

P07000002137

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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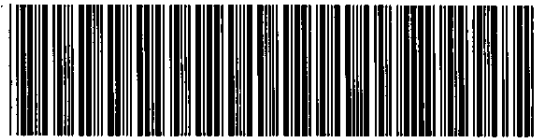
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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Articles of Con  
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01/19/07--01001--015 \*\*52.50

FILED  
RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2007 JAN 19 PM 4: 10  
2007 JAN 18 PM 4: 39  
TALLAHASSEE, FLORIDA  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

\*00789, 00524, 00672



Erin Treacy  
etreacy@cftlaw.com

January 18, 2007

**VIA HAND DELIVERY**

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

**Re: Guarantee Insurance Company  
Our File No. 04-029  
Document Number P07000002137**

Dear Sir or Madam:

Please find enclosed for filing Guarantee Insurance Company's Articles of Correction with regard to the Certificate of Domestication and Articles of Incorporation which were filed January 5, 2007. Please file the enclosed Articles of Correction as soon as possible. We have also enclosed a check in the amount of \$52.50 to cover the costs of the filing fee and the provision of a Certificate of Status and a certified copy of same.

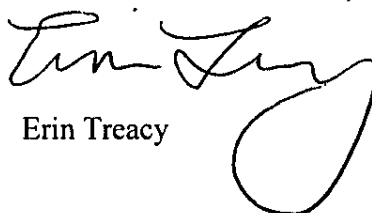
Please return all correspondence concerning this matter to:

Erin Treacy, Esq.  
Colodny, Fass, Talenfeld, Karlinsky & Abate, P.A.  
1 Financial Plaza, 23<sup>rd</sup> floor  
100 Southeast Third Ave.  
Fort Lauderdale, FL 33394

Thank you for your assistance and, should you have any questions or concerns regarding the enclosed, please do not hesitate to contact the undersigned.

Very truly yours,

COLODNY, FASS, TALENFELD,  
KARLINSKY & ABATE, P.A.

  
Erin Treacy



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 18, 2007

Erin Treacy  
Law Office of Colodny, Fass et al  
1 Financial Plaza, 100 SE 3rd Ave. 23 FL  
Ft. Lauderdale, FL 33394

SUBJECT: GUARANTEE INSURANCE COMPANY  
Ref. Number: P07000002137

We have received your document for GUARANTEE INSURANCE COMPANY and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please attach exhibit A (as referenced to in paragraph 5).

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Document Specialist

Letter Number: 607A00004180

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2007 JAN 19 PM 3:58  
NOT INTENDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

**ARTICLES OF CORRECTION  
FOR  
GUARANTEE INSURANCE COMPANY**

Document Number P07000002137

**FILED**  
2007 JAN 19 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0124, Florida Statutes, Guarantee Insurance Company (the "Company") files these Articles of Correction within thirty days of the filing date of the document being corrected.

These Articles of Correction correct the Certificate of Domestication and Articles of Incorporation for the Company which were filed January 5, 2007.

Specifically, the defects in the January 5, 2007 filing were:

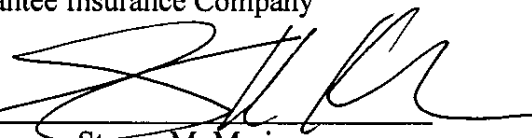
- (a) the signature page for Steven M. Beeghly, one of the incorporators of the Company, was omitted from the Articles of Incorporation, which were attached as Exhibit A to the Certificate of Domestication; and
- (b) Exhibit A to the Articles of Incorporation was omitted.

There were no other inaccuracies, incorrect statements or defects in the Company's January 5, 2007 filing.

A complete copy of the Company's Certificate of Domestication and Articles of Incorporation are attached hereto as Exhibit A and are submitted for filing with the Florida Department of State to be effective as of January 5, 2007.

I am the Chairman of the Board of Directors of Guarantee Insurance Company and am authorized to sign these Articles of Correction on behalf of the Company and have done so this 16<sup>th</sup> day of January, 2007.

Guarantee Insurance Company

By:   
Steven M. Mariano

Chairman of the Board of Directors

### 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 4<sup>th</sup> day of January, 2007.

**APPROVED**

JAN 8 2007

Docketed by: KUC6mt2

Guarantee Insurance Company

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

**EXHIBIT A**

**APPROVED**

JAN 2 2007

**ARTICLES OF INCORPORATION  
FOR  
GUARANTEE INSURANCE COMPANY**

Dictated 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:

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).

