

P14000065492

(Requestor's Name)

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09/15/14--01003--013 **35.00

Amel

SEP. 23 2014

R. WHITE

DEPARTMENT OF CORPORATIONS

14 SEP 15 AM 10:51

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SEP 14 10 05 STATE
TALLAHASSEE, FLORIDA

14 SEP 22 PM 1:20

FILED



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 16, 2014

DAVID YON
301 S BRONOUGH ST STE 200
TALLAHASSEE, FL 32301

SUBJECT: HEALTHCARE UNDERWRITERS GROUP OF FLORIDA INC.
Ref. Number: P14000065492

We have received your document for HEALTHCARE UNDERWRITERS GROUP OF FLORIDA INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have submitted two documents under one filing fee. You may not submit articles of amendment followed by new articles of incorporation.

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White
Regulatory Specialist II

Letter Number: 814A00019763

RECEIVED
DEPARTMENT OF STATE
14 SEP 22 PM 4:08

September 15, 2014

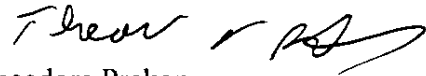
Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: Healthcare Underwriters Group of Florida, Inc. Articles of Amendment

To Whom It May Concern:

Attached are three (3) copies of executed Amended Healthcare Underwriters Group of Florida, Inc. Articles of Incorporation, as well as an executed copy of the Articles of Amendment and Cover Letter. The Florida Office of Insurance Regulation ("OIR") would like a copy of the Articles after approval by the Department of State. As a result, we would like to request that two (2) of the copies be made available to us after filing is complete so that we can submit one to OIR and keep one for our records. Please contact the undersigned if there are any problems or questions. Thank you for your consideration.

Sincerely,

A handwritten signature in black ink, appearing to read 'Theodore Prekop', with a stylized flourish at the end.

Theodore Prekop
Email: ted@radeylaw.com
Phone: 850-425-6654

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Healthcare Underwriters Group of Florida, Inc.

DOCUMENT NUMBER: P14000065492

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

Please return all correspondence concerning this matter to the following:

David Yon

Name of Contact Person

Radey Law Firm

Firm/ Company

301 South Bronough Street, Suite 200

Address

Tallahassee, Florida 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

Name of Contact Person

at (850) 425-6654

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

Articles of Amendment
to
Articles of Incorporation
of

FILED

14 SEP 22 PM 1:20:19

Healthcare Underwriters Group of Florida, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P14000065492

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent

N/A

(Florida street address)

New Registered Office Address:

N/A

(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change PT John Doe

☐ Remove V Mike Jones

☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
2) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			

E. If amending or adding additional Articles, enter change(s) here:
(Attach additional sheets, if necessary). (Be specific)

See Attached.

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:
(if not applicable, indicate N/A)

Each one (1) authorized share of common stock shall be divided and converted into 1.05219100257 authorized shares of common stock. This will increase the number of authorized shares of common stock from 3,890,000 to 4,093,023.

The amendment to the Articles of Incorporation effecting this division does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the division or combination exceeding the percentage of authorized shares that were unissued before the division or combination.

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 9/15/14

Signature _____
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Joshua M. Salman

(Typed or printed name of person signing)

Chief Executive Officer

(Title of person signing)

ARTICLE IV SHARES

The number of shares that the corporation is authorized to issue is 4,093,023 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 607.061, Florida Statutes. The corporation shall not begin transacting insurance until it satisfies the initial capital and surplus requirements of Section 624.407, Florida Statutes.