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DIVISION OF CORPORATIONS

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G. McLEOD

## COVER LETTER

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

SUBJECT: Lexington National Insurance Corporation

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

**FEES:**

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

**OPTIONAL:**

Certificate of Status \$ 8.75

Sharon Maish c/o Colodny Fass, P.A.

Name (printed or typed)

215 South Monroe Street, Suite 701

Address

Tallahassee, FL 32301

City, State & Zip

(850) 577-0398

Daytime Telephone Number

KMarzullo@lexingtonnational.com

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

# CERTIFICATE OF DOMESTICATION

The undersigned, RONALD A. FRANK, PRESIDENT,  
(Name) (Title)

of LEXINGTON NATIONAL INSURANCE CORPORATION a foreign corporation,  
(Corporation Name)  
in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was OCTOBER 23, 1989.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was MARYLAND.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was LEXINGTON NATIONAL INSURANCE CORPORATION.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is LEXINGTON NATIONAL INSURANCE CORPORATION.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was MARYLAND.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am PRESIDENT, of LEXINGTON NATIONAL INSURANCE CORPORATION

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 6th day of JANUARY, 2015.

(Authorized Signature)

**Filing Fee:**

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	<u>\$ 78.75</u>
Total to domesticate and file	\$128.75

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MAIL ROOM FLOOR

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工部局

# APPROVED

JAN 09 2015

Docketed by: 

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
FOR  
LEXINGTON NATIONAL INSURANCE CORPORATION**

The undersigned directors, for the purpose of redomestication of Lexington National Insurance Company (the "Company") from the State of Maryland to the State of Florida, which has been approved and adopted pursuant to a shareholder vote proposed by the Board of Directors of the Company in accordance with Section 628.520, Florida Statutes, hereby adopt the following Articles of Incorporation:

**ARTICLE 1  
NAME**

The name of the corporation shall be LEXINGTON NATIONAL INSURANCE CORPORATION. These Articles of Incorporation shall be referred to as the "Articles," and the Bylaws of the Company shall be referred to as the "Bylaws."

**ARTICLE 2  
OFFICE**

The principal office and mailing address of the Company shall be 3907 Winding Lake Circle, Orlando, FL 32835 or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Company shall be kept at its principal office or at such other place as may be permitted by the Florida Insurance Code.

**ARTICLE 3  
PURPOSE**

The purpose for which the Company is organized is to engage in any and all business permitted under the laws of the State of Florida and elsewhere including, but not limited to, all aspects of writing insurance in the State of Florida and in other states as permitted by the respective regulatory authorities pursuant to section 628.081(3)(c), Florida Statutes.

**ARTICLE 4  
POWERS**

The Company shall have all of the common-law and statutory powers of a corporation for profit organized under the Laws of Florida, except as expressly limited or restricted by the terms of these Articles or the Bylaws, and all of the powers and duties reasonably necessary to operate the Company pursuant to the Bylaws, as they may be amended from time to time.

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15 JAN -2 PM 2:22  
CLERK OF CIRCUIT COURT  
JAN 10 2015

APPROVED  
JAN 10 2015

ARTICLE 5  
AUTHORIZED SHARES

The Company shall be authorized to issue Three Hundred Thousand (300,000), divided into One Hundred Thousand (100,000) shares of Class A Common Stock with a par value of Sixteen Dollars and 67/100 Cents (\$16.67) per share, and Two Hundred Thousand (200,000) shares of Class B Common Stock with a par value of Sixteen Dollars and 67/100 Cents (\$16.67) per share; the aggregate par value of all authorized shares being \$5,001,000, with \$1,667,000 attributable to Class A Common Stock and \$3,334,000 being attributable to Class B Common Stock.

ARTICLE 6  
TERM OF EXISTENCE

The Company shall have perpetual existence.

ARTICLE 7  
INDEMNIFICATION

7.1 Personal Liability. The personal liability of the Directors of the Company is hereby eliminated to the fullest extent permitted under the Laws of Florida, as the same may be amended and supplemented. Without limiting the generality of the foregoing, no Director of the Company shall be liable to the Company or its shareholders for monetary damages (including, without limitation, any judgment, amount paid in settlement, fine, penalty, punitive damages, or expense of any nature including attorney's fees) for breach of any duty as a Director, except for liability: (i) for any breach of the Director's duty of loyalty to the Company or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) under Florida Statute §607.0831 or as provided in §607.0850, or (iv) for any transaction from which the Director derived an improper personal benefit either directly or indirectly. No amendment to or repeal of this Article 7 shall apply to, or have any effect on, the liability or alleged liability of any Director of the Company on, for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

7.2 Indemnification. The Company shall, to the fullest extent permitted by the provisions of Florida Statutes §607.0831 and §607.0850, as the same may be amended and supplemented, indemnify Directors and Officers from and against any and all of the expenses, liabilities, or other matters referred to in, or covered by, said sections, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue

as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

7.3 Amendment. No amendment, modification or repeal of this Article 7 shall adversely affect any right or protection of a Director or Officer that exists at the time of such amendment, modification or repeal.

## ARTICLE 8 OFFICERS

The day to day affairs of the Company shall be administered by the Officers holding the offices designated in the Bylaws. The Officers shall be elected by the Board of Directors of the Company at its first meeting following the annual meeting of the shareholders of the Company and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of Officers, for filling vacancies and for the duties and qualifications of the Officers. The terms of office of the initial Officers shall be for not more than one year after the date of incorporation of the Company.

## ARTICLE 9 DIRECTORS

9.1 Number and Qualification. The property, business and affairs of the Company shall be managed by a board consisting of the number of Directors determined in the manner provided by the Bylaws, but which shall consist at any time of not less than five (5) Directors, a majority of whom shall be citizens of the United States.

9.2 Duties and Powers. All of the duties and powers of the Company shall be exercised exclusively by the Board of Directors, its Officers, agents, contractors or employees.

9.3 Election; Removal. Directors of the Company shall be elected at the annual meeting of the Shareholders in the manner determined by, and subject to the qualifications set forth, in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws. Elections of Directors need not be by written ballot except and to the extent provided in the Bylaws of the Company.

9.4 Standards. Each Director shall discharge his or her duties as a Director, including any duties as a member of a Committee: in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interests of the Company. Unless a Director has knowledge concerning a matter in question that makes reliance unwarranted, a Director, in discharging his or her duties, may rely on information, opinions, reports or

statements, including financial statements and other data, if prepared or presented by: one or more Officers or employees of the Company whom the Director reasonably believes to be reliable and competent in the matters presented; legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or a Committee of which the Director is not a member if the Director reasonably believes the Committee merits confidence. A Director shall not be liable for any action taken as a Director, or any failure to take action, if he or she performed the duties of the office in compliance with the foregoing standards.

#### ARTICLE 10 AUTHORIZED CAPITAL

The authorized capital of the Company shall be in an amount not less than that amount required under Florida law.

#### ARTICLE 11 BYLAWS

The first Bylaws of the Company shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws.

#### ARTICLE 12 AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

12.1 Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 607, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby. Amendments to these Articles may also be adopted by written consent as provided in the Bylaws and Chapter 607, Florida Statutes.

12.2 Adoption. Amendments shall be proposed and adopted in the manner provided in Chapter 607 and Chapter 628, Florida Statutes (the latter to control over the former).

12.3 Recording. A copy of each amendment shall be filed with the Office of Insurance Regulation and with the Secretary of State pursuant to the provisions of applicable Florida law.

ARTICLE 13  
REGISTERED OFFICE;  
ADDRESS AND NAME OF REGISTERED AGENT

The registered agent of the Company for the service of process shall be the Chief Financial Officer ("CFO") 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. The CFO shall forward any such process to 1200 South Pine Island Road, Plantation, FL 33324 and the designated person at such office to receive such process shall be Donna Moch, or such other designated person as may be designated by the Board of Directors. Said registered office and registered agent may be changed at any time by the Board of Directors of the Company, if permitted by Florida law. Said designated office and agent of the Company to receive process from the CFO may be changed at any time by the Board of Directors of the Company.



IN WITNESS WHEREOF, the Incorporators have affixed their signatures the day and year set forth below.

Richard B. Silberstein

Richard Silberstein, Director

State of Maryland :

: ss.

