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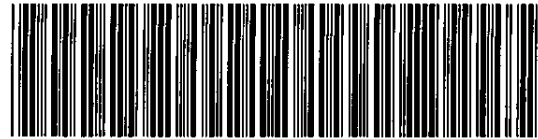
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08 JUL -2 PM 12:10

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

Jul 02, 2008 08:00 AM

Secretary of State

COVER LETTER

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

SUBJECT: Legacy U.S. Insurance Company

(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: Sandy P. Fay

Name (Printed or typed)

100 SE Third Avenue, 23rd Floor

Address

Fort Lauderdale, Florida 33394

City, State & Zip

(954) 492-4010

Daytime Telephone number

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

APPROVED

JUN 20 2008

**ARTICLES OF INCORPORATION
FOR
LEGACY U.S. INSURANCE COMPANY**

Recorded by: LSW

The undersigned incorporators, for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida, particularly Chapter 607 and Chapter 628, Florida Statutes, and upon approval and adoption pursuant to a shareholder vote proposed by the Board of Directors of Legacy Insurance Company in accordance with Sections 607.1003, 607.1006, and 607.1007, Florida Statutes, hereby adopt the following Articles of Incorporation:

**ARTICLE 1
NAME**

The name of the corporation shall be Legacy U.S. Insurance Company. For convenience, the corporation shall be referred to in these Articles of Incorporation as the "Company." These Articles of Incorporation shall be referred to as the "Articles," and the Bylaws of the Company shall be referred to as the "Bylaws."

**ARTICLE 2
OFFICE**

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Jul 02, 2008 08:00 AM
Secretary of State**

The principal office and mailing address of the Company shall be 1631 Racetrack Road, Jacksonville, Florida 32259 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 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 section 628.081(3)(c), Florida Statutes, the Company is being formed to write all kinds of insurance that are authorized to be written in the State of Florida, including, but not limited to, property and casualty insurance.

**ARTICLE 4
POWERS**

The Company shall have all of the common-law and statutory powers of a corporation for profit organized 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 two hundred thousand (200,000) shares of common capital stock, having a par value of ten dollar (\$10) per share. Said shares are the only class of shares of the Company and the owners thereof shall be entitled to receive the net assets of the Company in the event of dissolution.

ARTICLE 6
TERM OF EXISTENCE

The Company shall have perpetual existence.

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. 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, (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 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.

7.3 Amendment. No amendment, modification or repeal of this Article 7 shall adversely affect any right or protection of a Director or Officer 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 from office of Officers, 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. 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:

President and Chief Executive Officer

Mitchel Stephen Sattler
5720 Salem School Rd
Dunlap, IL 61525

Chief Financial Officer

Eric Lee Gobble
8320 North Ford Rd
Edwards, Illinois, 61528

Chief Underwriting Officer and Secretary

Donald Jay Endress
134 South Rhode Island
Morton, Illinois 61550

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 Bylaws, but which shall consist at any time of not less than five (5) Directors, a majority of whom shall be citizens of the United States.

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 or her 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 person's 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 the office in compliance with the foregoing standards.

9.5 First Directors. The names and addresses of the initial members of the Board of Directors whose initial term of office shall not be for more than one year after the date of incorporation, and who are all citizens of the United States, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mitchel Stephen Sattler	5720 Salem School Rd Dunlap, Illinois 61525
Eric Lee Gobble	8320 North Ford Rd Edwards, Illinois, 61528
Donald Jay Endress	134 South Rhode Island Morton, Illinois 61550
Dennis W. Olsen	924 North Mapleton Oak Park, Illinois 60302
Rick J. L. Larson	269 Ivy Lakes Drive Jacksonville, FL 32259

ARTICLE 10
AUTHORIZED CAPITAL

The authorized capital of the Company shall be in an amount not less than that amount required under Florida law.

ARTICLE 11
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 12
AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

12.1 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 Bylaws and Chapter 607, Florida Statutes.

