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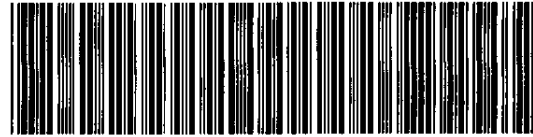
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers JUL 06 2010

COVER LETTER

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

SUBJECT: OMEGA INSURANCE HOLDINGS, 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: TOWER HILL INSURANCE GROUP
C/O MEUSSA ENGLISH
Name (Printed or typed)

7201 NW 11th PLACE
Address

GAINESVILLE FL 32605
City, State & Zip

(352) 333-1216
Daytime Telephone number

menglish@thig.com
E-mail address: (to be used for future annual report notification)

2010 JUL -2 PM 1:00
SECRETARY OF STATE
TALLAHASSEE
FILED

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

**ARTICLES OF INCORPORATION
OF
OMEGA INSURANCE HOLDINGS, INC.**

In accordance with Chapter 607.0202, *Florida Statutes*, the Articles of Incorporation of Omega Insurance Holdings, Inc., are hereby stated to read in their entirety as follows:

ARTICLE I
Name

The name of the Corporation is OMEGA INSURANCE HOLDINGS, INC.

ARTICLE II
Address

The principal place of business and mailing address of this corporation shall be: 7201 N.W. 11th Place, Gainesville, Florida 32605.

ARTICLE III
Purpose

The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

ARTICLE IV
Capitalization

Section 1. Authorized Shares. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 2,232,500 shares par value of \$2.02 per share.

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 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. Voting Rights. The holders of the Voting Stock shall be entitled to notice of all shareholders meetings in accordance with the Corporations' by-laws 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.

2010 JUL -2 PM 1:00
SECRETARY
FALLAHO SECRETARY

Section 3. 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 4. Preemptive Rights. No additional shares of stock of the Corporation may be issued without the assent or vote of the Voting or Non-Voting Shareholders of the Corporation holding at least 80 percent of the total shares of the Corporation.

ARTICLE V

Initial Board of Directors

The Corporation shall have (5) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but it shall never be less than one. The name and address of the Directors of this Corporation are as follows:

James H. Winston
Citadel Life & Health Insurance Co.
601 Riverside Avenue
Suite 619
Jacksonville, FL 32204

William J. Shively
7201 N.W. 11th Place
Gainesville, Florida 32605

Joel Curran
7201 N.W. 11th Place
Gainesville, Florida 32605

Donald C. Matz, Jr.
7201 N.W. 11th Place
Gainesville, Florida 32605

Timothy J. Meenan
Blank, Meenan & Dunphy P.A.
204 South Monroe Street
PO Box 11068
Tallahassee, FL 32301

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 7201 N.W. 11th Place, Gainesville, Florida 32605, and the name of the initial registered agent of this Corporation is SCOTT P. ROWE.

ARTICLE VII
Incorporator

The name and address of the person signing these Articles is SCOTT P. ROWE, 7201 N.W. 11th Place, Gainesville, Florida 32605.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of July, 2010.



SCOTT P. ROWE
Incorporator

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That OMEGA INSURANCE HOLDINGS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Gainesville, County of Alachua, State of Florida, has named SCOTT P. ROWE, 7201 N.W. 11th Place, Gainesville, County of Alachua, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



SCOTT P. ROWE
Registered Agent

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TALLAHASSEE, FLORIDA