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(City/State/Zip/Phone #)

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(Business Entity Name)

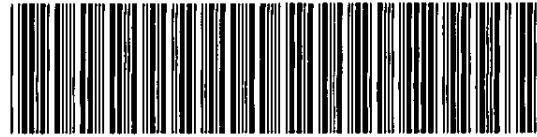
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DIVISION OF CORPORATIONS  
12 FEB 22 PM 4:15

Amended  
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(10) 2/22/12

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Auto Club Insurance Company of Florida

**DOCUMENT NUMBER:** P06000117393

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

Please return all correspondence concerning this matter to the following:

Angie Fausett

Name of Contact Person

Pennington Law Firm

Firm/ Company

Address

City/ State and Zip Code

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

*If runner can't wait...*

*Please call me at 222-3533*

*When ready and I'll pick*

*the documents up. THANK you!!*

For further information concerning this matter, please call:

Angie Fausett

Name of Contact Person

at ( 850 ) 222-3533

Area Code & Daytime Telephone Number

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

☐ \$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

# APPROVED

FEB 15 2012

**FIRST AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
AUTO CLUB INSURANCE COMPANY OF FLORIDA**

Decided by: 

These First Amended and Restated Articles of Incorporation ("Articles") of Auto Club Insurance Company of Florida ("ACICF") have been adopted in accordance with the requirements of the Insurance Code of the State of Florida and the terms and conditions of ACICF's original Articles of Incorporation. These Articles correctly set forth ACICF's Articles of Incorporation, as amended, in their entirety, and supersede the original Articles of Incorporation and all prior amendments thereto, if any.

**ARTICLE I.      Name**

The name of the corporation shall be AUTO CLUB INSURANCE COMPANY OF FLORIDA.

**ARTICLE II.      Principal Office**

The principal office and place of business of this corporation in the State of Florida shall be 1515 N. Westshore Blvd., Tampa, Florida 33607.

**ARTICLE III.      Purpose**

The corporation shall have the power and authority to transact property and casualty insurance as authorized under the laws of the State of Florida, as they now exist or may hereafter be amended, and to exercise any and all other lawful rights, powers, privileges and activities under the laws of the State of Florida or the United States.

**ARTICLE IV.      Capital Stock**

The maximum number of shares of stock that this corporation is authorized to issue is ten thousand (10,000) shares of common stock, having a par value of \$1.00 per share. The corporation's surplus to policyholders shall be not less than the amount required under Florida law.

**ARTICLE V.      Term of Existence**

The corporation shall exist perpetually.

**ARTICLE VI.      Initial Registered Office and Agent**

The initial registered office of this corporation shall be 1515 N. Westshore Blvd., Tampa, Florida 33607 and the initial registered agent of this Corporation shall be The Chief Financial Officer of the State of Florida.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 FEB 22 PM 4:15

**ARTICLE VII.     Directors**

- (A) As of the date of the execution of these Articles set forth below, the corporation shall have eight (8) directors. The majority of the corporation's directors shall be United States citizens, and all of them shall be over the age of 18. The authorized number of directors may be increased or decreased from time to time by the affirmative vote or written consent of all of the directors of the corporation, provided that the authorized number of directors shall be divisible by four (4), and shall never be less than eight (8).
- (B) Directors shall be appointed by each member holding a voting membership interest (each, an "Appointing Member") in Auto Club Insurance Holdings, LLC, a Delaware limited liability company ("Sole Shareholder"). As of the date of the execution of these Articles set forth below, the Appointing Members are Interinsurance Exchange of the Automobile Club ("IEAC"), a California reciprocal insurer, Auto Club Insurance Association ("ACIA"), a Michigan reciprocal insurer, and The Auto Club Group ("ACG"), a Michigan non-profit corporation. IEAC shall appoint one-half (1/2) of the total number of authorized directors, and ACIA and ACG shall each appoint one quarter (1/4) of the total number of authorized directors. All appointments of directors and other actions by an Appointing Member shall be taken at meetings of shareholders of the corporation or be reflected in written actions or consents of the Appointing Member taking such action and shall be filed as part of the corporation's records.
- (C) Any director may be removed, with or without cause, at any time, only by such director's Appointing Member, and any vacancy on the board of directors occurring at any time and for any reason (including expiration of the term of office of any director) shall be filled by the Appointing Member for such position; provided, however, that if any Appointing Member ceases to hold a voting membership interest in the Sole Shareholder, then each director appointed by such Appointing Member shall, without any further action, be deemed to be immediately removed from his or her position as director, and the appointment, voting and other rights of such Appointing Member shall immediately cease and be of no further effect. Any vacancies so created shall be filled by any new Appointing Member(s) who have been admitted as voting members of the Sole Shareholder and succeeded to all or part of the voting membership interest of the former Appointing Member. If there is more than one new Appointing Member, then such vacant positions shall be filled by the new Appointing Members to the greatest extent practicable in proportion to their Percentage Interests (as defined below) in the Sole Shareholder. If there are no new Appointing Members, then the authorized number of directors shall be reduced by the number of directors appointed by the former Appointing Member, unless and until the directors, by the affirmative vote or written consent of all of the directors, establish a different number of directors.
- (D) The voting power and authority of each director shall equal the percentage voting membership interest in the Sole Shareholder held by such director's Appointing Member ("Percentage Interest"), divided by the number of directors appointed by

such Appointing Member; provided, however, that in the event of the absence or disqualification of any director or vacancy in the position of any director, the voting power of the remaining directors appointed by the same Appointing Member shall automatically increase for the duration of such absence, vacancy or disqualification to equal that Appointing Member's Percentage Interest divided by the number of remaining directors appointed by such Appointing Member.

(E) Directors shall hold office for a term of three (3) years, and any director may serve more than one term. The terms of the directors shall be staggered, with the result that three (3) directors shall be appointed in the first year, three directors shall be appointed in the second year, and two directors shall be appointed in the third year of succeeding three-year periods. In order to reorganize the board of directors in accordance with the provisions of Article VII(B) above and to implement the new staggered terms, after the date that these Articles become effective, the Appointing Members shall execute one or more written consents, which shall effect the immediate removal of all directors and effect the following actions:

- (1) IEAC shall appoint two directors to hold office for a one year term, one director to hold office for a two-year term, and one director to hold office for a three-year term;
- (2) ACIA shall appoint one director to hold office for a two year term and one director to hold office for a three-year term; and
- (3) ACG shall appoint one director to hold office for a one-year term and one director to hold office for a three-year term.

The term of the directors shall commence and terminate on the dates specified by such consent consistent with the provisions of this Article VII(E) regarding staggered terms.

(F) Any group of Directors holding one-third (1/3) of the total voting power of the Board of Directors or of any committee of the Board shall constitute a quorum at any meeting of the Directors or of such committee.

#### **ARTICLE VIII. Shareholder Meeting Quorum**

At any meeting of shareholders, the holders of one-third (1/3) in amount of the voting shares of the corporation then outstanding and entitled to vote thereat, present in person or by proxy, shall constitute a quorum for such meeting.

#### **ARTICLE IX. Shareholders Agreement**

By its signature below, the Sole Shareholder approves the provisions of these Articles as an amendment of the shareholders agreement pursuant to Section 607.0732 of the Florida Business Corporation Act that was initially adopted by the incorporators of this corporation prior to the issuance by the corporation of any shares. Additional

terms and conditions of such shareholder agreement, which shall not be inconsistent with the provisions of these Articles, may be set forth in the bylaws of the corporation and approved pursuant to Section 607.0732 of the Florida Business Corporation Act.

**ARTICLE X.        Amendments**

These Articles may be amended only by the affirmative vote or written consent of all directors entitled to vote and the affirmative vote or written consent of all shareholders of the corporation entitled to vote.


The Members have executed these First Amended and Restated Articles of Incorporation this 5<sup>th</sup> day of Jan, 2012.

**AUTO CLUB INSURANCE HOLDINGS, LLC**

By its members:

**Interinsurance Exchange of the Automobile Club**

By: ACSC Management Services, Inc., its Attorney-in-Fact

By:   
John F. Boyle, Executive Vice President

**Auto Club Insurance Association**

By: \_\_\_\_\_  
Sean H. Maloney, Proxy

**The Auto Club Group**

By: \_\_\_\_\_  
John A. Tomlin, Proxy

terms and conditions of such shareholder agreement, which shall not be inconsistent with the provisions of these Articles, may be set forth in the bylaws of the corporation and approved pursuant to Section 607.0732 of the Florida Business Corporation Act.

**ARTICLE X. Amendments**

These Articles may be amended only by the affirmative vote or written consent of all directors entitled to vote and the affirmative vote or written consent of all shareholders of the corporation entitled to vote.

The Members have executed these First Amended and Restated Articles of Incorporation this 11th day of January, 2012.

**AUTO CLUB INSURANCE HOLDINGS, LLC**

By its members:

**Interinsurance Exchange of the Automobile Club**

By: ACSC Management Services, Inc., its Attorney-in-Fact

By: \_\_\_\_\_  
John F. Boyle, Executive Vice President

**Auto Club Insurance Association**

By: Sean H. Maloney  
Sean H. Maloney, Proxy

**The Auto Club Group**

By: John A. Tomlin  
John A. Tomlin, Proxy

STATE OF )  
 ) ss  
COUNTY OF )

Before me personally appeared John F. Boyle known to me to be the person who executed the foregoing instrument in his/her capacity as Member of AUTO CLUB INSURANCE HOLDINGS, LLC, and acknowledged the execution and delivery thereof, for the uses and purposes therein set forth above, on the day and year aforesaid.

Date: \_\_\_\_\_

\_\_\_\_\_  
Notary Public

STATE OF CALIFORNIA )  
 ) ss  
COUNTY OF ORANGE )

On January 5<sup>th</sup>, 2012 before me, LETICIA SAURI, Notary Public, personally appeared JOHN F. BOYLE, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

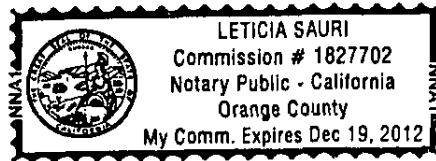
I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: Leticia Sauri

Printed Name: LETICIA SAURI

My commission expires on: 12/19/2012



STATE OF MICHIGAN )  
 ) ss  
COUNTY OF WAYNE )

Before me personally appeared Sean H. Maloney known to me to be the person who executed the foregoing instrument in his/her capacity as Member of AUTO CLUB INSURANCE HOLDINGS, LLC, and acknowledged the execution and delivery thereof, for the uses and purposes therein set forth above, on the day and year aforesaid.

Date: \_\_\_\_\_

\_\_\_\_\_  
Notary Public

STATE OF )  
 ) ss  
COUNTY OF )

Before me personally appeared John A. Tomlin known to me to be the person who executed the foregoing instrument in his/her capacity as Member of AUTO CLUB INSURANCE HOLDINGS, LLC, and acknowledged the execution and delivery thereof, for the uses and purposes therein set forth above, on the day and year aforesaid.

Date: \_\_\_\_\_

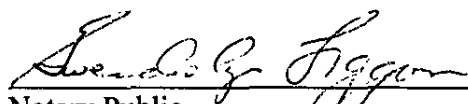
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Notary Public



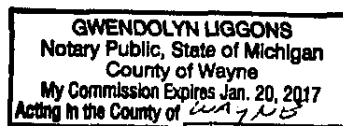
STATE OF MICHIGAN     )  
                                      ) ss  
COUNTY OF WAYNE     )

Before me personally appeared Sean H. Maloney known to me to be the person who executed the foregoing instrument in his/her capacity as Member of AUTO CLUB INSURANCE HOLDINGS, LLC, and acknowledged the execution and delivery thereof, for the uses and purposes therein set forth above, on the day and year aforesaid.

Date: 1-11-12

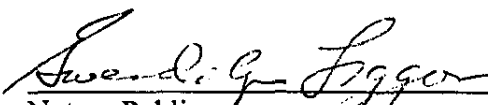
  
Notary Public

STATE OF                     )  
                                      ) ss  
COUNTY OF                 )



Before me personally appeared John A. Tomlin known to me to be the person who executed the foregoing instrument in his/her capacity as Member of AUTO CLUB INSURANCE HOLDINGS, LLC, and acknowledged the execution and delivery thereof, for the uses and purposes therein set forth above, on the day and year aforesaid.

Date: 1-11-12

  
Notary Public