12.2 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).

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

ARTICLE 13
INCORPORATORS

The names and addresses of the Incorporators of this Company, none of whom is less than 18 years of age, are:

<u>NAME</u>	<u>ADDRESS</u>
Mitchel Stephen Sattler	5720 Salem School Rd Dunlap, Illinois 61525

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Jul 02, 2008 08:00 AM
Secretary of State

Eric Lee Gobble

8320 North Ford Rd
Edwards, Illinois, 61528

Donald Jay Endress

134 South Rhode Island
Morton, Illinois 61550

Dennis W. Olsen

924 North Mapleton
Oak Park, Illinois 60302

Richard J. L. Larson

269 Ivy Lakes Drive
Jacksonville, FL 32259

ARTICLE 14
REGISTERED OFFICE;
ADDRESS AND NAME OF REGISTERED AGENT

The registered agent of the Company 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 Company at One Financial Plaza, 23rd Floor, 100 Southeast 3rd Avenue, Fort Lauderdale, Broward County, Florida 33394, and the designated person of the Company at such office to receive such process shall be Fred E. Karlinsky, 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 Company, if permitted by Florida law. Said designated office and agent of the Company to receive process from the CFO may be changed at any time by the Board of Directors of the Company.

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

Mitch Sattler
Mitchel Stephen Sattler
Director

State of _____ :
County of Peoria : ss.

Personally appeared before me this 24th day of June, 2008,
Mitch Sattler, who acknowledged that he executed the foregoing Articles of
Incorporation as his/her free act and deed.

Lisa M. Abraham
Notary Public State of _____

My commission expires: 3.12.02 (Seal)



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

Eric Lee Gobble

Eric Lee Gobble, Director

State of _____ :

County of Peoria : ss.

Personally appeared before me this 24th day of June, 2008
Eric Gobble, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

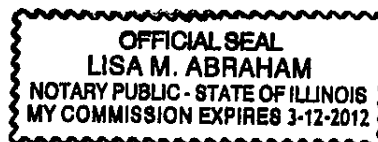
Lisa M. Abraham

Notary Public State of _____

My commission expires:

3.12.12

(Seal)



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

Donald Jay Endress
Donald Jay Endress, Director

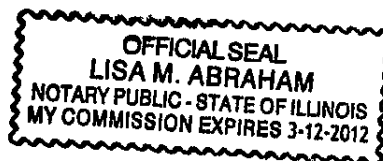
State of _____ :
County of Peoria : ss.

Personally appeared before me this 24 day of June, 2008,
Don Endress, who acknowledged that he executed the foregoing Articles of
Incorporation as his/her free act and deed.

Lisa M. Abraham
Notary Public State of _____

My commission expires: 3.12.12

(Seal)



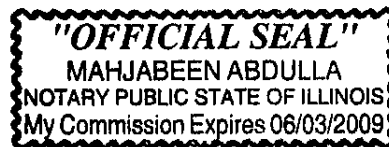
IN WITNESS WHEREOF, the Incorporators have affixed their signatures the day and year set forth below.


Dennis W. Olsen, Director

State of IL :

County of Cook : ss.

Personally appeared before me this 27th day of June, 2008
Dennis W Olsen, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.





My commission expires: 06/03/2009

Notary Public State of

(Seal)

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



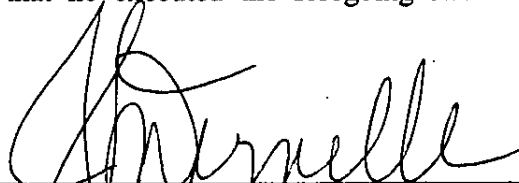
Richard J. L. Larson, Director

State of IOWA

County of LINN : ss.

Richard John Leon Larson

Personally appeared before me this 30 day of June, 2008
J S Dernelle, who acknowledged that he executed the foregoing Articles of
Incorporation as his/her free act and deed.


Notary Public State of _____ (Seal)

My commission expires:

