

P10000098400

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H10000260319 3)))



H100002603193ABCW

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : M. BURR KEIM COMPANY
Account Number : 119990000242
Phone : (215) 563-8113
Fax Number : (215) 977-9386

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 DEC -3 AM 11:55

RECEIVED
FILED

FLORIDA PROFIT/NON PROFIT CORPORATION ST. JAMES INSURANCE GROUP II, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 DEC -3 PM 3:34

RECEIVED

Electronic Filing Menu

Corporate Filing Menu

Help

VA

APPROVED AND FILED 002

((H100002603193)))

**ARTICLES OF INCORPORATION
OF
ST. JAMES INSURANCE GROUP II, INC.**

10 DEC -3 AM 11:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 607, F.S., the undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation.

Article I: Name

The name of the corporation shall be ST. JAMES INSURANCE GROUP II, INC. Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

Article II: Principal Office

The street address of the initial principal office of this corporation will be:

6675 Westwood Blvd.
Suite 360
Orlando, FL 32821

The mailing address of the initial principal office of this corporation will be:

6675 Westwood Blvd.
Suite 360
Orlando, FL 32821

Article III: Purpose

The general nature of the business to be transacted by the corporation shall be to engage in any and all business permitted under the laws of the State of Florida.

Article IV: Shares

The maximum number of shares that the corporation is authorized to have outstanding at any time shall be 15,000 shares, of which 5,000 shares shall be non-voting convertible preferred shares at a par value of \$1.00, and of which the remaining 10,000 shares shall be voting common shares without par value.

The relative rights, privileges, and limitations of each class of shares are as follows:

- (a) Dividends. The holders of preferred shares, in preference and priority to the holders of common shares, shall be entitled to receive, when and as declared by the Board of Directors, noncumulative dividends at the rate of \$0.10 (ten cents) per share per year, and no more, payable to shareholders of record at the close of business on such date preceding the payment thereof as may be fixed by the Board of Directors on declaring any such dividend. Such dividend shall not be cumulative and, unless a dividend shall have been declared by the Board of Directors, the

((H100002603193)))

(((H100002603193)))

holders of preferred shares shall have no right to a dividend in any year even though the corporation may have funds legally available for the payment of dividends. In any year a dividend on the preferred stock shall be declared, it shall be set apart for payment and paid before dividends for such year are declared and paid on the common shares.

(b) Liquidation or Dissolution. In the event of the corporation's liquidation or dissolution, whether voluntary or involuntary, the holders of preferred shares shall be entitled to receive out of the assets of the corporation, after all debts and obligations of the corporation have been paid or provided for, and whether such remaining assets are capital or surplus, the sum of \$1.00 per share and a further amount equal to any dividends on the preferred shares declared and unpaid to the date of such distribution, and no more, before any payment shall be made on any assets distributed to the holders of common shares.

If the assets distributed among the holders of preferred shares are insufficient to permit the payment to such shareholders of the full preferential amounts thereof, then the entire assets of the corporation available for distribution to shareholders shall be distributed ratably among the holders of preferred shares. After payment or distribution to the holders of preferred shares of such preferential amounts, the holders of common shares shall be entitled to receive ratably all the remaining assets of the corporation. A consolidation or merger of this corporation with or into any other corporation or corporations shall not be deemed to be a liquidation or dissolution within the meaning of this clause.

(c) Voting Rights. The holders of preferred shares shall not be entitled to vote. The holders of common shares shall be entitled to vote.

(d) Conversion Privilege. At any time that the holders of 75% of the issued and outstanding shares of preferred stock vote to convert the preferred shares into common shares, all preferred shares shall be converted into common shares on a one-for-one basis, and the preferred shares of all preferred shareholders, whether or not such shareholders have voted affirmatively on such conversion, shall be converted into shares of common stock of this corporation.

The vote of the preferred shareholders to convert the preferred shares into common shares shall be evidenced by a writing signed by all preferred shareholders voting to effect such conversion. The preferred shares, upon conversion, shall not be reissued and shall cease to be part of the authorized shares of the corporation. The corporation shall at all times reserve and keep available out of its authorized, but unissued common shares, sufficient common shares to effect the conversion of the preferred shares into common shares.

APPROVED
AND
FILED

10 DEC -3 AM 11:59

Article V: Powers of the Board of Directors

The Board of Directors of this corporation, in addition to all other powers, shall have the power:

(a) to enter into contracts on behalf of this corporation with any other corporation notwithstanding that such other corporation may have a director or directors, officer or officers, or shareholder or shareholders, in common with this corporation; and

(b) to enter into contracts on behalf of this corporation with one or more persons or corporations who are officers, directors, or shareholders of this corporation, or with any firm, association, or corporation, in which one or more officers, directors, or shareholders of this corporation shall be interested as members or shareholders.

Article VI: Registered Agent

The name and Florida street address of the registered agent is:

W. Bradley Munroe, Esquire
239 E. Virginia Street
Tallahassee, FL 32301

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this document, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

W. Bradley Munroe 12.3.10
Signature of Registered Agent Date

Article IV: Incorporator

The name and street address of the incorporator is:

Robert Worthington, Jr.
2021 Arch Street
Philadelphia, PA 19103

The undersigned has executed these Articles of Incorporation this 2nd day of December, 2010.

Robert Worthington, Jr. 12-3-10
Signature of Incorporator Date