

P1800074320

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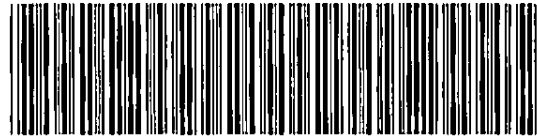
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SECRETARY OF STATE
TALLAHASSEE, FL

Amended

Restated

Art.

09/26/18



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 12, 2018

SIDNEY L. VIHLEN, III, ESQUIRE
1540 INTERNATIONAL PARKWAY
SUITE 2000
LAKE MARY, FL 32746

SUBJECT: RANDALL INSURANCE GROUP, INC.
Ref. Number: P18000074320

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please entitle your document Amended and Restated Articles of Incorporation.

Please refer to the document as Amended and Restated Articles of Incorporation through out your document.

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.

Claretha Golden
Regulatory Specialist II

Letter Number: 018A00019001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIHLEN & ASSOCIATES, P.A.
ATTORNEYS & COUNSELORS AT LAW

September 6, 2018

VIA FEDEX TRACKING NO:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: Amended and Totally Restated Articles of Incorporation:
Name of Corporation - Randall Insurance Group, Inc.
Document Number - P18000074320

Dear Amendment Section:

The enclosed Totally Amended and Restated Articles of Incorporation are submitted for filing. Please return all correspondence concerning this matter to the following:

Sidney L. Vihlen, III
Vihlen & Associates, P.A.
1540 International Parkway, Suite 2000
Lake Mary, Florida 32746

Telephone Number: 407-333-8880
Email Address: svihlen@vbwlaw.com

Enclosed is a check for the following amount made payable to the Florida Department of State:

\$35.00 - Filing Fee

Sincerely,

VIHLEN & ASSOCIATES, P.A.

Sidney L. Vihlen, III

SLV:III/b

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
RANDALL INSURANCE GROUP, INC.**

FILED
2018 SEP 21 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FL

The undersigned hereby certifies that these Amended and Restated Articles of Incorporation have been prepared and are being filed for the purpose of amending and restating the Articles of Incorporation of Randall Insurance Group, Inc., filed with the Florida Secretary of State on August 30, 2018, and to provide for the continuation of the rights, privileges and immunities possessed by Randall Insurance Group, Inc. as a duly formed corporation for profit in the State of Florida. The undersigned further declares that the following Amended and Restated Articles of Incorporation, were approved and authorized by unanimous vote of the shareholders on September 3, 2018, and shall supersede the corporation's original Articles of Incorporation and all amendments thereto.

ARTICLE I

Name and Principal Place of Business

The name of the corporation is, and shall continue to be, Randall Insurance Group, Inc., hereinafter referred to as the "Company", and its principal office (street and mailing addresses) is located at 3307 Clarcona Road, Apopka, Florida 32703, but it shall have the power and authority to establish offices at any other place or places as the shareholders may designate.

ARTICLE II

Corporate Existence

The Company shall have perpetual existence commencing on the date the original Articles of Incorporation were filed.

ARTICLE III

Purposes and Powers

In addition to, and not in limitation of, the purposes and powers enumerated and granted by the laws of the State of Florida for and by which corporations are authorized to transact business, the purposes for which the Company shall continue to transact business and the powers vested in the Company shall be as follows:

1. to engage in any activity or business permitted by the laws of the State of Florida or the laws of any other jurisdiction in which the Company transacts business;
2. in general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do;
3. to purchase, own, develop, lease, mortgage, sell and otherwise deal with all manner of real and personal property as the Company deems necessary or desirable;

4. to purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, good will, rights, assets and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which the Company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize and in any manner dispose of, the rights and property so acquired;
5. to enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporations, domestic or foreign, or with any domestic or foreign state, government or governmental authority, or with any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contracts;
6. to exercise all or any of the corporate powers, and to carry out all or any of the purposes enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee or attorney-in-fact for any persons or corporations, and to perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity, and, in this capacity or under this arrangement, develop, improve, stabilize, strengthen or extend the property and commercial interest of the property of the entity and to aid, assist or participate in any lawful enterprise in connection with or incidental to the agency, representation or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida providing for the formation, rights, privileges, and immunities of corporations for profit; and
7. to do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objectives, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida or any other jurisdiction within which the Company conducts business.

The several clauses contained in this statement describing the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of the Company, and the statements contained in each clause, except as otherwise expressed, shall not be limited or restricted by reference to or inference from the terms of any other clause. Each clause shall be regarded as an independent purpose and power.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, the Company to carry on any business, exercise any power, or do any act which a corporation may not lawfully carry on, exercise or do under Florida law or under the law of any other jurisdiction within which the Company conducts business.

ARTICLE IV
Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock. All or any part of said stock of this corporation may be paid for wholly, or in part, by cash, or by the purchase of property, patents, labor or services at a just valuation to be fixed by the board of directors of the Company at any regular or special meeting and any and all shares so issued shall be fully paid and non-assessable.

ARTICLE V
Exercise of Powers

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed under the direction of, the board of directors of the Company. The name and address of the member of the board of directors who is currently serving, and who shall continue to serve until a successor or successors are elected and qualified is:

Jeffrey S. Condello
3307 Clarcona Road
Apopka, Florida 32703

ARTICLE VI
Officers

The officers of the Company may include a president, vice-president, secretary, treasurer and chief financial officer. The officers shall be elected by the board of directors at each annual meeting of the board of directors to be held immediately after the annual meeting of the shareholders of the Company. New offices may be created, and appointments may be made therefor, and any office that may become vacant may be filled by the board of directors at any regular meeting or at any special meeting called for that purpose. The duties of the officers of the Company shall be prescribed by the By-Laws. The names and addresses of the officers who are serving, and who shall continue to serve until successors are elected and qualified are:

Jeffrey S. Condello, President
3307 Clarcona Road
Apopka, Florida 32703

Ana Rodriguez, Chief Financial Officer and Secretary
3307 Clarcona Road
Apopka, Florida 32703

ARTICLE VII
Preemptive Rights

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which the shareholder already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII
Initial Registered Office and Registered Agent

The address of the registered office of the Company is 3307 Clarcona Road, Apopka, Florida 32703 and the name of the registered agent at that address is Jeffrey S. Condello.

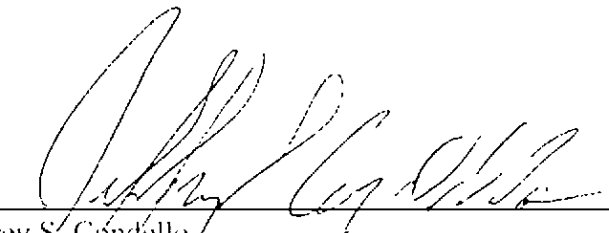
The undersigned, as Chief Financial Officer of the Corporation, hereby certifies that this instrument constitutes the Amended and Restated Articles of Incorporation of Randall Insurance Group, Inc., that the foregoing have been duly authorized and approved by the shareholders and that the same have been executed for the purposes stated therein.



Ana Rodriguez, Chief Financial Officer

REGISTERED AGENT'S CERTIFICATE OF ACCEPTANCE

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in the Amended and Restated Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of a registered agent's duties, and the undersigned is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 607, Florida Statutes.



Jeffrey S. Condello