

PK 0000065492

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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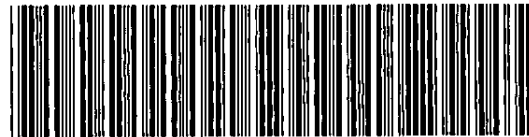
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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08/06/14--01002--009 **105.00

RECEIVED
14 AUG -6 AM 11:24
DIVISION OF CORPORATION.

FILED
14 AUG -6 AM 8:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: Healthcare Underwriters Group of Florida, Inc.
Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

David Yon

Contact Person

Radey Law Firm

Firm/Company

301 S. Bronough Street Ste. 200

Address

Tallahassee, FL 32301

City, State and Zip Code

dyon@radeylaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

David Yon at (850) 425-6671

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input checked="" type="checkbox"/> \$105.00 Filing Fees | <input type="checkbox"/> \$113.75 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$113.75 Filing Fees
and Certified Copy | <input type="checkbox"/> \$122.50 Filing Fees,
Certified Copy, and
Certificate of Status |
|--|---|---|--|

STREET ADDRESS:

New Filings Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filings Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Healthcare Underwriters Group of Florida

Enter Name of Other Business Entity

2. The "Other Business Entity" is a **Reciprocal Insurer - non-qualified**
(Enter entity type. Example: limited liability company, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of **Florida**
(Enter state, or if a non-U.S. entity, the name of the country)

on **October 20, 2003**
Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

Healthcare Underwriters Group of Florida, Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

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ALABAMA
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PM 1:00

Signed this 29th day of July, 2014.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: _____

Printed Name: Joshua M. Salman Title: Chief Executive Officer

Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: _____

Printed Name: Steven D. Shapiro, MD Title: Chairperson

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

APPROVED

AUG 06 2014

OFFICE OF INSURANCE
REGULATION

AUG 05 2014

LEGAL SERVICES OFFICE

Docketed by: Lucia Arigli

ARTICLES OF INCORPORATION

OF

HEALTHCARE UNDERWRITERS GROUP OF FLORIDA INC.

ARTICLE I NAME

The name of the corporation shall be Healthcare Underwriters Group of Florida Inc.

ARTICLE II PRINCIPAL OFFICE

The street address of the corporation's initial principal office is in Broward County, Florida at 1250 South Pine Island Road, Suite 300, Plantation, Florida 33324.

ARTICLE III PURPOSE

The corporation may, and is authorized to, engage in the business of medical malpractice insurance and such business as pertaining thereto as now or hereafter permitted under the laws of the United States and Florida. The duration of the corporation shall be perpetual.

ARTICLE IV SHARES

The number of shares that the corporation is authorized to issue is 3,890,000 shares of a single class, designated as common stock, \$1.00 par value per share. Pursuant to Section 607.0602, Florida Statutes, the directors are authorized, without the approval of the shareholders of the corporation (each, a "Shareholder"), to (a) provide for the classification and reclassification of any unissued shares of common stock or preferred stock and determine the preferences, limitations and relative rights thereof and (b) issue common stock or preferred stock in one or more classes or series, all within the limitations set forth in Section 607.0601, Florida Statutes. The corporation shall not begin transacting insurance until it satisfies the initial capital and surplus requirements of Section 624.407, Florida Statutes.

ARTICLE V BOARD OF DIRECTORS

The number of directors constituting the corporation's board of directors shall be at least five and otherwise as set forth in the corporation's bylaws as the same shall exist from time to time, and the directors shall be elected by a plurality of votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. The number of directors constituting the corporation's initial board of directors shall be seven and their initial term shall not exceed one year. The individuals who are to serve as the initial directors shall serve until the first annual meeting of Shareholders or until their successors are elected and qualified or until one year expires. The names and mailing addresses of the initial directors are:

Scot N. Ackerman, MD
4072 Alhambra Drive West
Jacksonville, FL 32223

14 AUG 2014 AM 8:38
STATE OF FLORIDA
DEPARTMENT OF REVENUE
TALLAHASSEE

Siva P. Bellam, MD
1310 SW Estates Place
Palm City, FL 34990

Kenneth J. Budowsky, MD
725 Harrison Street
Hollywood, FL 33021

Alicia Rodriguez-Jorge, MD
888 Brickell Key Drive, #2012
Miami, FL 33131

Joshua M. Salman
481 Sweet Bay Avenue
Plantation, FL 33324

Steven D. Shapiro, MD
300 Charroux Drive
Palm Beach Gardens, FL 33410

James V. Talano, MD
1801 Kingfish Road
Naples, FL 34102

ARTICLE VI INITIAL REGISTERED AGENT AND OFFICE

The registered agent and registered office of the corporation shall be the Chief Financial Officer of the State of Florida, The Capitol, Tallahassee, Florida, as required by Florida law.