County of Baltimore :

Personally appeared before me this 7<sup>th</sup> day of January, 2014<sup>15</sup>,  
Richard Silberstein, who acknowledged that he executed the foregoing Articles  
of Incorporation as his/her free act and deed.

My commission expires: 9/1/15  
(Seal)

Terry A. Marquess  
Notary Public State of Maryland  
Terry A. Marquess

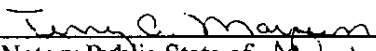
IN WITNESS WHEREOF, the Incorporators have affixed their signatures the day and year set forth below.

  
Harold Hackerman, Director


State of Maryland :  
: ss.  
County of Baltimore :

Personally appeared before me this 7<sup>th</sup> day of January, 2014<sup>15</sup>,  
Harold Hackerman, who acknowledged that he executed the foregoing Articles  
of Incorporation as his/her free act and deed.

My commission expires: 9/1/15  
(Seal)

  
Notary Public State of Maryland  
Terry A. Marquess

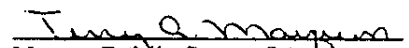
IN WITNESS WHEREOF, the Incorporators have affixed their signatures the day and year set forth below.

  
Stevan Meizlish, Director

State of Maryland :  
: ss.  
County of Baltimore :

Personally appeared before me this 24<sup>th</sup> day of December, 2014,  
Stevan Meizlish, who acknowledged that he executed the foregoing Articles  
of Incorporation as his/her free act and deed.

My commission expires: 9/1/15  
(Seal)

  
Notary Public State of Maryland  
Terry A. Maravess

IN WITNESS WHEREOF, the Incorporators have affixed their signatures the day and year set forth below.

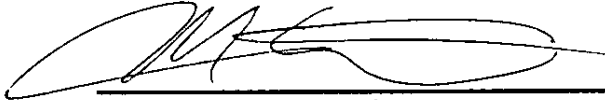
Sheldon Press  
Sheldon Press, Director

State of Maryland :  
: ss.  
County of Baltimore :

Personally appeared before me this 29<sup>th</sup> day of December, 2014,  
Sheldon Press, who acknowledged that he executed the foregoing Articles  
of Incorporation as his/her free act and deed.

My commission expires: 9/1/15  
(Seal)

Terry A. Maraviss  
Notary Public State of Maryland  
Terry A. Maraviss



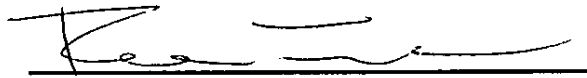
Mark Höltschneider, Director

State of Maryland :  
: ss.  
County of Baltimore :

Personally appeared before me this 31<sup>st</sup> day of December, 2014,  
Mark Höltschneider, who acknowledged that he executed the foregoing Articles  
of Incorporation as his/her free act and deed.

My commission expires: 9/1/15  
(Seal)

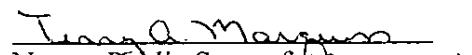
Terry A. Marquess  
Notary Public State of Maryland  
Terry A. Marquess

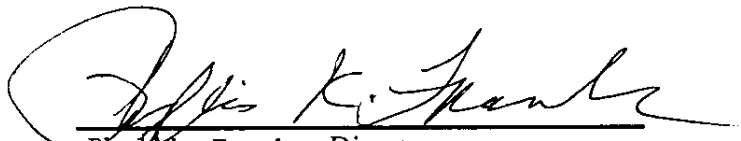
  
Ronald Frank , Director

State of Maryland :  
: ss.  
County of Baltimore :

Personally appeared before me this 31<sup>st</sup> day of December, 2014,  
Ronald Frank, who acknowledged that he executed the foregoing Articles  
of Incorporation as his/her free act and deed.

My commission expires: 9/1/15  
(Seal)

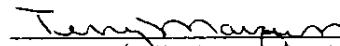
  
Notary Public State of Maryland  
Terry A. Marquess

  
Phyllis Frank, Director

State of Maryland :  
: ss.  
County of Baltimore :

Personally appeared before me this 5<sup>th</sup> day of January, 201<sup>15</sup>4,  
Phyllis Frank, who acknowledged that he executed the foregoing Articles  
of Incorporation as his/her free act and deed.

My commission expires: 9/1/15  
(Seal)

  
Notary Public State of Maryland  
Terry A. Marquess