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(Requestor's Name)

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(City/State/Zip/Phone #)

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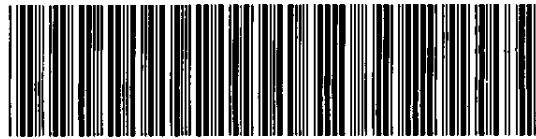
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

16 OCT 12 PM 1:47

APPROVED
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10/12/16--01018--011 **137.50

16 OCT 12 PM 1:30
SUFFICIENCY OF FILING

16 OCT 12 PM 1:30

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C. GOLDEN

OCT 12 2016

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: Ashmere Insurance Company

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
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Gary Roche

Name (printed or typed)

401 East Las Olas Boulevard Ste. 1540

Address

Fort Lauderdale, FL 33301

City, State & Zip

954-727-7001

Daytime Telephone Number

groche@guaranteeins.com

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

CERTIFICATE OF DOMESTICATION

The undersigned, Gary Roche, Secretary,
(Name) (Title)

of Ashmere Insurance Company 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 6, 1981.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Illinois.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Ashmere Insurance Company.
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 Ashmere Insurance Company.
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 Illinois.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Secretary, of Ashmere Insurance Company

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 22nd day of September, 2016.

Gary Roche

(Authorized Signature)

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

16 OCT 12 PM 1:47

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FILED

16 OCT 12 PM 1:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
ASHMERE INSURANCE COMPANY**

APPROVED

OCT 12 2016

Docketed by: *Mysa Fathes*

WHEREAS, on October 6, 1981, Ashmere Insurance Company (the "Company") was originally incorporated in the State of Illinois;

WHEREAS, the Company redomesticated to the State of Florida on October 6, 2016, and is actively conducting its business as a corporation under the laws of the State of Florida; and

WHEREAS, the Company desires, pursuant to §628.361, Florida Statutes, to issue any or all of its policies with or without participation in profits, savings, or unabsorbed portions of premiums as provided in Article 14, below.

NOW, THEREFORE, for the reasons and purposes stated above, the Company hereby adopts its Articles of Incorporation, as follows:

**ARTICLE 1
NAME**

The name of the Company shall be ASHMERE INSURANCE COMPANY.

**ARTICLE 2
OFFICE**

The principal office and mailing address of the Company shall be 401 E. Las Olas Boulevard, Suite 1540, Fort Lauderdale, Broward County, Florida 33301, 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 Florida law.

**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, the Company is being redomesticated to write all kinds of insurance authorized to be written in the State of Florida, including but not limited to property and casualty insurance.

ARTICLE 4
POWERS

The Company shall have all of the common-law and statutory powers of a corporation for profit 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.

ARTICLE 5
AUTHORIZED SHARES

The Company shall be authorized to issue up to One Hundred Forty Thousand (140,000) shares, having a par value of One Hundred Dollars (\$100.00) per share. No shares of stock issued by the Company may be cumulatively voted for the election of directors of the Company or for any other corporate decision. Shareholders shall have no preemptive rights except as may be granted by the Company pursuant to written agreements.

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 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.

ARTICLE 9 DIRECTORS AND INCORPORATORS

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.

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. The term of office of the initial Directors shall be for one year from the date of redomestication to Florida or until such time as their successors are chosen at the next Annual Meeting of the Shareholders, whichever is sooner. 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.

9.5 Current Directors. The names and addresses of the current members of the Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws and the Florida incorporators, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Chairman: Charles Kevin Schuver	2557 Bay Pointe Dr., Weston, Florida 33327
Ernest Nicholas Csiszar	1579 Kathwood Drive, Columbia, South Carolina 29206
Brandon Clinton Driscoll	18845 Big Cypress Dr., Jupiter, Florida 33458
Ronald Patrick Formento	120 Settlers Dr., Naperville, Illinois 60565
Charles H. Walsh, Jr.	40 Windsor Dr., Oak Brook, Illinois 60523

ARTICLE 10 BYLAWS

The 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 11 AMENDMENTS

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

11.1 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.

11.2 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).

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

ARTICLE 12
INITIAL REGISTERED OFFICE;
ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of the Company shall be at Division of Insurer Services – Service of Process Section, 200 East Gaines Street, P.O. Box 6200, Tallahassee, Florida, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Chief Financial Officer of the State of Florida.

ARTICLE 13
PARTICIPATING POLICIES

Pursuant to § 628.361, Florida Statutes, as amended from time to time, the Company may issue any or all of its policies with or without participation in profits, savings, or unabsorbed portions of premiums, classify policies issued on a participating and non-participating basis, and determine the right to participate and the extent of participation of any class or classes of policies. Any such classification or determination shall be reasonable and shall not unfairly discriminate as between policyholders within the same such classification.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the Florida incorporators and Members of the Board of Directors have affixed their signatures the day and year set forth below.

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10 OCT 12 PM 1:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA


Charles Kevin Schuver

State of Florida :
County of Droward : ss.

Personally appeared before me this 22nd day of September, 2016, Charles Kevin Schuver, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

My commission expires:



JOSHUA DAVID MARGOLIS
NOTARY PUBLIC
STATE OF FLORIDA
Comm# FF180998
Expires 3/31/2019

(Seal)


Brandon Clinton Driscoll

State of Florida :
County of Droward : ss.

Personally appeared before me this 22nd day of September, 2007, Brandon Clinton Driscoll, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

My commission expires:



JOSHUA DAVID MARGOLIS
NOTARY PUBLIC
STATE OF FLORIDA
Comm# FF180998
Expires 3/31/2019

Notary Public State of Florida

(Seal)

Ronald Patrick Formento

State of

Florida

: ss.

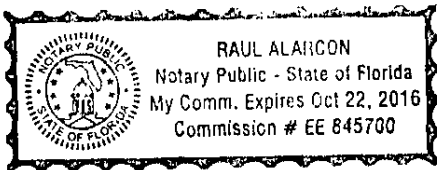
County of

Orange

Personally appeared before me this 23 day of September, 2016, Ronald Patrick Formento, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

Notary Public State of

My commission expires: (Seal)



Ernest Nicholas Csiszar

State of

: ss.

County of

Personally appeared before me this ___ day of ___, 2016, Ernest Nicholas Csiszar, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

Notary Public State of

My commission expires: (Seal)

Charles H. Walsh, Jr.

State of

: ss.

County of

Personally appeared before me this ___ day of ___, 2016, Charles H. Walsh, Jr., who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

Notary Public State of

My commission expires: (Seal)

SECTION 6 OF STATE
TALLAHASSEE, FLORIDA

16 OCT 12 PM 1:47

FILED

APPROVED
FILED

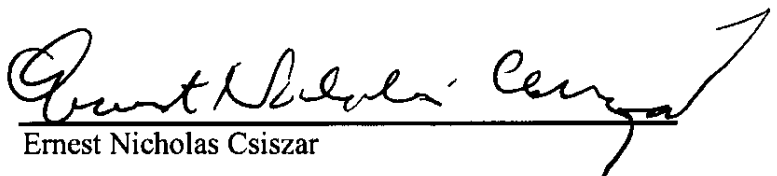
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Ronald Patrick Formento
SECRETARY OF STATE
TALLAHASSEE - FLORIDA

State of _____ :
County of _____ : ss.
_____ :

Personally appeared before me this _____ day of _____, 2016, Ronald Patrick Formento, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

My commission expires: _____
Notary Public State of _____ (Seal)

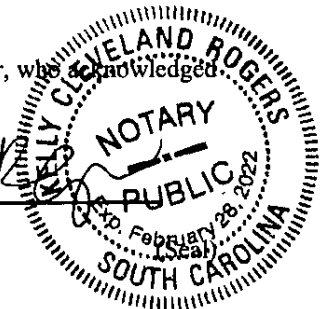

Ernest Nicholas Csiszar

State of South Carolina :
County of Lexington : ss.
_____ :

Personally appeared before me this 11 day of October, 2016, Ernest Nicholas Csiszar, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

My commission expires: 2/28/2022


Notary Public State of _____



Charles H. Walsh, Jr.

State of _____ :
County of _____ : ss.
_____ :

Personally appeared before me this _____ day of _____, 2016, Charles H. Walsh, Jr., who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

My commission expires: _____
Notary Public State of _____ (Seal)

16 OCT 12 PM 1:48

Ronald Patrick Formento

STATE
TALLAHASSEE, FLORIDA

State of :
: ss.
County of :

Personally appeared before me this ___ day of _____, 2016, Ronald Patrick Formento, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

Notary Public State of

My commission expires:

(Seal)

Ernest Nicholas Csiszar

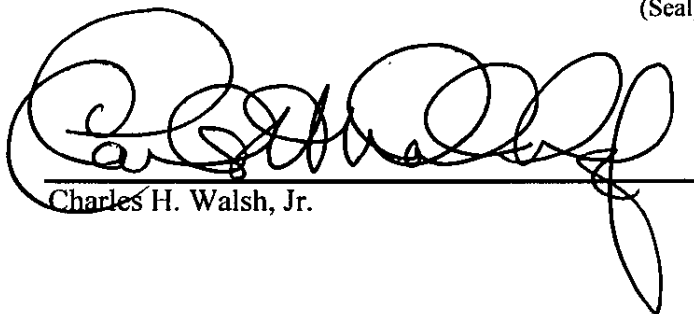
State of :
: ss.
County of :

Personally appeared before me this ___ day of _____, 2016, Ernest Nicholas Csiszar, who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

Notary Public State of

My commission expires:

(Seal)


Charles H. Walsh, Jr.

State of ILLINOIS :
: ss.
County of DUPAGE :

Personally appeared before me this 26th day of SEPTEMBER, 2016, Charles H. Walsh, Jr., who acknowledged that he executed the foregoing Articles of Incorporation as his/her free act and deed.

Notary Public State of

My commission expires:

(Seal)