ARTICLE VII INCORPORATORS

The names and street addresses of the corporation's incorporators are:

Morton Bell
804 Bold Ruler Drive
Goshen, KY 40026

David Lester
2494 Poinciana Drive
Weston, FL 33327

Bill Ludwig
7124 Woodhall Court
Presto, PA 15142

Joshua M. Salman
481 Sweet Bay Avenue
Plantation, FL 33324

Steven D. Shapiro, MD
300 Charroux Drive
Palm Beach Gardens, FL 33410

ARTICLE VIII SHAREHOLDER QUORUM REQUIREMENT

The holders of shares entitling them to exercise one-third of the voting power of the corporation (or, with respect to any class of shares, one-third of the voting power of such class), present in person, by proxy or by the use of communications equipment at any meeting of the Shareholders (or, with respect to any class of shares, the Shareholders of such class), shall constitute a quorum for all purposes, but no action required to be authorized or taken by the holders of a designated proportion of the shares of any class or of each class may be authorized or taken by a lesser proportion.

ARTICLE IX RESTRICTIONS ON TRANSFER OF SHARES

No Shareholder may sell, transfer or otherwise dispose of any shares in the corporation (each, an "Offered Share") except pursuant to a bona fide offer of cash or indebtedness. Before effecting any such sale, transfer or other disposition, any such Shareholder (the "Transferring Shareholder") shall first deliver to the corporation a written notice, signed by the Transferring Shareholder, that sets forth the terms and conditions of such transaction, including, without limitation, the number of Offered Shares, the purchase price of the Offered Shares and the identity of the proposed transferee (a "Notice of Transfer"). Any proposed sale, transfer or other disposition of any Offered Shares in which the purchase price does not consist of cash or indebtedness shall not be considered a bona fide offer and may not be effected. The corporation may, at any time during the 60-day period that follows its receipt of a Notice of Transfer (the "Election Period"), purchase all, but not less than all, of the Offered Shares at the price specified therein by delivering written notice thereof to the Transferring Shareholder. If the corporation does not exercise its right to purchase the Offered Shares during the Election Period, the Transferring Shareholder may sell the Offered Shares to a third party at the price and on the terms specified in the Notice of Transfer at any time during the 90-day period following the expiration of the Election Period, but if not sold prior to the expiration of such 90-day period, the Offered Shares thereafter shall again be subject to the restrictions imposed by this Article VII as if no Notice of Transfer had been delivered.

Each Shareholder shall notify the corporation immediately upon the occurrence of (a) the imposition of a lien, judgment, levy, seizure or attachment of or on any of the Shareholder's shares, including, without limitation, as a result of divorce proceedings or (b) the appointment of a receiver, assignment of assets for the benefit of creditors or filing of a bankruptcy petition by or against the Shareholder that is not dismissed within 60 days after its filing. For the 90 days following the day on which the corporation is notified of (y) any event described in clause (a) or (b), above, or (z) any attempted sale, transfer or other disposition of shares in the corporation by a Shareholder not made according to the provisions of this Article VII, the corporation may purchase any or all of such Shareholder's shares for a price per share determined in good faith by the corporation's board of directors.

Whenever the corporation exercises its right to purchase shares pursuant to this Article VII, a closing shall be held for the purchase and sale of the contemplated shares at the principal office of the corporation at a time and date specified by the corporation. At such closing, payment for the purchased shares shall be made all in cash or by any other method of payment mutually agreeable to the corporation and the other party to such transaction, as the case may be.

Any purported transfer that is not made in accordance with this Article VII shall be void ab initio and of no force or effect whatsoever.

ARTICLE X INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the provisions of Sections 607.0831 and 607.0850, Florida Statutes, as amended and supplemented from time to time, indemnify the directors and officers of the corporation (each, an "Indemnatee") from and against any and all of the expenses, liabilities or other matters referred to in or covered by said statutes, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any Indemnatee may be entitled under any bylaw, agreement, vote of Shareholders or disinterested directors or otherwise, both as to action in such Indemnatee's official capacity and as to action in another capacity while holding such office, and shall continue as to each person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

No amendment, modification or repeal of this Article shall adversely affect any right or protection of a director or officer that exists at the time of such amendment, modification or repeal.

ARTICLE XI TRANSACTIONS IN WHICH OFFICERS OR DIRECTORS ARE INTERESTED

A. No contract or other transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, firm or entity in which one or more of the corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director, directors, officer or officers is or are present at or participate in the meeting of the directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his, her or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed to or known by the board of directors or committee thereof that authorizes, approves or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

2. The fact of such relationship or interest is disclosed to or known by the Shareholders entitled to vote thereon, and they authorize, approve or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board of directors, a committee thereof or the Shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee thereof that authorizes, approves or ratifies such contract or transaction, and shares held by them may be counted in determining the presence of a quorum at a meeting of Shareholders at which action is taken pursuant to this Article.

(Signature Page Follows)

The undersigned submit this document and affirm that the facts stated herein are true. Each of the undersigned is aware that the inclusion of false information in a document submitted to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.

Morton Bell
Morton Bell, Incorporator

7/30/2014
Date

David Lester
David Lester, Incorporator

7/30/14
Date

Bill Ludwig
Bill Ludwig, Incorporator

7/30/2014
Date

Joshua M. Salman
Joshua M. Salman, Incorporator

7/29/14
Date

Steven D. Shapiro
Steven D. Shapiro, MD, Incorporator

7/30/14
Date

SWORN TO and subscribed in my presence, this 30th day of July, 2014.



[Signature]
Notary Public of Florida
My commission expires: May 3, 2018

14 AUG -6 AM 8:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA