

PD9800051222

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

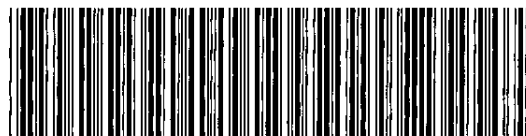
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800156941798

06/12/09--01020--006 \*\*78.75

RECEIVED

09 JUN 12 AM 10:03

DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

09 JUN 12 AM 10:22

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

60-2121-100

# PAUL P. SANFORD & ASSOCIATES, P.A.

Attorneys at Law

Paul P. Sanford  
Attorney at Law

Jane A. Hennessy  
Governmental Consultant

June 12, 2009

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Echelon Insurance Company of America  
Articles of Incorporation

Dear Sir:

Enclosed please find the Echelon Insurance Company of America Articles of Incorporation for filing. I have also enclosed a check for \$78.75 to cover the Filing Fee, Registered Agent Designation and a Certificate of Status.

If you have any questions or comments, I trust that you will contact me.

Sincerely,



Paul P. Sanford

# APPROVED

JUN 01 2009

ARTICLES OF INCORPORATION  
FOR  
ECHELON INSURANCE COMPANY OF AMERICA

Docketed by: WT

The undersigned incorporators, for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida, and particularly Chapter 607 and Chapter 628, Florida Statutes, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be ECHELON INSURANCE COMPANY OF AMERICA, for convenience, the corporation shall be referred to in this instrument as the "Company." These Articles of Incorporation as the "Articles", and the Bylaws of the Company as the "Bylaws."

ARTICLE II

OFFICE

The principal office and mailing address of the Company shall be (address to be inserted), 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 Act.

106.5 MONROE ST.  
Tallahassee, FL  
32301

ARTICLE III

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 regulator/ authorities. Pursuant to section 628.081(3)©, Florida Statutes, the Company is being formed to write all kinds of insurance authorized to be written in the State of Florida, including but not limited to Residential Property and Casualty Insurance.

ARTICLE IV

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 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 V

AUTHORIZED SHARES

The Company shall be authorized to issue up to One Hundred Thousand (100,000) shares, having a par value of One Hundred Dollars (\$100.00) per share.

FILED  
09 JUN 12 AM 10:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE VI

### TERM OF EXISTENCE

The Company shall have perpetual existence.

## ARTICLE VII

### 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^ 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 VII shall adversely affect any right or protection of a Director or Officer that exists at the time of such amendment, modification or repeal.

## ARTICLE VIII

### OFFICERS

The day to day affairs of the Company shall be administered by the Officers holding the office

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:** James H. Cizek

**Vice President/Secretary:** Troy D. Druhot

**Treasurer:** Hemraj Singh

**Chairman** Douglas E. McIntyre

## ARTICLE IX 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.

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 members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James H. Cizek	7515 Colony Drive Cumming, GA 30041
Troy David Druhot	1918 Enchanted Woods Trail Marietta, GA 300062
Hemraj (NMI) Singh	81 Hullrick Drive Etobicoke, Ontario, Canada M9W 6W6
Douglas Edgar McIntyre	#803-9 Burnhamthorpe Etobicoke, Ontario, Canada M9A 4E3
Clay C. Long	997 Nawench Drive Atlanta, GA 30327

## ARTICLE X

### 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 XI

### 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 Bylaws and Chapter 607, Florida Statutes.

11.2 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).

11.3 Recording. A copy of each amendment shall be filed with the Secretary of the Department of Financial Affairs, Office of Insurance Regulation and with the Secretary of State pursuant to the provisions of applicable Florida law.

