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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T. Burch JUN 13 2007

T. Burch JUN 14 2007

Radley, Thomas, Youn, Clark, PA.

TRAVIS MILLER

Requester's Name

STE. 200

301 S. BRONOUGH ST.

Address

(850)

TALLAHASSEE FL

City/State/Zip

Phone #

425-6654

32301

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

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2007 JUN 13 PM 12:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
XALT INSURANCE COMPANY

The undersigned incorporator, for the purpose of forming a corporation for profit pursuant to the Laws of the State of Florida, and particularly Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE 1
NAME

The name of the corporation shall be XALT Insurance Company. The corporation shall be referred to in these Articles as the "Company." These Articles of Incorporation are referred to as the "Articles", and the Bylaws of the Company are referred to as the "Bylaws."

ARTICLE 2
OFFICE

The principal office and mailing address of the Company shall be 301 South Bronough Street, Suite 200, Tallahassee, Florida 32301 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 law.

ARTICLE 3
PURPOSE

The Company is organized to engage in any and all business permitted under the Laws of Florida and other jurisdictions.

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 One Million (1,000,000) shares, each having a par value of One Cent (\$0.01) per share.

ARTICLE 6
TERM OF EXISTENCE

The Company shall have perpetual existence.

ARTICLE 7
INDEMNIFICATION

7.1 Indemnification. The Company shall, to the fullest extent permitted by the provisions of sections 607.0831 and 607.0850, Florida Statutes, as amended and supplemented from time to time, 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.

7.2 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 Bylaws. 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 Bylaws may provide for the removal of officers from office, for filling vacancies, and for the duties and qualifications of the officers. The 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 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 one (1) director.

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 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 BYLAWS

The first 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 manner provided in Chapter 607, Florida Statutes.

ARTICLE 12 TRANSACTIONS IN WHICH OFFICERS OR DIRECTORS ARE INTERESTED

A. No contract or other transaction between the Company and one or more of its directors or officers, or between the Company and any other corporation, firm or entity in which one or more of the Company's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors is or are present at or participate in the meeting of the Board of Directors or a Committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the Committee which authorizes, approves, or ratifies the contract or transaction

by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

2. The fact of such relationship or interest is disclosed or known to any shareholders of the Company entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to Company at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction, and shares held by them may be counted in determining the presence of a quorum at a meeting of shareholders at which action is taken pursuant to this Article.

ARTICLE 13 INCORPORATOR

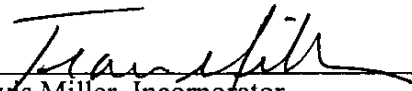
The names and addresses of the Incorporator of this Company is:

Travis Miller, 301 South Bronough Street, Suite 200, Tallahassee, Florida 32301.

ARTICLE 14 INITIAL REGISTERED OFFICE; ADDRESS AND NAME OF REGISTERED AGENT

The initial registered agent of the Company is Travis Miller and the address of the initial registered office of the registered agent is 301 South Bronough Street, Suite 200, Tallahassee, Florida 32301.

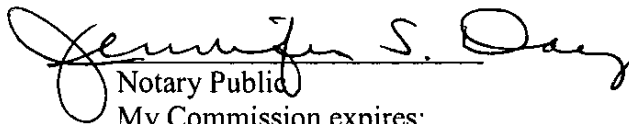
IN WITNESS WHEREOF, the Incorporator has affixed his signature the 13th day
of June, 2007.


Travis Miller, Incorporator

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned
authority, **TRAVIS MILLER**, to me personally known as identification and known to me to be
the person who executed the foregoing instrument and acknowledged before me that he executed
the same freely and voluntarily for uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 13th day of
June, 2007.



Notary Public
My Commission expires:
Commission Number:



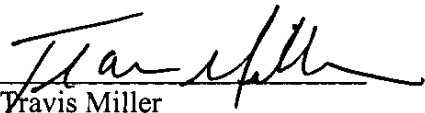
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 48.091 and 607.034, the following is submitted:

XALT Insurance Company, desiring to organize as a corporation under the laws of the State of Florida, has designated 301 South Bronough Street, Suite 200, Tallahassee, Florida 32301, as its initial Registered Office and has named Travis Miller located at said address as its initial Registered Agent.


Travis Miller

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.


Travis Miller
Registered Agent