

P20000649935

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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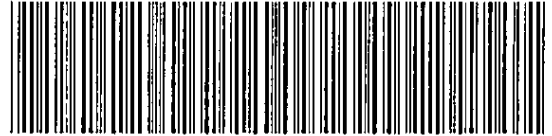
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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2020 JUL 10 PM 12:57

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2020 JUL 10 AM 9:33

JUL 10 2020



**COLODNY  
FASS**

119 East Park Avenue  
Tallahassee, FL 32301  
T 850.577.0398 | F 850.577.0385

July 10, 2020

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

RE: O'ShaughnaHill Surety & Insurance, Inc.

Please find enclosed the original set and two copies of the Articles of Incorporation for O'ShaughnaHill Surety & Insurance, Inc. The Articles have been stamped approved by the Florida Office of Insurance Regulation.

Please return the certified copy and certificate of status to:

Jeff Rainey  
[jrainey@colodnyfass.com](mailto:jrainey@colodnyfass.com)

or by mail

Jeff Rainey  
119 East Park Avenue  
Tallahassee, FL 32301

<input type="checkbox"/> \$70.00	<input type="checkbox"/> \$70.75	<input type="checkbox"/> \$70.75	<input checked="" type="checkbox"/> \$88.50
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**ADDITIONAL COPY REQUIRED**

JUN 11 2020  
APPROVED: MAS  
LEGAL SERVICES OFFICE

ARTICLES OF INCORPORATION

OF

O'ShaughnaHill Surety & Insurance, Inc.

The undersigned incorporators, for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida, particularly Chapter 607 and Chapter 628, Florida Statutes, hereby adopt the following Articles of Incorporation:

ARTICLE I

**Name of Corporation**

The name of the Corporation shall be O'ShaughnaHill Surety & Insurance, Inc.

ARTICLE II

**Address of Corporation**

The principal place of business and mailing address of the Corporation shall be in Palm Beach County at 428 Congress Avenue, West Palm Beach, Florida 33406, or at such other place as may be subsequently designated by the Board of Directors.

ARTICLE III

**Nature of Business**

The purpose of the Corporation is to transact the business of Surety insurance and any lawful business incidental thereto.

ARTICLE IV

**Capital Stock**

The aggregate number of shares which the Corporation is authorized to issue is 50,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$100 per share.

The amount of paid-in capital and surplus with which the Corporation shall engage in the business of insurance shall be not less than that required by applicable law. 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 of any shares may also consist of any type of securities in which this Corporation would be permitted to invest under applicable law.

ARTICLE V

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### **Term of Existence**

The Corporation shall exist perpetually.

### **ARTICLE VI**

#### **Registered Office & Agent**

Pursuant to Section 624.422, Florida Statutes, the registered agent of the Corporation for service of process is designated by law to be the Chief Financial Officer 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.

### **ARTICLE VII**

#### **Incorporators**

The Corporation shall have five (5) incorporators, all of whom are United States citizens and all of whom are over the age of eighteen. The names and residence addresses of the incorporators are as follows:

Peter Hill  
5600 N. Flagler Drive, #05  
West Palm Beach, Florida 33407

Kevin O'Shaughnessy  
8412 Del Prado Drive  
Delray Beach, Florida 33446

Samuel Miller  
4368 Hunting Trail  
Lake Worth, Florida 33467

Selena Breedlove  
17 Gardiners Bay Drive  
Ponte Vedra, Florida 32081

Martin Weinbaum  
12330 NW 77<sup>th</sup> Manor  
Parkland, Florida 33076

### **ARTICLE VIII**

#### **Directors**

Section 1. The Corporation shall have the number of directors determined in the manner provided by the Bylaws, provided that the Corporation at all times shall have at least five directors, a majority of whom shall be United States citizens and all of whom shall be over the age of eighteen. The names and addresses of the directors, whose initial terms of office shall be one year after the date of incorporation, are as follows:

Peter Hill  
5600 N. Flagler Drive, #05  
West Palm Beach, Florida 33407

Kevin O'Shaughnessy  
8412 Del Prado Drive  
Delray Beach, Florida 33446

Samuel Miller  
4368 Hunting Trail  
Lake Worth, Florida 33467

Selena Breedlove  
17 Gardiners Bay Drive  
Ponte Vedra, Florida 32081

Martin Weinbaum  
12330 NW 77<sup>th</sup> Manor  
Parkland, Florida 33076

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 By-Laws.

Section 4. A member of the Board of Directors is not 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 duties as a director; and
- B. The director's breach of or failure to perform, his duties constitutes:

(1) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A final judgment or other

final adjudication against a director in any criminal proceeding for violation of the criminal law stops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not stop 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:

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

(b) 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 5. Directors may be removed by the stockholders with or without cause.

## ARTICLE IX

### **Indemnification**

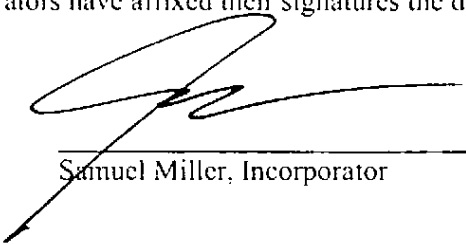
The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## ARTICLE X

### **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.


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

  
\_\_\_\_\_  
Samuel Miller, Incorporator

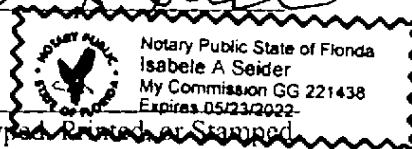
STATE OF FLORIDA  
COUNTY OF Palm Beach

Sworn to (or affirmed) and subscribed before me, by means of ☒ physical presence or \_\_\_\_\_  
online notarization, this 29<sup>th</sup> day of May, 2020, by  
Samuel R. Miller

[SEAL]

  
Signature

\_\_\_\_\_  
Name of Notary Typed, Printed, or Stamped



Personally Known ☒ OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_



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

Selena Breedlove

Selena Breedlove, Incorporator

STATE OF FLORIDA  
COUNTY OF Duval

Sworn to (or affirmed) and subscribed before me, by means of ☒ physical presence or \_\_\_\_\_  
online notarization, this 27 day of May, 2020 by  
Selena Breedlove

[SEAL]



[Signature]

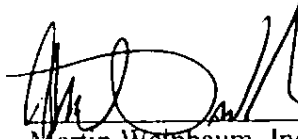
Signature

Latishia Orange

Name of Notary Typed, Printed, or Stamped

Personally Known ☒ OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

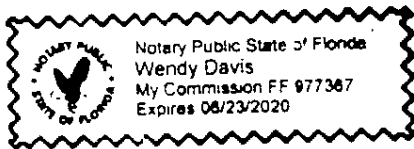
IN WITNESS WHEREOF, the Incorporators have affixed their signatures the day and year set forth below.

  
Martin Weinbaum, Incorporator

STATE OF FLORIDA  
COUNTY OF Brevard

Sworn to (or affirmed) and subscribed before me, by means of ☒ physical presence or \_\_\_\_\_  
online notarization, this 1 day of June, 2020, by  
MARTIN WEINBAUM.

[SEAL]



  
Signature

Wendy Davis  
Name of Notary Typed, Printed, or Stamped

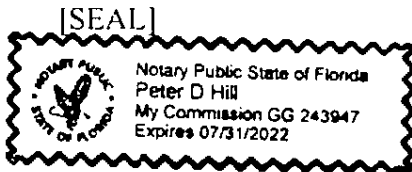
Personally Known ☒ OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

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

*Kevin O'Shaughnessy*  
Kevin O'Shaughnessy, Incorporator

STATE OF FLORIDA  
COUNTY OF *Palm Beach*

Sworn to (or affirmed) and subscribed before me, by means of ✓ physical presence or \_\_\_\_\_  
online notarization, this \_\_\_\_\_ day of *May*, 20 *20*, by  
*Kevin O'Shaughnessy*

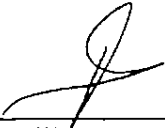


*P*  
Signature

*Peter D. Hill*  
Name of Notary Typed, Printed, or Stamped

Personally Known ✓ OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

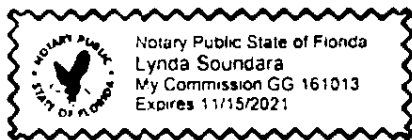
IN WITNESS WHEREOF, the Incorporators have affixed their signatures the day and year set forth below.

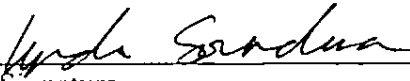
  
\_\_\_\_\_  
Peter Hill Incorporator

STATE OF FLORIDA  
COUNTY OF palm Bch

Sworn to (or affirmed) and subscribed before me, by means of ☒ physical presence or \_\_\_\_\_  
online notarization, this 22 day of May, 2020, by  
Peter Hill

[SEAL]



  
\_\_\_\_\_  
Signature

Lynda Soundara  
\_\_\_\_\_  
Name of Notary Typed, Printed, or Stamped

Personally Known X OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_