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AMENDMENT FILING DOC # L79143
COVER LETTER**

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

SUBJECT: TOWER HILL COMMERCIAL INSURANCE, INC.
(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

FROM: Scott P. Rowe
Name (Printed or typed)

7201 NW 11th Place
Address

Gainesville, FL 32605
City, State & Zip

352.333.1209
Daytime Telephone number

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

ARTICLES OF INCORPORATION
OF
TOWER HILL COMMERCIAL INSURANCE, INC.

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ARTICLE I
Name

The name of the Corporation is Tower Hill Commercial Insurance, Inc.

ARTICLE II
Address

The principal office and mailing address of the Corporation is 7201 NW 11th Place, Gainesville, Florida 32605.

ARTICLE III
Purpose

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV
Capitalization

Section 1. Authorized Shares. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 200 shares, consisting of:

- 100 shares of Voting Stock, par value \$1 per share (the "Voting Stock");
- 100 shares of Non-Voting Stock, par value \$1 per share (the "Non-Voting Stock").

The consideration to be paid for each share shall be fixed by the Board of Directors and such consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services, performed, promises to perform services evidenced by a written contract, or other securities of the Corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

Section 2. Terms of Non-Voting Stock. Shares of Non-Voting Stock may be issued from time to time in one or more series. The holders of the Non-Voting Stock shall be entitled to dividends thereon at a rate equal to that of the Voting Stock. All remaining profits which the

Board of Directors may determine to apply in payment of dividends shall be distributed equally among the holders of Voting Stock and Non-Voting Stock. Upon dissolution, whether voluntary or involuntary, the assets of the Corporation shall be distributed to the Shareholders based on their ownership percentage.

Section 3. Voting Rights. The holders of the Voting Stock shall be entitled to notice of all shareholders meetings in accordance with the Corporation's bylaws and shall be entitled to vote on all matters submitted to the shareholders for a vote with each share entitled to one vote per share. Holders of Non-Voting Stock shall have no such voting rights.

Section 4. Dividends. The holders of the shares of Non-Voting Stock and Voting Stock shall be entitled to dividends, whether in cash, stock or other property, when, as, and if declared by the Board of Directors, pro rata among the holders thereof based upon the number of shares outstanding.

Section 5. Preemptive Rights. No additional shares of stock of the Corporation may be issued without the assent or vote of the Voting and Non-Voting Shareholders of the Corporation holding at least 80 percent of the total shares of the Corporation.

ARTICLE V

Powers of the Corporation

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE VI

Term Of Existence

The term of existence of the Corporation is perpetual.

ARTICLE VII

Title

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE VIII
Registered Office And Registered Agent

The street and address of the current registered office of this Corporation is 7201 NW 11th Place, Gainesville, Florida 32605, and the name of the current registered agent of this Corporation at that address is Scott P. Rowe.

ARTICLE IX
Bylaws

Except as expressly provided elsewhere herein, the assent or vote of the shareholders of the Corporation holding at least 80 percent of the total voting and non-voting power of the Corporation shall be required to make, alter, amend, or repeal the Bylaws of the Corporation.

ARTICLE XI
Initial Board of Directors

The Corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the Bylaws, but it shall never be less than one. The name and address of the initial Director of this Corporation is WILLIAM J. SHIVELY, 7201 N.W.11th Place, Gainesville, Florida 32605.

ARTICLE XI
Required Director Vote

The vote of members of the Board of Directors constituting more than 50 percent of the number of Directors of which the Board consists at the time (including vacancies) shall be required for all actions taken by the Board of Directors.

ARTICLE XII
Indemnification

The Corporation shall indemnify the members of its Board of Directors and its officers to the full extent permitted by law. The Board of Directors is hereby specifically authorized to make such other provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE XIII
Incorporator

The name and address of the person signing these Articles is Scott P. Rowe, 7201 N.W. 11th Place, Gainesville, Florida 32605.

ARTICLE XIV
Amendments

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment thereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation. The assent or vote of the Voting and Non-Voting Shareholders of the Corporation holding at least 80 percent of the total shares of the Corporation shall be required to make, alter, amend, or repeal these Articles of Incorporation.

DATED this 4th day of January 2008



Scott P. Rowe
Incorporator

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Consent of Registered Agent

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.

DATED this 4th day of January 2008



Scott P. Rowe