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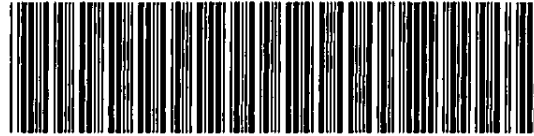
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

107-15764

T. Hampton APR 01 2007

## COVER LETTER

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

SUBJECT: MEDAMERICA INSURANCE COMPANY OF FLORIDA  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee  
☐ \$78.75 Filing Fee  
& Certificate of Status

☐ \$78.75 Filing Fee  
& Certified Copy

☒ \$87.50 Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

#107-  
See  
cover  
letter

FROM: Mary T Kogut Lowell, Esq.

Name (Printed or typed)

McRay & Lowell, PLLC, 222 W. Comstock Ave., Ste. 204

Address

Winter Park, FL 32789

City, State & Zip

(407)849-2233

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



THE LAW OFFICES OF  
MCRAY & LOWELL, PLLC

222 West Comstock Ave., Suite 204  
Winter Park, FL 32789  
Phone: 407.849.2233  
Website: [www.florida.law.pro](http://www.florida.law.pro)

Mary T. Kogut Lowell, Esq.  
E-mail: [mkogutlowell@florida.law.pro](mailto:mkogutlowell@florida.law.pro)

VIA UPS

March 28, 2007

Department of State  
Division of Corporations  
Clifton Bldg.  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: MEDAMERICA INSURANCE COMPANY OF FLORIDA

Dear Sir:

Enclosed are the two copies of the Articles of Incorporation for the above-referenced corporation, together with a check for \$107 in payment of the Filing Fee, Designation of Registered Agent Fee, and the fees for two certified copies, and two certificates of status.

Expedited processing is requested. If payment by credit card would result in quicker processing, kindly let me know at your earliest convenience. I can be reached either in my office at (407)849-2233, or on my cell phone, (407)758-6401.

Please let me know if you have any questions.

Sincerely,

MCRAY & LOWELL, PLLC

*Mary T Kogut Lowell*  
Mary T Kogut Lowell



**WESTMONT**  
ASSOCIATES, INC.

**VIA OVERNIGHT MAIL**

March 30, 2007

Ms. Karon Beyer  
Commercial Recording Bureau Chief  
Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Dear Ms. Beyer:

Further to your conversation with the Florida Department of Financial Services' Legal Division, enclosed you will find the approved MedAmerica Insurance Company of Florida's Articles of Incorporation. Please note that MedAmerica Insurance Company of Florida is a direct subsidiary of MedAmerica Insurance Company (a Pennsylvania domestic insurance company registered in Florida as a foreign insurer). Both companies have the same ultimate parent and the same management team operates both companies.

Thank you for your time and consideration.

Sincerely,

Nancy J. Stepanski  
Executive Vice President &  
Chief Operating Officer

NJS/jdw

Cc: J. Metz Sweeney  
B. Naylon, Esq.  
A. Hoteling  
F. Marro, Esq.  
S. Riley, Esq.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 30, 2007

MARY T KOGUT LOWELL, ESQ  
MCRA Y & LOWELL, PLLC STE 204  
222 W COMSTOCK AVE - STE 204  
WINTER PARK, FL 32789

SUBJECT: MEDAMERICA INSURANCE COMPANY OF FLORIDA  
Ref. Number: W07000015761

We have received your document for MEDAMERICA INSURANCE COMPANY OF FLORIDA and your check(s) totaling \$107.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

The document number of the name conflict is P04666 (MEDAMERICA INSURANCE COMPANY).

Please list the zip code for the principal address in article VI.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton  
Document Specialist  
New Filing Section

Letter Number: 407A00021925

**APPROVED**

MEDAMERICA INSURANCE COMPANY OF FLORIDA

MAR 30 2007

ARTICLES OF INCORPORATION

Docketed by: g-d

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under and by virtue of the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

Name

The name of this corporation (hereinafter sometimes called the "corporation") shall be MEDAMERICA INSURANCE COMPANY OF FLORIDA and its principal place of business shall be Winter Park, Orange County, Florida, or such other place as the Board of Directors may from time to time direct.

ARTICLE II

Nature of Corporation

The general nature of the business which we are engaged in and transacted by this corporation follows:

Section A: To make and write insurance of the following classes:

1. Health or Disability Insurance. Insurance of human beings against bodily injury, disablement, or death by accident or accidental means, or the expense thereof, or against disablement or expense resulting from sickness, and every insurance appertaining thereto. Health insurance does not include workers' compensation coverages, except as provided in FL ST. s. 624.406(4).