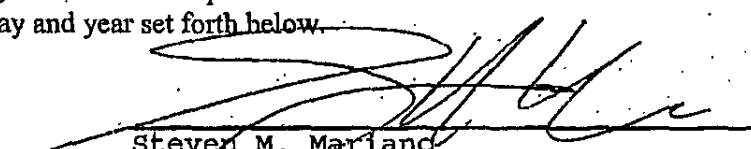
11.3 Recording. A copy of each amendment shall be filed with the Secretary of the Department of Financial Affairs, Office of Insurance Regulation and with the Secretary of State pursuant to the provisions of applicable Florida law.

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 4<sup>th</sup> day of January, 2006, Steven M. Mariano, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

Mr. Mariano



Steven M. Mariano U.S. Passport as Identification.  
My Commission DD244814  
Expires October 11, 2007

Karen D. Pinsky  
Notary Public State of

Karen D. Pinsky

(Seal)

My commission expires:

\_\_\_\_\_  
Steven M. Beeghly

State of

ss.

County of

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.

My commission expires:

\_\_\_\_\_  
Notary Public State of

(Seal)

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 \_\_\_\_\_

: ss.

County of \_\_\_\_\_

Personally appeared before me this 6<sup>th</sup> day of DECEMBER, 2006, Steven M. Mariano, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

My commission expires:

\_\_\_\_\_  
Notary Public State of

(Seal)

  
Steven M. Beeghly

State of WA

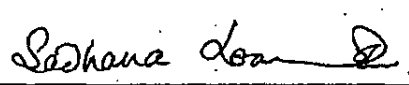
: ss.

County of King

Personally appeared before me this 6<sup>th</sup> day of DECEMBER, 2006, Steven M. Beeghly, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

My commission expires:

09/29/09.

  
Notary Public State of WA

(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. McFADDEN, Notary Public  
Horseshoe Twp., Delaware County  
My Commission Expires May 27, 2007

Michelle M. McFadden  
Notary Public State of Pennsylvania  
(Seal)

My commission expires: May 27, 2007

Paul V.H. Halter, III  
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  
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

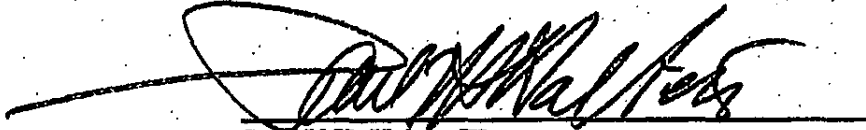
State of \_\_\_\_\_ : ss.  
County of \_\_\_\_\_ :

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.

My commission expires:

\_\_\_\_\_  
Notary Public State of


(Seal)

  
\_\_\_\_\_  
Paul V.H. Halter, III

State of \_\_\_\_\_ : ss.  
County of \_\_\_\_\_ :

Personally appeared before me this 5<sup>th</sup> 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.

My commission expires: Nov. 29<sup>th</sup> 2016

  
\_\_\_\_\_  
Notary Public State of South Carolina  
PATRICIA DAVIS (Seal)

\_\_\_\_\_  
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.

My commission expires:

\_\_\_\_\_  
Notary Public State of

(Seal)

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final.doc



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  
Fred G. Marziano

State of N.J.

: ss.

County of Monmouth

Personally appeared before me this 8<sup>th</sup> 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 18, 2007

(Seal)

**EXHIBIT A**

---



**South Carolina  
Department of Insurance**

300 Arbor Lake Drive, Suite 1200  
Columbia, South Carolina 29223

Mailing Address:  
P.O. Box 100105, Columbia, S.C. 29202-3105  
Telephone: (803) 737-8160

**MARK SANFORD**  
Governor

**ELEANOR KITZMAN**  
Director of Insurance

April 12, 2005

Gwen Chick  
Applications Coordinator  
Florida Office of Insurance Regulation  
200 East Gaines Street  
Tallahassee, Florida 32399


Re: Application for Redomestication to the State of Florida  
on behalf of Guarantee Insurance Company  
File No. 04-029

Dear Ms. Chick:

Please be advised that Guarantee Insurance Company is currently a South Carolina domestic insurer. The South Carolina Department of Insurance has no objection to the redomestication of Guarantee Insurance Company to the State of Florida.

If you require any additional information, please do not hesitate to contact me.

Very truly yours,

  
Gwendolyn Fuller McGriff  
Deputy Director and General Counsel

cc: Lucia A. Tompkins, CPCU  
President  
Guarantee Insurance Company  
1061 521 Corporate Center Drive  
Suite 140  
Fort Mill, SC 29715