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DEPARTMENT OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

08 FEB 18 PM 4:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CS 2-18

## COVER LETTER

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

SUBJECT: CITON Agency, 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      ☐ \$78.75  
Filing Fee      Filing Fee  
                    & Certificate of Status

☐ \$78.75      ☒ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                                    & Certificate of  
                                    Status

**ADDITIONAL COPY REQUIRED**

FROM: Sandy P. Fay

Name (Printed or typed)

100 SE 3rd Ave., 23rd Floor

Address

Fort Lauderdale, FL 33394

City, State & Zip

(954) 492-4010

Daytime Telephone number

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

ARTICLES OF INCORPORATION  
FOR  
CITON AGENCY, INC.

FILED

08 FEB 18 PM 4:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for insurance 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 CITON Agency, Inc. 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 8900 Keystone Crossing, Suite 530, Indianapolis, Indiana 46240, 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 applicable law.

ARTICLE 3  
PURPOSE

The general nature of the business to be transacted by the Company shall be to engage in any and all business permitted under the laws of the State of Florida, including, without limitation, acting as the managing general agency for CITON Insurance, Inc., an affiliate of the Company.

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.

ARTICLE 5  
AUTHORIZED SHARES

The Company shall be authorized to issue up to one hundred thousand (100,000) 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. The names and addresses of the initial officers whose initial terms of office shall be for one year and who thereafter shall serve as designated by the Board of Directors are as follows:

Kenneth M. Gregg - CEO

CITON Group, Inc.  
8900 Keystone Crossing, Suite 530  
Indianapolis, IN 46240

Steven Alonso – President and CFO

CITON Group, Inc.  
8900 Keystone Crossing, Suite 530  
Indianapolis, IN 46240

Joseph Clarke - Controller

CITON Group, Inc.  
8900 Keystone Crossing, Suite 530  
Indianapolis, IN 46240

## 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, which shall initially be made up of six (6) 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.

9.5 Initial Directors. The names and addresses of the members of the initial Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-laws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Kenneth M. Gregg	CITON Group, Inc. 8900 Keystone Crossing, Suite 530 Indianapolis, IN 46240
Steven Alonso	CITON Group, Inc. 8900 Keystone Crossing, Suite 530 Indianapolis, IN 46240
Rick Stanley	CITON Group, Inc. 8900 Keystone Crossing, Suite 530 Indianapolis, IN 46240
Joseph Huffine	CITON Group, Inc. 8900 Keystone Crossing, Suite 530 Indianapolis, IN 46240
Todd Stephenson	CITON Group, Inc. 8900 Keystone Crossing, Suite 530 Indianapolis, IN 46240
David Johnson	Axiom Re, Inc. 940 Golf House Road West Stoney Creek, NC 27377

#### 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 under applicable Florida law.

11.3 Filing. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law.

ARTICLE 12  
INCORPORATOR

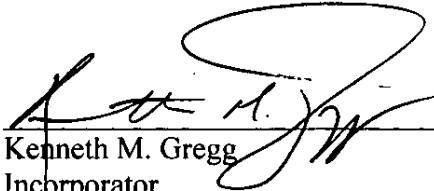
The name and mailing address of the incorporator for the Company and the person signing these articles of incorporation is Kenneth M. Gregg, whose address is 8900 Keystone Crossing, Suite 530, Indianapolis, Indiana 46240.

ARTICLE 13  
INITIAL REGISTERED OFFICE;  
ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of the Company shall be at 1200 South Pine Island Road, Plantation, Florida 33324, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be CT Corporation.

*[Remainder of Page Intentionally Left Blank]*

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this  
31 day of January, 2008

  
Kenneth M. Gregg  
Incorporator



CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is submitted:

Desiring to organize under the laws of the State of Florida with its principal office as indicated in the foregoing Articles of Incorporation, CITON Agency, Inc. has named CT Corporation located at 1200 South Pine Island Road, Plantation, Florida 33324, as its statutory registered agent to accept service of process within this state. The undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

ACKNOWLEDGMENT:

Having been named the statutory registered agent to accept service of process for CITON Agency, Inc., at the place designated in this Certificate, I am familiar with the obligations of that position, and hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

CT Corporation, Registered Agent

By: 

Name:

Title:

**Madonna Cuddihy**  
**Special Assistant Secretary**

**FILED**  
08 FEB 18 PM 4:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA