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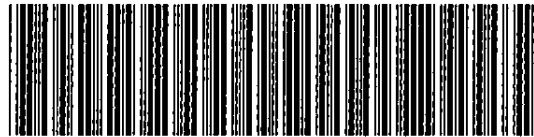
(Business Entity Name)

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**EFFECTIVE DATE**

07-28-08

RECEIVED

08 JUL 29 AM 8:38

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

08 JUL 29 AM 8:52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Am 7/29/08

## COVER LETTER

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

**SUBJECT:** TOWER HILL INSURANCE GROUP II, 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 INSURANCE GROUP II, INC.**

**FILED**  
08 JUL 29 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I**

**Name**

**EFFECTIVE DATE**  
07-28-08

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

**ARTICLE II**

**Address**

The current mailing address of the Corporation is 7201 NW 11<sup>th</sup> Place, Gainesville, Florida 32605.

**ARTICLE III**

**Commencement Of Existence**

Corporate existence shall commence on the date of execution of these Articles, except that if they are not filed by the Florida Department of State within five (5) days of the date after they are executed, corporate existence shall commence upon such date of filing.

**ARTICLE IV**

**Purpose**

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

**ARTICLE V**

**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 VI**

### **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 VII**

### **Term Of Existence**

The term of existence of the Corporation is perpetual.

## **ARTICLE VIII**

### **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 IX**

### **Registered Office And Registered Agent**

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

## **ARTICLE X**

### **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**

### **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**

### **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.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation on July 28, 2008.

Signature: \_\_\_\_\_

*Scott R. Rowe*

Name: Scott R. Rowe  
Incorporator

**CERTIFICATION OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is Tower Hill Insurance Group II, Inc.
2. The name and address of the registered agent and office is:

*Scott R. Rowe*  
Tower Hill Insurance Group II, Inc.  
7201 NW 11<sup>th</sup> Place  
Gainesville, Florida 32605

DATED: July 28, 2008

TOWER HILL INSURANCE GROUP II, INC.

By: *Scott R. Rowe*  
Scott R. Rowe  
As Its Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

By: *Scott R. Rowe*  
Scott R. Rowe

DATE: July 28, 2008

**FILED**  
08 JUL 29 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA