

P07000002137

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08 MAY 30 AM 10:48

DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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08 MAY 30 AM 10:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

G. Goulette MAY 30 2008

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Guarantee Insurance Company, Inc.

DOCUMENT NUMBER: P07000002137

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

Please return all correspondence concerning this matter to the following:

Megan M. Grant

(Name of Contact Person)

Colodny Fass Talenfeld Karlinsky & Abate, P.A.

(Firm/ Company)

100 SE 3rd Ave, 23rd Floor

(Address)

Ft. Lauderdale, FL 33394

(City/ State and Zip Code)

For further information concerning this matter, please call:

Megan M. Grant

(Name of Contact Person)

at (954) 492-4010

(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

**Articles of Amendment
to
Articles of Incorporation
of**

Guarantee Insurance Company

(Name of corporation as currently filed with the Florida Dept. of State)

P07000002137

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (**BE SPECIFIC**)

Added Article 14 - Participating Policies. Please refer to the attached Amended and
Restated Articles of Incorporation

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TALLAHASSEE, FLORIDA

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

n/a

(continued)

The date of each amendment(s) adoption: February 25, 2008

Effective date if applicable: _____
(no more than 90 days after amendment file date)

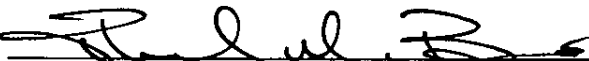
Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature



(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Theodore G. Bryant
(Typed or printed name of person signing)

Secretary / General Counsel
(Title of person signing)

FILING FEE: \$35

APPROVED

MAY 22 2008

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
GUARANTEE INSURANCE COMPANY**

Decided by UCP

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 redomesticated to the State of Florida on December 29, 2006, and is actively conducting its business as a corporation under the laws of the State of Florida; and

WHEREAS, the Company desires, pursuant to § 628.361, Florida Statutes, to issue any or all of its policies with or without participation in profits, savings, or unabsorbed portions of premiums as provided in Article 14, below.

NOW, THEREFORE, for the reasons and purposes stated above, the Company hereby amends and restates 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 Amended and Restated Articles of Incorporation for Guarantee Insurance Company – Page 3 of 9

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
John R. Del Pizzo	832 Paddock Drive Newton Square, PA 19073
Theodore G. Bryant	337 Mallard Road Weston, FL 33327

Ann Len'ore Dela Cruz-Rodkey

1755 Harmony Lane
Sarasota, FL 34239

Michelle A. Masotti

3110 NE 57 Street
Fort Lauderdale, FL 33308

Timothy J. Tompkins

11596 Bluff Road
Traverse City, MI 49686

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 Amended and Restated Articles of Incorporation for Guarantee Insurance Company – Page 5 of 9

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.

ARTICLE 13
EFFECTIVE DATE OF REDOMESTICATION

Pursuant to § 607.0203, Florida Statutes, the Florida domestic corporate existence and the effective date of these Articles of Incorporation for the Company shall be December 29, 2006.

ARTICLE 14
PARTICIPATING POLICIES

Pursuant to § 628.361, Florida Statutes, as amended from time to time, the Company may issue any or all of its policies with or without participation in profits, savings, or unabsorbed portions of premiums, classify policies issued on a participating and non-participating basis, and determine the right to participate and the extent of participation of any class or classes of policies. Any such classification or determination shall be reasonable and shall not unfairly discriminate as between policyholders within the same such classification.

[Remainder of Page Intentionally Left Blank]

*Added Article
13+14*

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

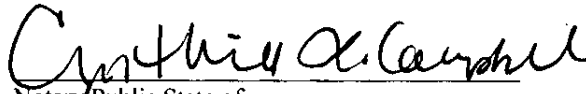

Steven M. Mariano

State of Florida :
County of Broward : ss.

Personally appeared before me this 18th day of December, 2007, Steven M. Mariano, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

My commission expires:
June 4, 2009




Notary Public State of _____
(Seal)

John R. Del Pizzo

State of _____ :
County of _____ : ss.

Personally appeared before me this ____ day of _____, 2007, 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)

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 ____ day of _____, 2007, Steven M. Mariano, 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 Penna : ss.
County of Delaware

Personally appeared before me this 19th day of December 2007, 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 Penna (Seal)

My commission expires: May 27, 2011

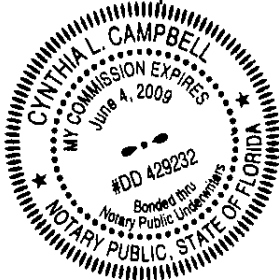
Commonwealth of Penna
NOTARIAL SEAL
MICHELLE M. McFADDEN, Notary Public
Newtown Twp., Delaware County
My Commission Expires May 27, 2011

Theodore G. Bryant
Theodore G. Bryant

State of Florida :
: ss.
County of Broward :

Personally appeared before me this 13th day of December, 2007, Theodore G. Bryant, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

My commission expires:
June 4, 2009



Cynthia L. Campbell
Notary Public State of _____
(Seal)

State of _____ :
: ss.
County of _____ :

Ann Len'ore Delacruz-Rodkey

Personally appeared before me this ____ day of _____, 2007, Ann Len'ore Delacruz-Rodkey, who acknowledged that she executed the foregoing Articles of Incorporation as his/her free act and deed.

My commission expires:

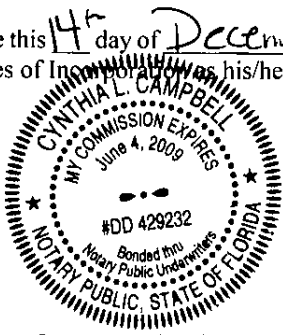
Notary Public State of _____
(Seal)

Michelle A. Masotti
Michelle A. Masotti

State of Florida :
: ss.
County of Broward :

Personally appeared before me this 14th day of December, 2007, Michelle A. Masotti, who acknowledged that she executed the foregoing Articles of Incorporation as his/her free act and deed.

My commission expires:
June 4, 2009



Cynthia L. Campbell
Notary Public State of _____
(Seal)

Theodore G. Bryant

State of _____ :
: ss.
County of _____ :

Personally appeared before me this ____ day of _____, 2007, Theodore G. Bryant, 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)



Ann Lenore Delacruz-Rodkey

State of Florida :
: ss.
County of Sarasota :

Personally appeared before me this 25th day of February, ~~2007~~ ²⁰⁰⁸, Ann Lenore Delacruz-Rodkey, who acknowledged that she executed the foregoing Articles of Incorporation as his/her free act and deed.

My commission expires:





Notary Public State of Florida

(Seal)

Michelle A. Masotti

State of _____ :
: ss.
County of _____ :

Personally appeared before me this ____ day of _____, 2007, Michelle A. Masotti, who acknowledged that she executed the foregoing Articles of Incorporation as his/her free act and deed.

My commission expires:

Notary Public State of

(Seal)


Timothy J. Tompkins

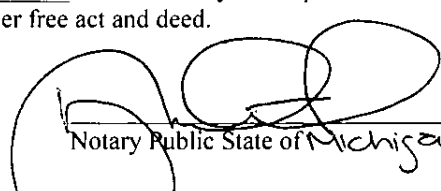
State of _____

: ss.

County of Grand Traverse

Personally appeared before me this 17th day of December, 2007, Timothy J. Tompkins, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

My commission expires: 05/01/2013


Notary Public State of Michigan

(Seal)

MARY LOUISE MEREDITH
Notary Public, State of Michigan
County of Grand Traverse
My Commission Expires May. 01, 2013
Acting in the County of Grand Traverse