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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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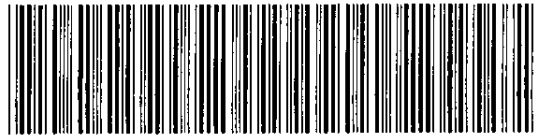
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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11/17/10--01002--001 **467.50

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10 NOV 17 AM 8:38

DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

10 NOV 17 AM 9:18

DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



ATTORNEYS AT LAW

106 EAST COLLEGE AVENUE, SUITE 900
TALLAHASSEE, FL 32301-7732
850.222.6100 TEL
850.561.6475 FAX
foley.com

November 16, 2010

WRITER'S DIRECT LINE
850.513.3377
tmaida@foley.com EMAIL

CLIENT/MATTER NUMBER
078639-0104

VIA HAND DELIVERY

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

Re: Filing of Articles of Incorporation and Articles of Organization
Request for Certificates of Status

Dear Sir or Madam:

Enclosed, for filing, please find the following:

- Original Executed Articles of Incorporation for RetailFirst Assessable Mutual Insurance Company (\$70 filing fee)
- Original Executed Amended and Restated Articles of Incorporation for RetailFirst Assessable Mutual Insurance Company (\$35 filing fee)
- Original Executed Amended and Restated Articles of Incorporation for RetailFirst Mutual Insurance Company (\$35 filing fee)
- Original Executed Articles of Incorporation for RetailFirst Mutual Holdings, Inc. (\$70 filing fee)
- Original Executed Articles of Incorporation for RetailFirst Holdings, Inc. (\$70 filing fee)
- Original Executed Articles of Organization for RetailFirst Services LLC (\$125 filing fee)

Also, we would like to request two (2) original Certificates of Status for RetailFirst Mutual Holdings, Inc., RetailFirst Holdings, Inc., RetailFirst Insurance Company, and RetailFirst Services, LLC. Our understanding of the fees for these is as follows: 1) \$5.00 for each Certificate of Status for RetailFirst Services, LLC; and 2) \$8.75 for each Certificate of Status for the remaining entities.

I have enclosed a check in the amount of \$467.50 made payable to the Department of State to cover all of the above-referenced fees.

Thank you for your assistance in this matter.

BOSTON
BRUSSELS
CHICAGO
DETROIT

JACKSONVILLE
LOS ANGELES
MADISON
MIAMI

MILWAUKEE
NEW YORK
ORLANDO
SACRAMENTO

SAN DIEGO
SAN DIEGO/DEL MAR
SAN FRANCISCO
SHANGHAI

SILICON VALLEY
TALLAHASSEE
TAMPA
TOKYO
WASHINGTON, D.C.

TALL_248540.1



FOLEY & LARDNER LLP

Department of State
November 16, 2010
Page 2

Sincerely yours,

A handwritten signature in black ink, appearing to read 'G. Donovan Brown', written in a cursive style.

G. Donovan Brown

GDB:gdb
Enclosures

APPROVED

ARTICLES OF INCORPORATION

NOV 10 2010

OF

Docketed by: Wm. G. Galt

RETAILFIRST MUTUAL HOLDINGS, INC.

In compliance with Chapter 628, Florida Statutes, the undersigned incorporators to these Articles of Incorporation hereby form a domestic mutual insurance holding company under the laws of the State of Florida.

ARTICLE I
ORGANIZATION

The Corporation is a domestic mutual insurance holding company organized under Part III, Chapter 628, Florida Statutes, resulting from the reorganization of RetailFirst Mutual Insurance Company, a domestic mutual insurer, pursuant to Section 628.709(1), Florida Statutes.

ARTICLE II
NAME

The name of the Corporation shall be RetailFirst Mutual Holdings, Inc. (the "Corporation").

ARTICLE III
PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation within Polk County, Florida, shall be as follows:

2310 Commerce Point Drive
Lakeland, Florida 33801

ARTICLE IV
NATURE OF BUSINESS

The Corporation is being formed to hold at all times, either directly or indirectly through one or more intermediate holding companies as permitted by law, a majority of the voting shares of the capital stock of RetailFirst Insurance Company, formerly RetailFirst Mutual Insurance Company, the successor to the Florida Retail Federation Self Insurers Fund, which was originally organized as a Florida group self-insurance fund and was converted to an assessable mutual insurer, followed immediately by the conversion of such assessable mutual into a nonassessable mutual insurer, followed immediately by the reorganization of such nonassessable mutual insurer into a stock insurance company. In addition, the Corporation may engage in any lawful business incidental thereto, and any other business permitted by law.

