

P18000073959

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☐ PICK-UP

☐ WAIT

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(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

BL. VORISEK  
SEP 05 2018

## COVER LETTER

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

**SUBJECT:** Journey Insurance Company

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00      ☐ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$78.75      ☒ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Kimberly A. Salmon  
\_\_\_\_\_  
Name (Printed or typed)

800 2nd Avenue South  
\_\_\_\_\_  
Address

St. Petersburg, FL 33701  
\_\_\_\_\_  
City, State & Zip

(727) 471-1479  
\_\_\_\_\_  
Daytime Telephone number

ksalmon@upcinsurance.com  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 31, 2018

KIMBERLY A. SALMON/ATTY. PAUL PHILLIPS  
800 2ND AVE. S.  
ST. PETERSBURG, FL 33701

SUBJECT: JOURNEY INSURANCE COMPANY  
Ref. Number: W18000078750

We have received your document for JOURNEY INSURANCE COMPANY and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

If you have any questions concerning the filing of your document, please call (805) 245-6000.

Brenda L Vorisek  
Director

Letter Number: 618A00018168

## AFFIDAVIT OF JUAN PEREIRO

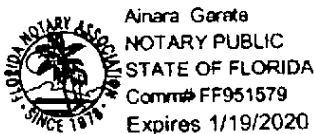
1. My name is JUAN PEREIRO, and I am over the age of 18 and otherwise competent to testify.
2. I am the officer and registered agent for JOURNEY INSURANCE, LLC registered with the Department of State, Division of Corporations filed under Document Number L12000128965.
3. JOURNEY INSURANCE, LLC was administratively dissolved on September 22, 2017.
4. I do not intend to reactivate JOURNEY INSURANCE, LLC.
5. I have contractually assigned and release the name JOURNEY INSURANCE to UNITED INSURANCE HOLDINGS CORP. and its affiliates for use with its application for formation of JOURNEY INSURANCE COMPANY or any other purpose.

I declare under penalty of perjury that the foregoing is true and correct. Further Affiant Sayeth Naught.

Juan Pereiro  
JUAN PEREIRO (Print)

[Signature]  
JUAN PEREIRO (Signature)

Subscribed and sworn to before me this 05 day of September, 2018, by Juan Pereiro, whom is personally known to me ✓, or has produced Identification \_\_\_\_\_. Type of identification produced: \_\_\_\_\_



(NOTARY SEAL)

[Signature]  
Signature of Notary Public State of Florida  
Ainara Garate 09/05/2018  
Name of Notary Typed, Printed, or Stamped

**APPROVED**

ARTICLES OF INCORPORATION  
OF  
JOURNEY INSURANCE COMPANY

AUG 30 2018

Docketed by:                     

ARTICLE I  
NAME

The name of the Corporation shall be Journey Insurance Company. The principal place of business of the Corporation shall be 800 2<sup>nd</sup> Avenue South, St. Petersburg, Pinellas County, Florida 33701.

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 6,000,000 shares of common stock. Such shares shall be of a single class and have a par value of \$1.00 per share. No shareholder other than the majority shareholder shall exercise voting rights in excess of 9.9% without the prior written approval of the Florida Office of Insurance Regulation.

The amount of paid-in capital and surplus with which the Corporation shall engage in the business of insurance shall not be less than \$5,000,000.00. 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 for 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 OFFICE AND AGENT

The Corporation appoints the Chief Financial Officer of the State of Florida as its registered agent, located at 200 East Gaines Street, Tallahassee, Leon County, Florida 32399-4201.

ARTICLE VI  
INCORPORATORS

The Corporation shall have five (5) incorporators, who are United States citizens and who are over the age of eighteen. That name and residence address of each incorporator is:

<u>Name</u>	<u>Address</u>
John L. Forney	1803 Beach Dr. SE St Petersburg, FL 33705
Bennett Bradford Martz	4501 13th Way NE St. Petersburg, FL 33703
Kimberly A. Salmon	2093 Carolina Ave NE St. Petersburg, FL 33703
Deepak Menon	810 2 <sup>nd</sup> Ave N St. Petersburg, FL 33701
Paul Frederick DiFrancesco	1104 Shipwatch Circle Tampa, FL 33602

ARTICLE VII  
DIRECTORS

SECTION 1. The Corporation shall have (5) directors, all of whom are United States citizens and all of whom are over the age of eighteen. The names and residence street address of the initial directors of the Corporation, whose initial terms of office shall be for one year, are:

<u>Name</u>	<u>Address</u>
John L. Forney	1803 Beach Dr. SE St Petersburg, FL 33705
Bennett Bradford Martz	4501 13th Way NE St. Petersburg, FL 33703
Kimberly A. Salmon	2093 Carolina Ave NE St. Petersburg, FL 33703
Gregory Branch	14898 Palmwood Road Palm Beach Gardens, FL 33410-1020

R. Daniel Peed

159 Manor Lake Estates Drive  
Spring, TX 77379

SECTION 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.

SECTION 3. The qualification, election and tenure of the directors shall be provided for in the Bylaws.

SECTION 4. The directors shall not approve any transaction between the Corporation or any of its subsidiaries, on the one hand, and any stockholder of the Corporation or any affiliate of such stockholder (other than the Corporation and its subsidiaries), on the other hand, other than transactions that are fair and reasonable for the Corporation or its subsidiaries and on arm's-length terms.

SECTION 5. No director shall be 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 or her duties as a director; and,

B. The director's breach of or failure to perform, his or her duties constitutes:

(1) A violation of the criminal law, unless the director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A final judgment or other final adjudication against a director in any criminal proceeding for violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop 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.

(2) A transaction from which the director derived an improper personal benefit, either directly or indirectly; or

(3) 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:

(4) Known, or so obvious that it should have been known, to the director; and

(5) 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.

SECTION 6. Directors may be removed by the stockholders with or without cause.

ARTICLE VIII  
INDEMNIFICATION

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

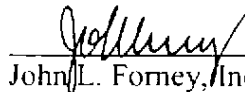
ARTICLE IX  
PARTICIPATING POLICIES

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.

ARTICLE X  
AMENDMENT

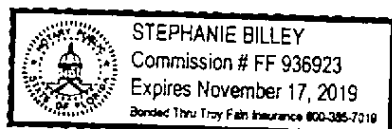
These Articles of Incorporation may be amended with the approval of a majority of the board of directors and the holders of a majority of the outstanding shares of common stock of the Corporation, provided that any amendment (i) to Article II, (ii) to Section 4 of Article VII or (iii) that changes any of the rights, preferences or privileges of the common stock of the Corporation shall require the approval of the holders of at least 95% of the outstanding shares of common stock of the Corporation.

IN WITNESS WHEREOF the Corporation has caused the Incorporators to execute these Articles of Incorporation this 29 day of August 2018

  
John L. Forney, Incorporator

STATE OF Florida  
COUNTY OF Pinellas

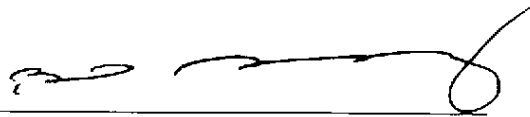
The foregoing instrument was acknowledged before me this 29 day of August 2018 by John L. Forney, Incorporator, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.



  
Notary Public



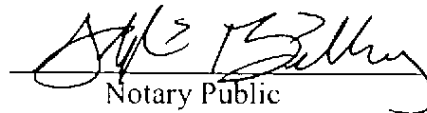
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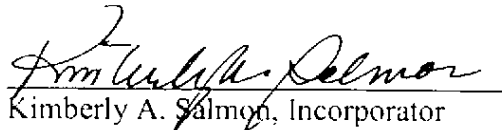
Bennett Bradford Martz, Incorporator

STATE OF Florida  
COUNTY OF Pinellas

The foregoing instrument was acknowledged before me this 29 day of August 2018 by Bennett Bradford Martz, Incorporator, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.

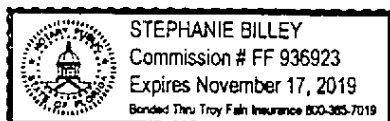
  
Notary Public

\* \* \* \* \*

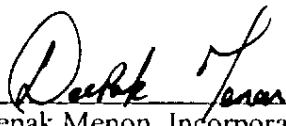
  
Kimberly A. Salmon, Incorporator

STATE OF Florida  
COUNTY OF Pinellas


The foregoing instrument was acknowledged before me this 27 day of August 2018 by Kimberly A. Salmon, Incorporator, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.

  
Notary Public

\* \* \* \* \*

  
\_\_\_\_\_  
Deepak Menon, Incorporator

\* \* \* \* \*

  
\_\_\_\_\_  
Paul Frederick DiFrancesco, Incorporator