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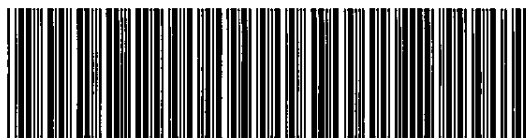
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DEPARTMENT OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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**DEPARTMENT OF STATE  
ACCOUNT FILING COVER SHEET**

Account Number      FCA000000017

Reference:  
(Sub Account)      \_\_\_\_\_

Date:      1/29/07

Requestor Name:      Carlton Fields

Address:      Post Office Drawer 190  
Tallahassee, Florida 32302

Telephone:      (850) 513-3619 - direct  
(850) 224-1585

Contact Name:      Kim Pullen, CLA

Corporation Name:      Homeowners Protection  
Insurance Holding Corporation, LLC

Entity Number:      \_\_\_\_\_  
Authorization:      Kim Pullen

Articles  
Certified Copy

New Filings      \_\_\_\_\_ Plain Stamped Copy

\_\_\_\_\_ Fictitious Name      \_\_\_\_\_ Amendments

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\_\_\_\_\_ Certificate of Status  
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CF Internal Use Only  
Client: 51376      Matter: 28166  
Name: Crystal Brewer      Office: TPA

**ARTICLES OF INCORPORATION  
OF  
HOMEOWNERS PROTECTION INSURANCE  
HOLDING CORPORATION, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, hereby forms a corporation under the Florida Business Corporation Act and adopts the following Articles of Incorporation for the corporation:

**ARTICLE I**

**Name**

The name of the corporation (hereinafter referred to as the "Corporation") is:

Homeowners Protection Insurance Holding Corporation, Inc.

**ARTICLE II**

**Initial Principal Office and Mailing Address**

The initial principal office and mailing address of the Corporation is 2958 Wellington Circle, N., Suite 100, Tallahassee, Florida 32309.

**ARTICLE III**

**Effective Date**

The Corporation shall commence existence on the date these Articles of Incorporation are filed by the Florida Department of State, and the Corporation shall exist perpetually thereafter.

**ARTICLE IV**

**Capital Stock**

The total number of shares of capital stock which the Corporation shall have authority to issue is One Million (1,000,000) common shares having a par value of \$0.01 per share ("Common Shares").

**ARTICLE V**

**Cumulative Voting in Election of Directors**

At all elections of directors of the Corporation, each holder of Common Shares generally entitled to vote for the election of directors shall be entitled to as many votes as shall equal the number of votes which (except for this provision as to cumulative voting) such holder would be entitled to cast for the election of directors with respect to such holder's shares multiplied by the number of directors to be elected, and such holder may cast all of such votes for a single director or may distribute them among any of directors to be voted up on, in any number as such holder may see fit. In all other matters each holder of Common Shares entitled to vote at any meeting of shareholders of the Corporation shall be entitled to one vote for each Common Share held by the individual has voting power upon the matter in question.

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

The street address of the initial registered office of the Corporation is 4221 W. Boy Scout Boulevard, Suite 1000, Tampa, Florida 33607, and the name of its initial registered agent at that address is CFRA, LLC, a Florida limited liability company.

**ARTICLE VII**  
**Incorporator**

The name and mailing address of the sole incorporator is as follows:

<u>Name</u>	<u>Address</u>
James R. Ayotte	2958 Wellington Circle, Suite 100, Tallahassee, Florida 32309

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**ARTICLE VIII**  
**Purpose**

The purpose for which this Corporation is organized is to engage in any lawful act, activity, or business permitted under the laws of the United States or the State of Florida.

**ARTICLE IX**  
**Initial Directors**

The Corporation shall have one (1) director initially, who shall serve as a director of the Corporation until the first annual meeting of the shareholders of the Corporation and his or her successor is elected and qualified, or until his or her earlier resignation, removal from office, or death. The number of directors of the Corporation hereafter shall be such number as from time to time fixed by, or fixed in the manner prescribed by, the bylaws of the Corporation; provided, however, that in no event shall the number of directors be less than one. The name and mailing address of the person who shall serve as the initial director is:

<u>Name</u>	<u>Address</u>
James R. Ayotte	2958 Wellington Circle, N., Suite 100, Tallahassee, Florida 32309

**ARTICLE X**  
**Amendment of Bylaws by Shareholders**

In addition to any requirements of law and any other provisions of these Articles of Incorporation (and notwithstanding the fact that a lesser percentage may be specified by law or these Articles of Incorporation), the affirmative vote of not less than sixty-six and two-thirds percent (66 2/3%) of the voting power of all shares of capital stock of the Corporation entitled to vote on the matter, voting together as a single class, shall be required for the shareholders of the Corporation to adopt, repeal, alter, or amend the bylaws of the Corporation.

**ARTICLE XI**  
**Affiliated Transactions**

(a) In addition to any approval of the board of directors of the Corporation (the "Board of Directors") or any shareholder vote or consent required by the laws of the State of Florida or any other provision of these Articles of Incorporation or otherwise, the affirmative vote or consent of not less than sixty-six and two-thirds percent (66 2/3%) of the voting power of all outstanding shares of capital stock of the Corporation entitled to vote generally in the election of the Corporation's directors, voting together as a single class, shall be required to authorize, adopt, or approve an Affiliated Transaction (as defined below).

