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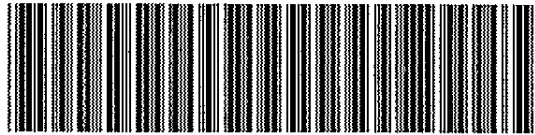
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RECEIVED

07 JAN -5 PM 12:35

DEPT. OF REVENUE
CIVIL DIVISION
TALLAHASSEE, FLORIDA

FILED

07 JAN -5 PM 12:45

IT. W. SEE. FILING

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Guarantee Insurance Company

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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FROM: Erin Treacy, Esq. or Richard Fidei, Esq.
Name (printed or typed)

100 Southeast Third Ave, 23rd floor
Address

Fort Lauderdale, FL 33394
City, State & Zip

954-492-4010
Daytime Telephone Number

FILED

07 JAN -5 PM 12:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MEMORANDUM

To: Elizabeth Fetterhoff
From: Erin Treacy
Date: January 4, 2006
Re: Guarantee Insurance Company

Enclosed please find the following documents:

1. Articles of Incorporation for Guarantee Insurance Company (original)
2. Certificate of Domestication for Guarantee Insurance Company (original and a copy)
3. Transmittal Letter to the Department of State
4. Check in the amount of \$198.75

Please deliver all of the enclosed tomorrow to the Department of State's Division of Corporations and request the following:

- Three certified copies of the Articles of Incorporation for Guarantee Insurance Company
- Three certified copies of the Certificate of Domestication for Guarantee Insurance Company
- Three Certificates of Status

Please FedEx the Certificates of Status and the certified copies to Rich Fidei.

Should you have any questions, please call either me or Rich (I will be in the office tomorrow morning then out in the afternoon and the following week). Thanks.

CERTIFICATE OF DOMESTICATION

The undersigned, Steven M. Mariano, Chairman of the Board of Directors of Guarantee Insurance Company, a foreign corporation, in accordance with Section 607.1801, Florida Statutes, does hereby certify:

1. The date on which the corporation was first formed was January 25, 1965.
2. The jurisdiction where the above-named corporation was first formed, incorporated or otherwise came into being was the State of Texas. On August 16, 1978, 'Guarantee Insurance Company of Delaware' was incorporated in Delaware to act as the vehicle to effect a change in the corporate domicile of Guarantee Insurance Company of Texas to Delaware. On September 11, 2003, the corporation was redomesticated in the State of South Carolina.
3. The name of the corporation immediately prior to the filing this Certificate of Domestication was Guarantee Insurance Company.
4. The name of the corporation, as set forth in its Articles of Incorporation attached hereto pursuant to Florida law, including Sections 607.0202 and 607.0401, Florida Statutes, is Guarantee Insurance Company.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of this Certificate of Domestication was the State of South Carolina.
6. Attached hereto as Exhibit "A" is the Florida Articles of Incorporation which shall be filed to complete the redomestication requirements pursuant to Section 607.1801, Florida Statutes.

I am the Chairman of the Board of Directors of Guarantee Insurance Company and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 4th day of January, 2006.

APPROVED

JAN 2 2007

Docketed by: KUC

Guarantee Insurance Company

By: 
Steven M. Mariano
Chairman of the Board of Directors

FILED
07 JAN -5 PM 12:46
TALLAHASSEE, FLORIDA

FILED

07 JAN -5 PM 12:46

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

EXHIBIT A

APPROVED

JAN 2 2007

**ARTICLES OF INCORPORATION
FOR
GUARANTEE INSURANCE COMPANY**

Docketed by: K M 'GraR

WHEREAS, on January 25, 1965, Guarantee Insurance Company (the "Company") was originally incorporated in the State of Texas;

WHEREAS, on August 16, 1978, 'Guarantee Insurance Company of Delaware' was incorporated in Delaware to act as the vehicle to effect a change in the corporate domicile of Guarantee Insurance Company of Texas to Delaware; and

WHEREAS, on September 18, 1978, pursuant to a merger of Guarantee Insurance Company, a Texas corporation, with and into the Company, the Company changed its name to Guarantee Insurance Company; and

