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**FILED**  
08 DEC 31 PM 1:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RECEIVED**  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2008 DEC 31 PM 1:00  
NOT RECORDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

12/31-08

**COVER LETTER**

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

**SUBJECT:** Empire National Insurance Company  
**(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)**

Enclosed is 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

**ADDITIONAL COPY REQUIRED**

**FROM:** Sandy P. Fay  
Name (Printed or typed)  
Colodny Fass Talenfeld Karlinsky & Abate, P.A.  
One Financial Plaza  
Address  
100 SE 3rd Avenue - 23rd Floor  
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

DEC 31 2008

ARTICLES OF INCORPORATION  
FOR  
EMPIRE NATIONAL INSURANCE COMPANY

Decided by: JSW

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 Empire National 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 Empire National 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."

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DEC 31 PM 1:07  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE 2  
OFFICE

The principal office and mailing address of the Company shall be 4362 Northlake Boulevard, Palm Beach Gardens, Palm Beach County, Florida 33410 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 one million five hundred thousand (1,500,000) shares of common capital stock, having a par value of one dollars (\$1.00) 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:

Chairman and Treasurer

Ezra Saul Beyman  
25 Philips Parkway  
Montvale, New Jersey 07645

Chief Executive Officer and Secretary

Ben Zion Goldberg  
25 Philips Parkway  
Montvale, New Jersey 07645

President

Robert Reid Southard, Jr.  
425 150<sup>th</sup> Avenue, #2204  
Madeira Beach, Florida 33708

Chief Financial Officer

David Robert Teiler  
25 Philips Parkway  
Montvale, New Jersey 07645

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>
Ezra Saul Beyman	25 Philips Parkway Montvale, New Jersey 07645
Ben Zion Goldberg	25 Philips Parkway Montvale, New Jersey 07645
Mordechai Elazar Book	25 Philips Parkway Montvale, New Jersey 07645
David Robert Teiler	25 Philips Parkway Montvale, New Jersey 07645
Alan Roy Geisenheimer	25 Philips Parkway Montvale, New Jersey 07645

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:

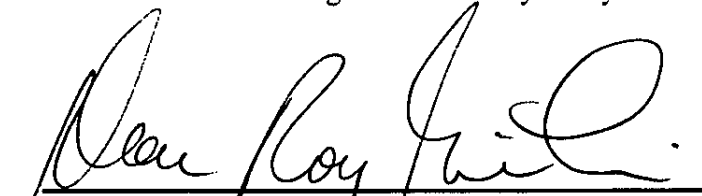
<u>NAME</u>	<u>ADDRESS</u>
Ezra Saul Beyman	25 Philips Parkway Montvale, New Jersey 07645
Ben Zion Goldberg	25 Philips Parkway Montvale, New Jersey 07645
Mordechai Elazar Book	25 Philips Parkway Montvale, New Jersey 07645
David Robert Teiler	25 Philips Parkway Montvale, New Jersey 07645
Alan Roy Geisenheimer	25 Philips Parkway Montvale, New Jersey 07645

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 25 Philips Parkway, Montvale, New Jersey 07645, and the designated person of the Company at such office to receive such process shall be Ezra Saul Beyman, 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.



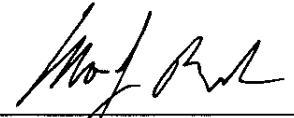
IN WITNESS WHEREOF, the Incorporators have affixed their signatures the day and year set forth below.

  
\_\_\_\_\_  
Alan Roy Geisenheimer, Director

State of NJ :

County of Bergen : ss.

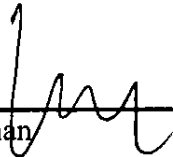
Personally appeared before me this 30<sup>th</sup> day of December, 2008  
Alan Roy Geisenheimer, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

  
\_\_\_\_\_  
Notary Public State of NJ (Seal)

My commission expires:

**MORDECHAI E. BOOK**  
**NOTARY PUBLIC OF NEW JERSEY**  
**QUALIFIED IN BERGEN COUNTY**  
**COMMISSION EXPIRES ON AUGUST 11, 2011**  
**I.D. # 2348258**


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

  
\_\_\_\_\_  
Ezra Saul Beyman  
Director

State of NJ :

County of Bergen : ss.  
:

Personally appeared before me this 30<sup>th</sup> day of December, 2008  
EZRA SAUL BEYMAN, 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:

**SUE M. ZAKUTINSKY**  
NOTARY PUBLIC OF NEW JERSEY  
QUALIFIED IN BERGEN COUNTY  
COMMISSION EXPIRES ON DECEMBER 22, 2011  
NO. 2353867



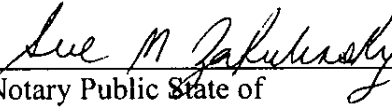
IN WITNESS WHEREOF, the Incorporators have affixed their signatures the day and year set forth below.

  
\_\_\_\_\_  
Ben Zion Goldberg, Director

State of NJ :

County of Bergen : ss.  
:

Personally appeared before me this 30th day of December, 2008  
Ben Zion Goldberg, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

  
\_\_\_\_\_  
Notary Public State of

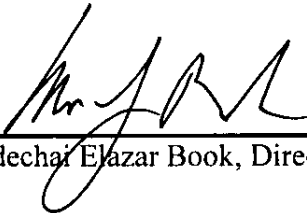
My commission expires:

(Seal)

**SUE M. ZAKUTINSKY**  
NOTARY PUBLIC OF NEW JERSEY  
QUALIFIED IN BERGEN COUNTY  
COMMISSION EXPIRES ON DECEMBER 22, 2011  
NO. 2353867



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

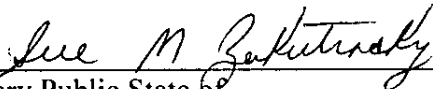
  
\_\_\_\_\_  
Mordechai Elazar Book, Director

State of NS :

: ss.

County of Bergen :

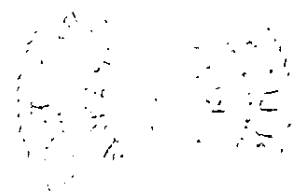
Personally appeared before me this 30<sup>th</sup> day of December, 2008,  
MORDECHAI ELAZAR BOOK, who acknowledged that he executed the foregoing Articles of  
Incorporation as his/her free act and deed.

  
\_\_\_\_\_  
Notary Public State of

My commission expires:

(Seal)

**SUE M. ZAKUTINSKY**  
NOTARY PUBLIC OF NEW JERSEY  
QUALIFIED IN BERGEN COUNTY  
COMMISSION EXPIRES ON DECEMBER 22, 2011  
NO. 2353867



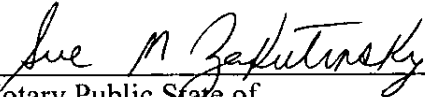
IN WITNESS WHEREOF, the Incorporators have affixed their signatures the day and year set forth below.

  
\_\_\_\_\_  
David Robert Teiler, Director

State of NS :

County of Bergen : ss.  
:

Personally appeared before me this 31<sup>st</sup> day of December, 2008  
DAVID ROBERT TEILER, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

  
\_\_\_\_\_  
Notary Public State of

My commission expires:

(Seal)

**SUE M. ZAKUTINSKY**  
NOTARY PUBLIC OF NEW JERSEY  
QUALIFIED IN BERGEN COUNTY  
COMMISSION EXPIRES ON DECEMBER 22, 2011  
NO. 2353867

