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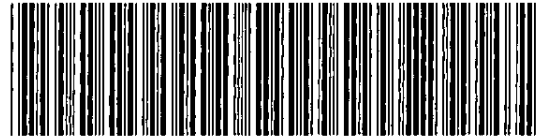
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Amended &  
Restated  
Articles

RECEIVED  
08 MAY -1 PM 3:55  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
2008 MAY -1 PM 4:32  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA  
51

**RADEY THOMAS YON CLARK**

Attorneys & Counselors at Law

Post Office Box 10967 (32302)  
301 South Bronough Street, Suite 200  
Tallahassee, Florida 32301  
www.radeylaw.com

850-425-6654 phone  
850-425-6694 fax

May 1, 2008

**VIA HAND DELIVERY**

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

Re: HomeWise Preferred Insurance Company  
Amended and Restated Articles of Incorporation

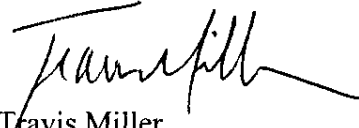
Dear Amendment Section:

Enclosed please find the Amended and Restated Articles of Incorporation of HomeWise Preferred Insurance Company. As is customary for a domestic insurance company, HomeWise Preferred submitted these Amended and Restated Articles to the Office of Insurance Regulation for its review and approval. The OIR's approval is indicated on the first page of the document.

The executive committee of HomeWise Preferred's board of directors has adopted a resolution to facilitate the amendment and restatement of the articles. The sole shareholder of HomeWise Preferred also has approved the Amended and Restated Articles, making the voting interest in favor of the amendment and restatement sufficient for approval. These respective corporate actions were taken on March 17, 2008, and copies are attached.

Please let me know if you have any questions about the Amended and Restated Articles.

Sincerely,

  
Travis Miller

KAREN ASHER-COHEN ■ DONNA E. BLANTON ■ SUSAN F. CLARK ■ BERT L. COMBS ■ THOMAS A. CRABB ■ TONI A. EGAN

JEFFREY L. FREHN ■ CHRISTOPHER B. LUNNY ■ ELIZABETH MCARTHUR ■ STEPHEN K. MCDANIEL ■ TRAVIS L. MILLER

JOHN RADEY ■ LISA C. SCOLES ■ HARRY O. THOMAS ■ DAVID A. YON ■ TERRY DEASON\*

\* non lawyer  
special consultant

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** HomeWise Preferred Insurance Company

**DOCUMENT NUMBER:** P06000074985

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

Please return all correspondence concerning this matter to the following:

Travis Miller

(Name of Contact Person)

Radey Thomas Yon & Clark, P.A.

(Firm/ Company)

301 South Bronough Street, Suite 200

(Address)

Tallahassee, FL 32301

(City/ State and Zip Code)

For further information concerning this matter, please call:

Travis Miller

(Name of Contact Person)

at ( 850 ) 425-6654

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☒ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$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

Amended and Restated  
ARTICLES OF INCORPORATION  
FOR  
HomeWise Preferred Insurance Company

**APPROVED**

APR 30 2008

Docketed by: W. Wilke

In accordance with the Florida Business Corporation Act, the Executive Committee of the Board of Directors and the sole shareholder of HomeWise Preferred Insurance Company have adopted the following Amended and Restated Articles of Incorporation.

ARTICLE 1  
NAME

The name of the corporation shall be HomeWise Preferred 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 7785 66<sup>th</sup> Street, Pinellas Park, FL 33781 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.

ARTICLE 5  
AUTHORIZED SHARES

The Company shall be authorized to issue up to Two Million (2,000,000) 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 deprived 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 of 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 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 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 address 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:

<u>Name</u>	<u>Address</u>
William E. Rose	4608 Meadowood Road, Dallas, TX
Jamiel Akhtar	6440 N. Dentwood, Dallas, TX
Todd Hart	5560 Waneta Drive, Dallas, TX
Dale Hammond	431 Hamburg Road, Lyme, CT
David Haley	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 11  
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:

<u>Name</u>	<u>Address</u>
William E. Rose	4608 Meadowood Road, Dallas, TX
Jamiel Akhtar	6440 N. Dentwood, Dallas, TX
Todd Hart	5560 Waneta Drive, Dallas, TX
Dale Hammond	431 Hamburg Road, Lyme, CT
David Haley	9002 Douglas Avenue, Dallas, TX

IN WITNESS WHEREOF, the Board of Directors of the Company directs that these Amended and Restated Articles of Incorporation take effect upon there filing with the Florida Department of State.



**Approval of the Sole Shareholder  
Of HomeWise Preferred Insurance Company  
Of An Amendment to the Company's  
Articles of Incorporation  
And  
Adoption of the  
Resulting Amended and Restated  
Articles of Incorporation**

The sole Shareholder of HomeWise Preferred Insurance Company, having considered the recommendation of the Executive Committee of its Board of Directors ("Executive Committee"), waives notice of and the calling of a meeting to review such recommendation and hereby adopts, by way of this document, the following Amendment to its Articles of Incorporation:

Article 5 of the Articles of Incorporation of HomeWise Preferred Insurance Company is hereby replaced in its entirety with the following:

**ARTICLE 5  
AUTHORIZED SHARES**

The Company is hereby authorized to issue up to Two Million (2,000,000) shares of common stock, each share having a par value of One Dollar (\$1.00) per share.

The sole Shareholder of HomeWise Preferred Insurance Company, having considered the further recommendation of the Executive Committee, again waives notice of and the calling of a meeting to review such recommendation and hereby approves such recommendation, that the above amendment be set forth in "Amended and Restated Articles of Incorporation" for HomeWise Preferred Insurance Company, which are hereby adopted, and that the Executive Committee shall direct the proper officers or other employees or agents of the company to take any and all steps and actions as may be required by the laws of the State of Florida to effectuate the amendment of the company's Articles of Incorporation and the filing of the Amended and Restated Articles of Incorporation.

**IN WITNESS WHEREOF**, the undersigned has executed this document as of the 17<sup>th</sup> day of March, 2008.

**FOR HomeWise Holdings, Inc., Sole Shareholder**

  
Dale S. Hammond

**UNANIMOUS CONSENT TO ACTION  
BY THE  
EXECUTIVE COMMITTEE  
OF THE  
BOARD OF DIRECTORS  
OF  
HOMEWISE PREFERRED INSURANCE COMPANY**

The undersigned, being all of the members of the Executive Committee of the Board of Directors of HomeWise Preferred Insurance Company, a Florida corporation (the "Corporation"), do hereby consent to the adoption of the following Resolutions and the taking of the actions contemplated thereby:

WHEREAS, the Corporation's Articles of Incorporation currently authorize the Corporation to issue up to One Million (1,000,000) shares of Common Stock, each having a Par Value of \$1.00 per share; and

WHEREAS, the Corporation has issued and outstanding one million such shares; and

WHEREAS, all such shares are currently held by the Corporation's direct parent, HomeWise Holdings, Inc. and

WHEREAS, the Corporation is recently licensed to do business in the State Of South Carolina; and


WHEREAS, South Carolina law requires the Corporation to meet minimum stated capital in the amount of \$1,500,000.00;

BE IT THEREFOR RESOLVED, that the proper officers of the Corporation, and any agents and representatives as are designated by any one of them, are hereby authorized and directed to amend the Corporation's Articles of Incorporation, so as to increase the number of authorized shares of Common Stock from One Million (1,000,000) to Two Million (2,000,000), each with a Par Value of \$1.00, and to take any further steps and actions as may be required or deemed desirable or expedient to accomplish or effectuate the implementation of such increased authorization; and

BE IT FURTHER RESOLVED, that upon amendment of the Corporation's Articles of Incorporation, the proper officers of the Corporation, and any agents and representatives as are designated by any one of them, are hereby authorized and directed to issue to HomeWise Holdings, Inc., Five Hundred Thousand (500,000) shares of its Common Stock, each with a Par Value of \$1.00, and to take any further steps and actions as may be required or deemed desirable or expedient to accomplish or effectuate the implementation of such issuance.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Consent, as of the 12<sup>th</sup> day of March, 2008.

  
Todd Hart

  
Dale S. Hammond

**UNANIMOUS CONSENT TO ACTION  
BY THE  
EXECUTIVE COMMITTEE  
OF THE  
BOARD OF DIRECTORS  
OF  
HOMEWISE PREFERRED INSURANCE COMPANY**

The undersigned, being all of the members of the Executive Committee of the Board of Directors of HomeWise Preferred Insurance Company, a Florida corporation (the "Corporation"), do hereby consent to the adoption of the following Resolutions and the taking of the actions contemplated thereby:

WHEREAS, the Corporation's Articles of Incorporation currently authorize the Corporation to issue up to One Million (1,000,000) shares of Common Stock, each having a Par Value of \$1.00 per share; and

WHEREAS, the Corporation has issued and outstanding one million such shares; and

WHEREAS, all such shares are currently held by the Corporation's direct parent, HomeWise Holdings, Inc. and

WHEREAS, the Corporation is recently licensed to do business in the State Of South Carolina; and

WHEREAS, South Carolina law requires the Corporation to meet minimum stated capital in the amount of \$1,500,000.00;

BE IT THEREFOR RESOLVED, that the proper officers of the Corporation, and any agents and representatives as are designated by any one of them, are hereby authorized and directed to amend the Corporation's Articles of Incorporation, so as to increase the number of authorized shares of Common Stock from One Million (1,000,000) to Two Million (2,000,000), each with a Par Value of \$1.00, and to take any further steps and actions as may be required or deemed desirable or expedient to accomplish or effectuate the implementation of such increased authorization; and

BE IT FURTHER RESOLVED, that upon amendment of the Corporation's Articles of Incorporation, the proper officers of the Corporation, and any agents and representatives as are designated by any one of them, are hereby authorized and directed to issue to HomeWise Holdings, Inc., Five Hundred Thousand (500,000) shares of its Common Stock, each with a Par Value of \$1.00, and to take any further steps and actions as may be required or deemed desirable or expedient to accomplish or effectuate the implementation of such issuance.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Consent, as of the  
17<sup>th</sup> day of March, 2008.

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

  
\_\_\_\_\_  
Dale S. Hammond