(b) The provisions of paragraph (a) of this Article XI shall not apply to any particular Affiliated Transaction, and such Affiliated Transaction shall require only such affirmative vote as is required by the laws of the State of Florida and any other provision of these Amended and Restated Articles of Incorporation, if such Affiliated Transaction is approved by a majority of the Disinterested Directors (as defined below) of the Corporation.

(c) For the purpose of this Article XI:

1. "Affiliate" and "associate" shall have the respective meanings given those terms in Rule 12b-2 of the General Rules and Regulations under the Securities and Exchange Act of 1934, as amended, as in effect on the date hereof.

2. "Affiliated Transaction" is:

(i) any merger or consolidation of the Corporation or any subsidiary of the Corporation with or into (A) any Interested Person (regardless of the identity of the surviving corporation) or (B) any other person which is, or after such merger or consolidation would be, an Affiliate of the Interested Person;

(ii) any sale, lease or other disposition of all or any substantial part (assets having an aggregate fair market value of twenty-five percent (25%) of the total assets of the Corporation) of the assets of the Corporation or any subsidiary of the Corporation to any Interested Person for cash, real or personal property, including securities, or any combination thereof;

(iii) any issuance or delivery of securities of the Corporation or a subsidiary of the Corporation (which the beneficial owner shall have the right to vote, or to vote upon exercise, conversion or by contract) to an Interested Person in consideration for or in exchange of any securities or other property (including cash); or

(iv) the liquidation of the Corporation.

3. A person shall be the "beneficial owner" and shall "beneficially owns" stock of the Corporation (other than the shares of the Corporation's stock held in its treasury) (i) which such person and its Affiliates and associates own, directly or indirectly, whether of record or not, (ii) which such person or any of its Affiliates or associates has the right to acquire, pursuant to any agreement upon the exercise of

conversion rights, warrants or options, or otherwise, (iii) which such person or any of its Affiliates or associates has the right to sell or vote pursuant to any agreement, or (iv) which are beneficially owned, directly or indirectly, by any other person with which such first mentioned Person or any of its Affiliates or associates has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing of securities of the Corporation.

4. “Disinterested Director” means any member of the Board of Directors of the Corporation who is not affiliated with the Interested Person and who was a member of the Board of Directors prior to the time that the Interested Person became an Interested Person, and any successor of a Disinterested Director who is unaffiliated with the Interested Person and is recommended to succeed a Disinterested Director by a majority of Disinterested Directors then on the Board, and any person elected to fill a newly created directorship who is unaffiliated with, and not a nominee of, the Interested Person, and who is recommended by a majority of the Disinterested Directors then on the Board.

5. “Interested Person” is any person (or an Affiliate of such person within two years of the date in question) which, as of the record date for the determination of shareholders entitled to notice of any Affiliated Transaction and to vote thereof or consent thereto, or as of the date of any such vote or consent, or immediately prior to the consummation of any Affiliated Transaction, beneficially owns, directly or indirectly, ten percent (10%), or more of the shares of the Corporation eligible to vote on a matter submitted to a vote of the shareholders of the Corporation.

6. “Person” is any individual, partnership, corporation or other entity.

7. “Subsidiary of the Corporation” is any corporation of which fifty percent (50%) or more of any class of stock is beneficially owned, directly or indirectly, by the Corporation.

## **ARTICLE XII** **Indemnification**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served as an director or officer of any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article XII is a part to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of directors and officers of the

Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.


Any repeal or modification of the foregoing paragraphs of this Article XII by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

**ARTICLE XIII**  
**Amendment**

(a) Except as provided in paragraph (b) of this Article XIII, the Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed by the laws of the State of Florida. All rights, powers, privileges, and discretionary authority granted or confessed herein upon shareholders or directors are granted or confessed subject to this reservation.

(b) Notwithstanding any of the provisions of these Articles of Incorporation or the bylaws of the Corporation, no amendment to these Articles of Incorporation shall amend, alter, change, or repeal any of the provisions of, or will otherwise contain provisions inconsistent with, Articles X, XI and XIII of these Articles of Incorporation; unless such amendment, in addition to receiving any other shareholder vote or consent required by the laws of the State of Florida, shall receive the affirmative vote or consent of the holders of not less than sixty-six and two-thirds percent (66 2/3%) of the voting power of all shares of capital stock of the Corporation entitled to vote generally in the election of the Corporation's directors, voting together as a single class.

Dated this 26<sup>th</sup> day of January, 2007.

  
James R. Ayotte  
Incorporator

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TALLAHASSEE, FLORIDA

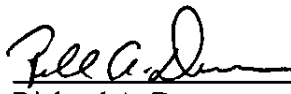
**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation; (i) I hereby accept the appointment of registered agent and agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 26 day of January, 2007.

**REGISTERED AGENT**

CFRA, LLC,  
a Florida limited liability company

By:   
Richard A. Denmon

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