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Section B: To buy, sell, job and deal in and with respect to each and every type of insurance in relation to the subject matters stated in Section A hereof, or in any part thereof.

Section C: To carry on any of the businesses herein enumerated for the account of others or for its own account and to carry on any other business which may be deemed by it to be reasonably and necessarily incidental to the insurance business.

Section D: In all of the foregoing paragraphs, wherever a particular type of insurance is specified as being included within a larger class of insurance, the purposes of this corporation shall not be construed to be limited to the particular types specified, but shall include all types within the general classes of insurance.

Section E: In addition to the foregoing, this corporation shall have the right to exercise all of the general and additional powers authorized to corporations of the character here involved, under the general provisions of the laws of the State of Florida, 1976, including any amendments thereof, and the foregoing enumeration of specific purposes, objects and powers shall not be held to limit or restrict in any manner such general and additional powers.

Section F: The Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by charter or by the by-laws directed or required to be exercised or done by the stockholders.

### ARTICLE III

#### Capital Stock

The amount of capital stock which this corporation is authorized to have outstanding at any one time shall be five hundred thousand Dollars (\$500,000) divided into five thousand (5000) shares of par value of one-hundred Dollars (\$100.00) each. The capital stock shall be issued for and paid for in lawful money of the United States, or in property (including but not limited to stocks, bonds and mortgages) and real estate, at a just valuation to be fixed by the directors at a meeting called for such purpose. Each holder of common stock in this corporation shall be entitled to one (1) vote for each share of common stock held by him. The corporation will begin business with a stated capital of three million Dollars (\$3,000,000).

### ARTICLE IV

#### Preemptive Rights

The shareholders of the corporation shall have preemptive rights to acquire unissued or treasury shares of the corporation or the securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of the corporation.

### ARTICLE V

#### Terms of Existence

This corporation shall have perpetual existence unless terminated as authorized by law.

### ARTICLE VI

#### Principal Office

The principal office of this corporation shall be located at 400 South Park Avenue, Suite 320, Winter Park, Florida, except as from time to time changed pursuant to the direction of the directors of this corporation.



## ARTICLE VII

### Directors and Officers

1. The business of this corporation shall be managed and conducted by a Board of Directors of not less than five (5) or more than fifteen (15) as from time to time determined by the stockholders or by the directors, in accordance with the terms and conditions of the by-laws of this corporation and shall be elected annually and from time to time as fixed by the by-laws of this corporation. The directors, pursuant to the authorization of the by-laws, shall elect and designate the officers necessary to carry on and conduct the business of this corporation, which shall include a President, Secretary and Treasurer, and may include a Chairman of the Board of Directors, and such other officers, managers and agents as may be required or desired in the conduct of the business of the corporation. The office of Secretary and the office of Treasurer may be held by one person.

2. The names and post office addresses of the directors and officers of this corporation who shall conduct the business of this corporation until the next annual meeting of stockholders or until their successors are elected and qualified, are as follows, to-wit:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Angela Lynn Hoteling	63 Twin Oak Drive Rochester, NY 14606	165 Court Street Rochester, NY 14647
William Lawrence Naylon	1596 Lake Road Webster, NY 14580	165 Court Street Rochester, NY 14647
Christopher Dean Perna	5 Kingsfield Drive Pittsford, NY 14534	165 Court Street Rochester, NY 14647

Cheryl Lynette Smith Bush	5527 Barber Hill Road Geneseo, NY 14454	165 Court Street Rochester, NY 14647
William Ellsworth Jones, Jr.	3552 W. Lake Road Canadaigua, NY 14424	165 Court Street Rochester, NY 14647
John Gregory Doyle, Jr.	4 Knollwood Drive Rochester, NY 14618	792 Calkins Road Rochester, NY 14623
David Thomas Griffith	134 Paris Road New Hartford, NY 13413	555 French Road New Hartford, NY 13413
Casper Francis Sedgwick	7553 Hunt Lane Fayetteville, NY 13066	165 Court Street Rochester, NY 14647
Randall Livingston Clark	177 Halston Parkway East Amherst, NY 14051	3570 Broadway Buffalo, NY 14227
David Harry Klein	62 Meadow Cove Road Pittsford, NY 14534	165 Court Street Rochester, NY 14647
Emil Douglas Duda	23 Old Westfall Drive Rochester, NY 14625	165 Court Street Rochester, NY 14647
Christopher Cahill Booth	10 Northstone Rise Pittsford, NY 14534	165 Court Street Rochester, NY 14647
Margaret Mary Cassady	4767 Cornish Heights Parkway Syracuse, NY 13215	344 S. Warren St Syracuse, NY 13202
Hermes Luther Ames, III	9 Edgewood Circle Menands, NY 12204	165 Court Street Rochester, NY 14647
Natalie Lorena Brown	10817 Hinman Road Barneveld, NY 13304	33 Jewett Place Utica, NY 13501
Thomas Stanley Coughlin	RR1, Box 3076 Brackney, PA 18812	49 Court Street Binghamton, NY

