

P1200002205

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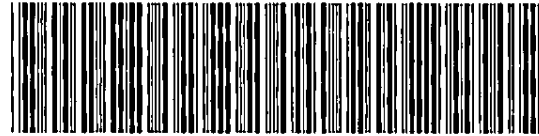
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C. GOLDEN

DEC -5 2018

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Southern Fidelity Property & Casualty, Inc.
DOCUMENT NUMBER: P12000002205

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Claude Mueller	
	Name of Contact Person
Colodny Fass	
	Firm/ Company
119 E Park Ave	
	Address
Tallahassee, FL 32301	
	City/ State and Zip Code
clm@colodnyfass.com	
	E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Claude Mueller 850 577-0398
 _____ at (_____) _____
 Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- ☒ \$35 Filing Fee
 ☐ \$43.75 Filing Fee & Certificate of Status
 ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
 ☐ \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

APPROVED

DEC 04 2018

Docketed by: 

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

SOUTHERN FIDELITY PROPERTY & CASUALTY, INC.

P12000002205

ARTICLE I

Name

The name of the Corporation shall be Southern Fidelity Property & Casualty, Inc. The principal place of business of the Corporation shall be 2750 Chancellorsville Drive, Tallahassee, Florida or at such other place as may be subsequently designated by the Board of Directors.

ARTICLE II

Nature of Business

The purpose of the Corporation is to engage in the business of property and casualty insurance.

ARTICLE III

Capital Stock

The aggregate number of shares which the Corporation is authorized to issue is 60,000 shares of common stock. Such shares shall be of a Single class and shall have a par value of \$100 per share. The amount of paid-in capital and surplus with which the Corporation shall engage in the business of insurance shall be not less than \$15,000,000. All shares of the Corporation shall be sold for lawful money of the United States or equivalent United States Government Securities; provided, however, the consideration received as surplus of any shares may also consist of any type of securities in which this Corporation would be permitted to invest under applicable law.

ARTICLE IV

Term of Existence

The Corporation shall exist perpetually.

ARTICLE V

Registered Agent

Pursuant to Section 624.422, Florida Statutes, the registered agent of the Corporation for the service of process is designated by law to be the Chief Financial Officer 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.

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ARTICLE VI

Directors

- (1) The Corporation shall have six directors, all of who are United States citizens and who are over the age of eighteen.
- (2) All corporate powers shall be exercised by or under the authority of the directors and the business and affairs of the Corporation shall be managed and administered pursuant to the policies adopted by the directors.
- (3) The qualifications, election, and tenure of the directors shall be provided for in the Bylaws of the Corporation.
- (4) A member of the Board of Directors is not personally liable for monetary damages to any person, including but not limited to the Corporation, for any statement, vote, decision, or failure to act, regarding the management or policies of the Corporation, by such director, unless:
 - A. The director breached or failed to perform his duties as a director; and
 - B. The director's breach of or failure to perform, his duties constitutes:
 - i. A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A final judgment or other final adjudication against a director in any criminal proceeding for violation of the criminal law stops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not stop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.
 - ii. A transaction from which the director derived an improper personal benefit, either directly or indirectly; or
 - iii. Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property. For purposes of these articles of incorporation, the term "recklessness" means the acting, or omission to act, in conscious disregard of a risk:
 - (a) Known, or so obvious that it should have been known, to the director; and
 - (b) Known to the director, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such action or omission.

(5) Directors may be removed by the stockholders with or without cause.

ARTICLE VII

Indemnification



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

ARTICLE VIII

Participating Policies

Pursuant to Section 628.361, Florida Statutes, as amended from time to time, the Corporation may issue any or all of its policies with or without participation in profits, savings, or unabsorbed portions of premiums, may classify policies issued on a participating or non-participating basis, and may determine the right to participate and the extent of participation of any class or classes of policies.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been duly approved by the Corporation's shareholders. The number of votes cast for these Amended and Restated Articles of Incorporation was sufficient for approval. These Amended and Restated Articles of Incorporation have been duly executed by the undersigned officers of the Corporation as of August 22, 2018.


James A. Graganella, President & CEO
Kristie Mock, Secretary