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CLERK OF DISTRICT COURT
POLK COUNTY, FLORIDA

ARTICLE V
TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE VI
MEMBERS

Membership in the Corporation shall be determined by policies set forth in the Corporation's bylaws in accordance with law. No member may transfer membership or any rights arising therefrom.

ARTICLE VII
INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and office of the Corporation shall be as follows:

F&L Corp.
One Independent Drive
Suite 1300
Jacksonville, Florida 32202

who is familiar with the obligations of such designation and by accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time.

ARTICLE VIII
DIRECTORS

The Corporation shall initially have six directors. Thereafter, the number of directors shall be as set forth in the Corporation's bylaws, as may be amended from time to time, but in no event shall the number of directors be less than five in accordance with Section 628.723, Florida Statutes. A majority of the directors shall be United States citizens, and all of the directors shall be over eighteen years of age. The term of office of the directors shall be as set forth in the bylaws of the Corporation, as may be amended from time to time, but shall not exceed five years. After a director has been elected to and qualified for a directorship, such director may not be removed without cause except upon the affirmative vote of at least two-thirds (2/3) of the Board of Directors. The names and addresses of the initial directors of the Corporation are as follows:

W. "Bill" Kundrat, Jr.	1303 Crystal Greens Drive, Sun City Center, FL 33573
Nis H. Nissen III	4406 Sugartree Drive, Lakeland, FL 33813
George H. Sandefer	107 Fish Creek Trail, Palatka, FL 32177
Thomas S. Petcoff	1212 Kells Court, Lakeland, FL 33813

Charles R. Wintz 8146 Crosswind Road, Jacksonville, FL 32244

John D. Hanselman 4631 Woodland Corporate Blvd., Ste. 300, Tampa, FL 33614

ARTICLE IX INDEMNIFICATION

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE X MEMBER ACTION WITHOUT MEETING

Any action required or permitted by Florida law to be taken at an annual or special meeting of members may be taken without a meeting, without prior notice, and without a vote if (a) the action is taken by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted and (b) such action is requested by an affirmative vote of at least two-thirds (2/3) of the Board of Directors.

ARTICLE XI AMENDMENTS

These Articles of Incorporation may be amended by a vote of a majority of members present in person or represented by proxy at any annual or special meeting called for that purpose, provided that the amendment has been recommended by an affirmative vote of at least two-thirds (2/3) of the Board of Directors and the full text of the amendment has been included in the due notice of the meeting. Nothing herein shall prohibit the Board of Directors from amending these Articles of Incorporation as provided by law.

ARTICLE XII INCORPORATORS

The names and addresses of the incorporators are:

W. "Bill" Kundrat, Jr. 6009 Love Ridge Drive, Tallahassee, FL 32312

Nis H. Nissen III 4406 Sugartree Drive, Lakeland, FL 33813

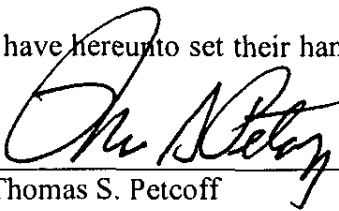
George H. Sandefer 107 Fish Creek Trail, Palatka, FL 32177

Thomas S. Petcoff 1212 Kells Court, Lakeland, FL 33813

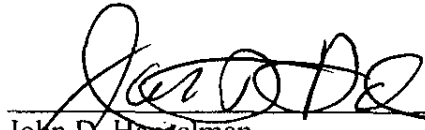
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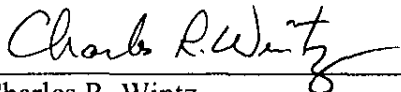
IN WITNESS WHEREOF, the incorporators have hereunto set their hands and seals this
12th day of November, 20 10.


Thomas S. Petcoff


Nis H. Nissen III


John D. Hanselman


W. "Bill" Kundrat, Jr.


Charles R. Wintz


George H. Sandefor

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

F&L Corp., having been designated as the Corporation's registered agent, is familiar with and accepts the obligations of the position of registered agent under Section 607.0505, Florida Statutes.

F&L Corp.

By: 

Thomas J. Maida

Authorized Representative