## ARTICLE XII

### INCORPORATORS

The names and addresses of the Incorporators of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
James H. Cizek	7515 Colony Drive Cumming, GA 30041
Troy D. Druhot	1918 Enchanted woods Trail Marietta, GA 30062
Hemraj (NMI) Singh	81 Hullrick Drive Etobicoke, Ontario, Canada M9W 6W6
Douglas Edgar McIntyre	#803-9 Burnhamthorpe Etobicoke, Ontario, Canada M9A 4E3
Clay C. Long	997 Nawench Drive Atlanta, GA 30327

## ARTICLE XIII

### INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of the Company shall be at Division of Legal Services, 200 East Gaines Street, Tallahassee, Florida 32399, 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 the Chief Financial Officer of the State of Florida.

**DEPARTMENT OF FINANCIAL SERVICES OFFICE OF INSURANCE  
REGULATION CERTIFICATE OF DESIGNATION REGISTERED  
AGENT/REGISTERED OFFICE**

Pursuant to the provision of Section 624.422, 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: Echelon Insurance Company of America
2. The name and address of the registered agent and office is:

Chief Financial Officer of the State of Florida,  
Legal Services Division,  
200 East Gaines Street, Tallahassee, FL 32399

SIGNATURE Jan H Cizl  
TITLE PRESIDENT  
DATE JUNE 8, 2009

**FILED**  
09 JUN 12 AM 10:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETED PERFORMANCES OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 624.422, FLORIDA STATUTES.

SIGNATURE Jan H Cizl  
DATE JUNE 8, 2009

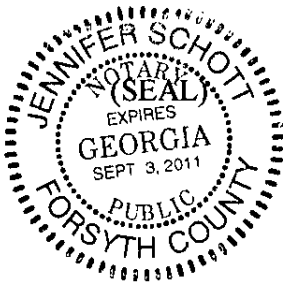


The undersigned incorporators have executed these Articles of Incorporation this  
day of \_\_\_\_\_, 2009.

James H. Cizek  
James H. Cizek

State of Georgia, County of Forsyth

The foregoing instrument was acknowledged before me this 8 day of June,  
2009 by James H. Cizek ☒ who is personally known to me, or ☐ who provided the  
following identification: \_\_\_\_\_



Jennifer Schott  
Notary Public  
Jennifer Schott  
Printed Notary Name  
9/3/11  
My Commission Expires

Troy D. Druhot  
Troy D. Druhot

State of Georgia, County of Forsyth

The foregoing instrument was acknowledged before me this 8 day of June,  
2009 by Troy D. Druhot ☒ who is personally known to me, or ☐ who provided the  
following identification: \_\_\_\_\_



Jennifer Schott  
Notary Public  
Jennifer Schott  
Printed Notary Name  
9/3/11  
My Commission Expires

Douglas E. McIntyre

Douglas E. McIntyre

Province of Ontario, Country of York

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of June, 2009 by Douglas E. McIntyre and ☒ who is personally known to me, or ☐ who provided the following identification: \_\_\_\_\_.

Kenneth J. Coulson

Notary Public

(SEAL)

Kenneth J. Coulson

Printed Notary Name

\_\_\_\_\_  
My Commission Expires

Hemraj Singh

Hemraj Singh

Province of Ontario, Country of York

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of June, 2009 by Hemraj Singh and ☒ who is personally known to me, or ☐ who provided the following identification: \_\_\_\_\_.

Kenneth J. Coulson

Notary Public

(SEAL)

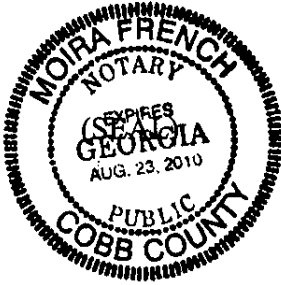
Kenneth J. Coulson

Printed Notary Name

\_\_\_\_\_  
My Commission Expires

Clay C. Long  
Clay C. Long,  
State of Georgia, County of Fulton

The foregoing instrument was acknowledged before me this 6 day of June, 2009 by Clay C. Long ☒ who is personally known to me, or ☐ who provided the following identification: \_\_\_\_\_.



Moira French

Notary Public

Moira French  
Printed Notary Name

8/23/2010  
My Commission Expires