WHEREAS, since August 16, 1978, the Company actively conducted its business as a corporation under the laws of the State of Delaware until the date it redomesticated to the State of South Carolina; and

WHEREAS, the Company redomesticated to the State of South Carolina on September 11, 2003, and has actively conducted its business as a corporation under the laws of the State of South Carolina until the date of the filing of these Articles of Incorporation with the Florida Secretary of State; and

WHEREAS, the Company has been approved by the Florida Office of Insurance Regulation for redomestication to the State of Florida, subject to the filing of these Amended and Restated Articles of Incorporation with the Florida Secretary of State and upon such filing shall become recognized as a Florida corporation and a property and casualty domestic insurance company operating under the laws of the State of Florida and thereafter shall no longer conduct business as a corporation incorporated under the laws of the State of South Carolina; and

WHEREAS, the Company, in order to complete its redomestication from the State of South Carolina to the State of Florida and to avoid any confusion regarding its state of domicile, wishes to have the public records of the States of Florida and South Carolina to reflect the facts as stated herein by filing with the Secretary of State of the State of Florida these Articles of Incorporation and by filing with the Secretary of State of the State of South Carolina a Certificate of Domestication filed with the Secretary of State of the State of Florida;

NOW, THEREFORE, for the reasons and purposes stated above, and with the redomestication of the Company to the State of Florida having been duly authorized and approved by the stockholders and by the Board of Directors of the Company in accordance with the laws of the State of South Carolina and the laws of the State of Florida, by the Florida Office of Insurance Regulation and by the South Carolina Department of Insurance, as evidenced by its letter of no objection (a copy of which is attached hereto as Exhibit A), the Company hereby submits its Articles of Incorporation, as follows:

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TALLAHASSEE, FLORIDA

ARTICLE 1
NAME

The name of the Company shall be GUARANTEE INSURANCE COMPANY.

ARTICLE 2
OFFICE

The principal office and mailing address of the Company shall be 401 E. Las Olas Boulevard, Suite 1540, Fort Lauderdale, Broward County, Florida 33301, 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 Florida law.

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 redomesticated to write all kinds of insurance authorized to be written in the State of Florida, including but not limited to property and casualty insurance.

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 Bylaws, and all of the powers and duties reasonably necessary to operate the Company pursuant to the Bylaws, as they may be amended from time to time.

ARTICLE 5
AUTHORIZED SHARES

The Company shall be authorized to issue up to Sixty Thousand (60,000) shares, having a par value of One Hundred Dollars (\$100.00) per share. No shares of stock issued by the Company may be cumulatively voted for the election of directors of the Company or for any other corporate decision. Shareholders shall have no preemptive rights except as may be granted by the Company pursuant to written agreements.

ARTICLE 6
TERM OF EXISTENCE

The Company shall have perpetual existence.

ARTICLE 7
INDEMNIFICATION

7.1 Personal Liability. The personal liability of the Directors 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, (iii) under Florida Statute §607.0831 or as provided in §607.0850, or (iv) for any transaction from which the Director derived 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 or 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 Florida Statutes §607.0831 and §607.0850, 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 Bylaw, 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 or Officer 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 Bylaws. The Officers shall be elected by the Board of Directors of the Company following the annual meeting of the shareholders of the Company and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of Officers, for filling vacancies and for the duties and qualifications of the Officers.

ARTICLE 9 DIRECTORS AND INCORPORATORS

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 Bylaws, 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 Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws. Elections of Directors need not be by written ballot except and to the extent provided in the Bylaws 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 or her 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 person's 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 the office in compliance with the foregoing standards.

9.5 Current Directors. The names and addresses of the current members of the Board of Directors who shall hold office until their successors are elected and have taken office, as provided

in the Bylaws and the Florida incorporators, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Chairman: Steven M. Mariano	5212 Fisher Island Drive Miami, FL 33109
Steven M. Beeghly	6311 SE 27th Street Mercer Island, WA 98104
John R. Del Pizzo	832 Paddock Drive Newton Square, PA 19073
Paul V.H. Halter, III	4312 Stourton Lane Charlotte, NC 28226
Fred G. Marziano	208 Second Avenue Belmar, NJ 07719

ARTICLE 10 BYLAWS

The Bylaws of the Company shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws.

ARTICLE 11 AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

11.1 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 Bylaws and Chapter 607, Florida Statutes.

11.2 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).

11.3 Recording. A copy of each amendment shall be filed with the Secretary of the Department of Financial Affairs, Office of Insurance Regulation and with the Secretary of State pursuant to the provisions of applicable Florida law.

ARTICLE 12
INITIAL REGISTERED OFFICE;
ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of the Company shall be at Division of Insurer Services – Service of Process Section, 200 East Gaines Street, P.O. Box 6200, Tallahassee, Florida , with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Chief Financial Officer of the State of Florida.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the Florida incorporators and Members of the Board of Directors have affixed their signatures the day and year set forth below.


Steven M. Mariano

State of Florida :
County of Broward : ss.

Personally appeared before me this 4th day of January, 2007, Steven M. Mariano, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

Mr. Mariano presented a U.S. Passport as identification.



My Commission DD244914
Expires October 11, 2007

Karen D. Puffy
Notary Public State of

My commission expires:

(Seal)

Steven M. Beeghly

State of :
County of : ss.

Personally appeared before me this ____ day of _____, 2006, Steven M. Beeghly, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

Notary Public State of

My commission expires:

(Seal)

John R. Del Pizzo
John R. Del Pizzo

State of PENNA :
: ss.

County of Delaware

Personally appeared before me this 6th day of Dec, 2006, John R. Del Pizzo, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

NOTARIAL SEAL
MICHELLE M. MCPADDEN, Notary Public
Newtown Twp., Delaware County
My Commission Expires May 27, 2007

Michelle M. McPadden
Notary Public State of Penna
(Seal)

My commission expires: May 27, 2007

Paul V.H. Halter, III

State of :
: ss.
County of :

Personally appeared before me this ___ day of _____, 2006, Paul V.H. Halter, III, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

Notary Public State of _____
(Seal)

My commission expires:

Fred G. Marziano

State of :
: ss.
County of :

Personally appeared before me this ___ day of _____, 2006, Fred G. Marziano, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

Notary Public State of _____
(Seal)

My commission expires:

John R. Del Pizzo

State of :
: ss.
County of :

Personally appeared before me this ____ day of _____, 2006, John R. Del Pizzo, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

Notary Public State of _____

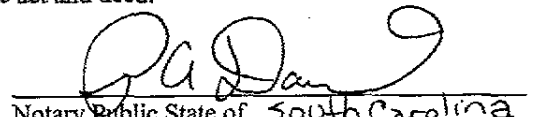
My commission expires:

(Seal)


Paul V.H. Halter, III

State of :
: ss.
County of :

Personally appeared before me this 5th day of December, 2006, Paul V.H. Halter, III, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.


Notary Public State of South Carolina
PATRICIA DAVIS (Seal)

My commission expires: Nov. 29th 2016

Fred G. Marziano

State of :
: ss.
County of :

Personally appeared before me this ____ day of _____, 2006, Fred G. Marziano, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

Notary Public State of _____

My commission expires:

(Seal)

John R. Del Pizzo

State of :
: ss.
County of :

Personally appeared before me this ____ day of _____, 2006, John R. Del Pizzo, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

Notary Public State of

My commission expires:

(Seal)

Paul V.H. Halter, III

State of :
: ss.
County of :

Personally appeared before me this ____ day of _____, 2006, Paul V.H. Halter, III, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

Notary Public State of

My commission expires:

(Seal)

Fred G. Marziano

State of N.J. :
: ss.
County of Monmouth :

Personally appeared before me this 8th day of December, 2006, Fred G. Marziano, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

KATHY D. HENRIQUES
NOTARY PUBLIC OF NEW JERSEY

Kathy D. Henriques
Notary Public State of

My commission expires: My Commission Expires June 19, 2007

(Seal)

EXHIBIT A