		13901
Deborah Anne Freund, Ph.D.	5213 Silver Fox Drive Jamesville, NY 13078	Crouse-Hinds Hall, Suite 500 900 S. Crouse Ave. Syracuse, NY 13244-2130
Thomas Yale Hobart, Jr.	157 Bassett Road Amherst, NY 14221	165 Court Street Rochester, NY 14647
Daniel Rob Mackenzie, M.D.	6252 Bower Road Trumansburg, NY 14886	101 Dates Drive Ithaca, NY 14850
Thomas Lang Mahoney, M.D.	39 Rock Creek Pittsford, NY 14534	3875 E. Henrietta Road Henrietta, NY 14467
Geraldine Christine Ochocinska	175 Robin Hill Road Amherst, NY 14221	35 George Karl Blvd. Amherst, NY 14221
Edward Joesph Pettinella	924 Lake Road Webster, NY 14580	850 Clinton Sq. Rochester, NY 14604
Carol Raphael	700 Columbus Avenue New York, NY 10025	107 East 70 <sup>th</sup> St. New York, NY 10021
Leonard Eugene Redon	10 Lake Lacoma Drive Pittsford, NY 14534	911 Panorama Trail South Rochester, NY 14625
David DeWitt Reh	38 Cheshire Ridge Victor, NY 14564	600 Fishers Run Fishers, NY 14553

Albert Joseph Simone, Ph.D.	2201 Lehigh Station Road Pittsford, NY 14534	2 Lomb Memorial Drive Rochester, NY 14623
George Fleming Tagger Yancey, Jr.	32 Oliver Street Rochester, NY 14607	45 East Avenue Rochester, NY 14604

### ARTICLE VIII

#### Names and Addresses of Incorporators

<u>Name</u>	<u>Address</u>	<u>Office</u>
Angela Lynn Hoteling	63 Twin Oak Drive Rochester, NY 14606	165 Court Street Rochester, NY 14647
William Lawrence Naylon	1596 Lake Road Webster, NY 14580	165 Court Street Rochester, NY 14647
Christopher Dean Perna	5 Kingsfield Drive Pittsford, NY 14534	165 Court Street Rochester, NY 14647
Cheryl Lynette Smith Bush ,	5527 Barber Hill Road Geneseo, NY 14454	165 Court Street Rochester, NY 14647
William Ellsworth Jones, Jr.	3552 W. Lake Road Canadaigua, NY 14424	165 Court Street Rochester, NY 14647

### ARTICLE IX

#### Registered Agent

The name and Florida street address of the registered agent is Mary T. Kogut Lowell, Esq., Law Offices of McRay & Lowell, PLLC, 222 West Comstock Avenue, Suite 204, Winter Park, Florida 32789. .

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Mary Thelma Howell  
Signature/Registered Agent

3-29-2007  
Date

The stockholders of this corporation shall not be liable for any of the debts of this corporation.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed and set their names and seals this 28<sup>th</sup> day of March, 2007.

[Signature] (SEAL)  
Angela Lynn Hoteling

[Signature] (SEAL)  
William Lawrence Naylon

[Signature] (SEAL)  
Christopher Dean Perna

[Signature] (SEAL)  
Cheryl Lynette Smith Bush

[Signature] (SEAL)  
William Ellsworth Jones, Jr.

STATE OF NEW YORK

COUNTY OF MONROE

Be it remembered that on this day personally appeared before me, the undersigned Notary Public in and for the State of New York, and duly authorized to take acknowledgments, Angela Lynn Hoteling, William Lawrence Naylor, Christopher Dean Perna, Cheryl Lynette Smith Bush and William Ellsworth Jones, Jr., well known to me personally and who acknowledged before me that they executed the foregoing instrument as their free acts and deeds and for the purposes therein set forth.

WITNESS my hand and official seal at Rochester, Monroe County, New York, this the 28<sup>th</sup> day of March, 2007.

Deborah A. Dodge  
Notary Public

My Commission Expires:

**DEBORAH A. DODGE**  
Notary Public, State of New York  
Qualified in Monroe County  
Commission Expires Feb. 14, 2010