

P070000 61380

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

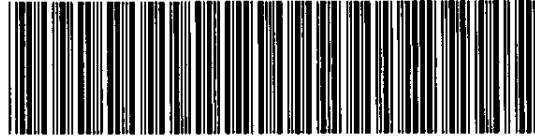
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200294452912

01/19/17--01009--024 **43.75

RECEIVED
DEPARTMENT OF MAIL
17 JAN 19 PM 2:24

FILED
17 JAN 19 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 19 2016

T. LEMMON

Restated

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Olympus Insurance Company

DOCUMENT NUMBER: P07000061380

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

Please return all correspondence concerning this matter to the following:

Fred E. Karlinsky
Name of Contact Person
Greenberg Traurig, P.A.
Firm/ Company
401 East Las Olas Boulevard, Suite 2000
Address
Ft. Lauderdale, Florida 33301
City/ State and Zip Code

karlinskyf@gtlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Benjamin J. Zellner at (954) 768-8258
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

**OFFICE OF INSURANCE
REGULATION**

JAN 19 2017

LEGAL SERVICES OFFICE

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

Pursuant to the laws of the State of Florida, and particularly Chapter 607 and Chapter 628, Florida Statutes, the undersigned hereby adopt the following Amended and Restated Articles of Incorporation to be effective as of January 6, 2017:

**ARTICLE 1
NAME**

The name of the corporation shall be Olympus Insurance Company. For convenience, the corporation shall be referred to in this instrument as the "Company," these Articles of Incorporation as the "Articles", and the By-laws of the Company as the "By-laws."

**ARTICLE 2
OFFICE**

The principal office and mailing address of the Company shall be 4200 Northcorp Parkway, Suite 400, Palm Beach Gardens, Palm Beach County, Florida 33410, 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 the Florida Business Corporation Act and the Florida Insurance Code.

**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 Florida law, the Company is being formed to write all lines of insurance authorized to be written in the State of Florida, including but not limited to property and casualty insurance, upon authorization and approval of all applicable regulatory agencies of the State of Florida.

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

FILED
17 JAN 19 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 5
AUTHORIZED SHARES

The Company shall be authorized to issue up to thirty-five thousand (35,000) shares having a par value of one dollar (\$1.00) per share.

ARTICLE 6
TERM OF EXISTENCE

The Company shall have perpetual existence until such time as the Company shall be dissolved and its affairs wound up in accordance with applicable law.

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 from time to time. 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, or (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 the directors and officers whom it shall have power to indemnify under said sections 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 By-law, 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 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 By-laws. The officers shall be elected by the Board of Directors of the Company at its first meeting following the annual meeting of the shareholders of the Company and shall serve at the pleasure of the Board of Directors. The By-laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The initial terms of office of the initial officers shall be for not more than one year after the date of incorporation of the Company.

ARTICLE 9 DIRECTORS

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 By-laws, but which shall consist at any time of not less than five (5) directors (each a "Director" comprising the "Board of 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 By-laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-laws. Elections of directors need not be by written ballot except and to the extent provided in the By-laws 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 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 persons' 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 his office in compliance with the foregoing standards.

ARTICLE 10
BY-LAWS

The initial By-laws of the Company shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-laws. Without limiting the foregoing, the shareholders of the Company may adopt or amend a By-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by the Florida Business Corporation Act.

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 By-laws 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 Filing. A copy of each amendment shall be filed with the Florida Office of Insurance Regulation and with the Florida Secretary of State pursuant to the provisions of applicable Florida law.

ARTICLE 12
INCORPORATORS

The names and addresses of the Incorporators of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
Barry Fox	OLYMPUS INSURANCE COMPANY 6675 Westwood Boulevard Westwood Center 3 Orlando, Florida 32821
William Lowry	OLYMPUS INSURANCE COMPANY 6675 Westwood Boulevard Westwood Center 3 Orlando, Florida 32821
Daniel Stencel	OLYMPUS INSURANCE COMPANY

Christopher Teryazos

6675 Westwood Boulevard
Westwood Center 3
Orlando, Florida 32821

OLYMPUS INSURANCE COMPANY
6675 Westwood Boulevard
Westwood Center 3
Orlando, Florida 32821

Steven Wacaster

OLYMPUS INSURANCE COMPANY
6675 Westwood Boulevard
Westwood Center 3
Orlando, Florida 32821

ARTICLE 13
REGISTERED OFFICE,
ADDRESS AND NAME OF REGISTERED AGENT

The registered office of the Company shall be at Division of Insurer Services – Service of Process Section, 200 E. Gaines Street, Tallahassee, Florida 32399. The registered agent at that address shall be Chief Financial Officer of the State of Florida.

Signature page follows

IN WITNESS WHEREOF, the Directors have affixed their signatures the day and year set forth below.

Jennifer Lee Gravelle

State of _____ :
County of _____ : ss.

Personally appeared before me this _____ day of _____, 2017, _____, 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)



Richard Hannah Davis, Jr.

State of New York :
County of New York : ss.

Personally appeared before me this 4 day of January, 2017, Rich Davis, 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 P. DOLAN
Notary Public, State of New York
Registration #01DO6322374
Qualified In Queens County
Commission Expires April 6, 2019

IN WITNESS WHEREOF, the Directors have affixed their signatures the day and year set forth below.

Jennifer Lee Gravelle
Jennifer Lee Gravelle

State of Florida :
County of Palm Beach :
:ss.

Personally appeared before me this 6th day of May, 2017, _____, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

Tamara Louise Medel
_____, Notary Public State of _____

My commission expires:

11/30/18



Richard Hannah Davis, Jr.

State of _____ :
County of _____ :
:ss.

Personally appeared before me this ____ day of _____, 2017, _____, 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)

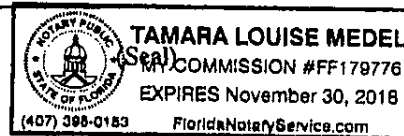
State of Florida : Jeffrey Bernard Scott
County of Palmetto : :ss.

Personally appeared before me this 6th day of January, 2017, _____, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

My commission expires:

11/30/18

Tamara Louise Medel
_____, Notary Public State of _____



Daniel Benjamin Stencel

State of _____ :
County of _____ : :ss.

Personally appeared before me this _____ day of _____, 2017, _____, 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)

Jeffrey Bernard Scott

State of _____ :
County of _____ : SS.

Personally appeared before me this ____ day of _____, 2017, _____, 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)

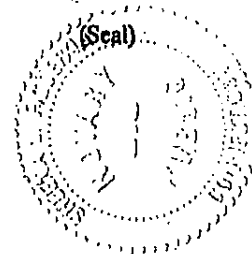


Daniel Benjamin Stencel

State of Connecticut :
County of Fairfield : SS.

Personally appeared before me this 4th day of January, 2017, Sheena, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

My commission expires: 10/31/2018 
_____, Notary Public State of CT





Alec Isabelle Jean Machiels

State of New York :

:ss.

County of New York :

Personally appeared before me this 4 day of January 2017, Alec Machiels 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 P. DOLAN
Notary Public, State of New York
Registration #01DO6322374
Qualified In Queens County
Commission Expires April 6, 2019