who has produced _____, as identification, and he acknowledged to me that he executed the foregoing Articles of Incorporation voluntarily and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this ____ day of _____, 2006.

(SEAL)

NOTARY PUBLIC
My Commission Expires:

06 FEB 23 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
K. E. B.