

P07000112434

Cody Schwarz

(Requestor's Name)

215 S. Monroe St. #701

(Address)

(Address)

Tallahassee, FL 32301

(City/State/Zip/Phone #)

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Northern Capital Select Ins. Com.

(Business Entity Name)

P07000112434

(Document Number)

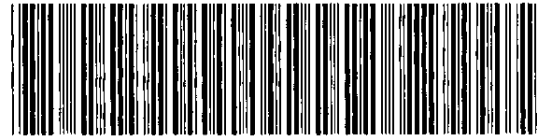
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05/08/09--01014--008 **52.50

Amended &
Restated

RECEIVED
09 MAY - 8 AM 11:53
2009 JUL - 9 PM 12:20
FILED
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

*00789, 00721, 01048, 04048, 7/9/09



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 8, 2009

Cody Schwartz
215 S. Monroe St.
#701
Tallahassee, FL 32301

SUBJECT: NORTHERN CAPITAL SELECT INSURANCE COMPANY
Ref. Number: P07000112434

We have received your document for NORTHERN CAPITAL SELECT INSURANCE COMPANY and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The Chief Financial Officer is the statutory agent for service of process for the subject entity and cannot be changed.

The Chief Financial Officer is by law the registered agent for the subject entity. If you want to make a change in the contact person who is designated to accept service of process with the Department of Financial Services, please contact that Department at (850) 413-4102.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Regulatory Specialist II

Letter Number: 609A00015734

APPROVED

JUL 01 2009

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
NORTHERN CAPITAL SELECT INSURANCE COMPANY**

Docketed by DJW

2009 JUL -9 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Pursuant to the Board of Directors meeting of Northern Capital Select Insurance Company, a Florida corporation (herein, the "Corporation"), the Corporation hereby adopts these Amended and Restated Articles of Incorporation, which accurately copy the Articles of Incorporation filed with the Florida Department of State on October 12, 2007 (the "Articles of Incorporation").

These Amended and Restated Articles of Incorporation were adopted by resolution of the Board of Directors of the Corporation on the 12th day of January, 2009. The Board voted unanimously to amend Article I, "Name," of the Articles of Incorporation to read Northern Capital Select Insurance Company and Article V "Registered Office and Agent".

The Articles of Incorporation are hereby superseded by the following Amended and Restated Articles of Incorporation (the "Articles") which accurately copy the entire text thereof, along with the amendments set forth herein.

**ARTICLE I
NAME**

The name of the corporation shall be NORTHERN CAPITAL SELECT INSURANCE COMPANY. The principal place of business of this corporation shall be 7200 Corporate Center Drive, Suite 505, Miami, Florida 33126 or as the Board of Directors shall determine from time-to-time.

**ARTICLE II
NATURE OF THE BUSINESS**

The purpose of this corporation is to engage in the business of property and casualty insurance, and to conduct any and all lawful business incidental thereto as permitted under the laws of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The corporation is authorized to issue one class of stock designated as common stock. The maximum number of shares which this corporation is authorized to issue is

1,000,000 shares of common stock having a par value of \$1.00 per share. The corporation shall not commence transacting business until such time as the aggregate of its paid in capital and surplus as to policyholders totals at least Nine million dollars (\$9,000,000).

All shares of the Corporation shall be sold for lawful money of the United States or equivalent United States Government Securities; provided, however, the consideration received as surplus for any shares may also consist of any type of securities in which this Corporation would be permitted to invest under the Florida Insurance Code.

ARTICLE IV TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V REGISTERED OFFICE AND AGENT

The registered agent of the Corporation for the service of process shall be the Chief Financial Officer ("CFO") of the State of Florida, Florida Department of Financial Services, Division of Legal Services, Service of Process Section, 200 East Gaines Street, P.O. Box 6200, Tallahassee, Florida, 32314-6200. The CFO shall forward any such process to the Corporation at 7200 Corporate Center Drive, Suite 505, Miami, Miami-Dade County, Florida 33126, and the designated person of the Company at such office to receive such process shall be Maria L. DiGiorgio, Esq., or such other designated person as may be designated by the Board of Directors. Said registered office and registered agent may be changed at any time by the Board of Directors of the Corporation, if permitted by Florida law. Said designated office and agent of the Corporation to receive process from the CFO may be changed at any time by the Board of Directors of the Corporation.

ARTICLE VI BOARD OF DIRECTORS

SECTION 1. The corporation shall have five (5) directors initially and never less than five (5) directors, all of whom are United States Citizens and all of whom are over the age of 18. The terms of office of the initial directors shall be for not more than one year after the date of incorporation of the corporation. The name and residence street addresses of the directors whose initial term of office shall be for one year are:

Alexander Anthony
1131 Oriole Avenue
Miami Springs, FL 33166

Albert Fernandez
15782 SW 91st Street
Miami, Florida 33196

Wayne Fletcher
1163 Peregrine Way
Weston, Florida 33327

Juan Carlos Miguelez
10410 SW 128th Place
Miami, Florida

Maria L. DiGiorgio, Esq.
1798 SW 19th Street
Miami, Florida 33145

SECTION 2. All corporate powers shall be exercised by or under the authority of the directors and the business and affairs of the Corporation shall be managed and administered pursuant to the policies adopted by the directors.

SECTION 3. The qualification, election and tenure of the directors shall be provided for in the Bylaws.

ARTICLE VII INCORPORATORS

This corporation shall have five (5) incorporators, who are United States Citizens and who are over the age of eighteen. The name and residence address of each incorporator is:

Alexander Anthony
1131 Oriole Avenue
Miami Springs, FL 33166

Albert Fernandez
15782 SW 91st Street
Miami, Florida 33196

Wayne Fletcher
1163 Peregrine Way
Weston, Florida 33327

Juan Carlos Miguelez
10410 SW 128th Place
Miami, Florida

Maria L. DiGiorgio, Esq.
1798 SW 19th Street
Miami, Florida 33126

ARTICLE VIII AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment made thereto, provided such action does not violate or contravene Florida law.

IN WITNESS WHEREOF, the Corporation has caused the corporate secretary to execute these Amended and Restated Articles of Incorporation this 9th day of June, 2009



Maria L. DiGiorgio, Esq., Secretary