

P21000045741

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

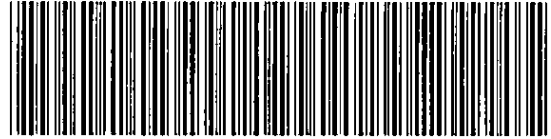
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100418428491

*Amended & Restated
Articles*

2023 NOV 15 AM 9:20

FILED

RECEIVED
2023 NOV 15 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. RAMSEY

NOV 16 2023

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 11/15/2023

****WALK IN****

ENTITY NAME Specialty Pro Underwriters, Inc.

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXXXXXXX

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$35

ACCOUNT #: I20160000072

E. R. J. M.

Please call Tina at the above number for any issues or concerns. Thank you so much!

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SPECIALTY PRO UNDERWRITERS, INC.**

FILED
2023 NOV 15 AM 9:20

JULY 27 2023
JULY 27 2023

The undersigned, as President and a director of Specialty Pro Underwriters, Inc., pursuant to the Florida Business Corporation Act, hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I.

NAME

The name of the corporation is SPECIALTY PRO UNDERWRITERS, INC. (hereinafter referred to as "Corporation").

ARTICLE II.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office address and mailing address of the Corporation is: 12001 SW 128th Court, Suite 105, Miami, Florida 33186.

ARTICLE III.

CAPITAL STOCK

The total number of shares which this Corporation is authorized to issue is as follows: Ten Thousand (10,000) shares of common stock, no par value per share (the "Common Stock"). The Board of Directors shall fix the consideration to be received for each share of Common Stock. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full value of the shares.

ARTICLE IV.

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is: 12001 SW 128th Court, Suite 105, Miami, Florida 33186. The name of the Corporation's registered agent at that office is Michael J. Reyes.

ARTICLE V.

INDEMNIFICATION

To the maximum extent permitted by the Florida law, the Corporation shall:

1. indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of the Corporation), by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the

Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.


2. indemnify any person who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof.

Expenses incurred by an officer or director in defending a civil or criminal proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation.

The indemnification and advancement of expenses provided pursuant to this Article are not exclusive, and the Corporation may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement vote of shareholders or disinterested directors, or otherwise both as to action in his or her official capacity and as to action in another capacity while holding such office.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 13th day of November, 2023.

SPECIALTY PRO UNDERWRITERS, INC.

By: 
Michael J. Reyes, President and a Director

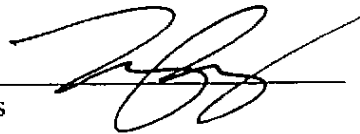
ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Specialty Pro Underwriters, Inc., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the designated registered office, the undersigned 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 its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 13th day of November, 2023.

Michael J. Reyes



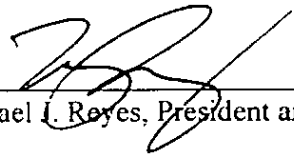
**CERTIFICATE TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SPECIALTY PRO UNDERWRITERS, INC.,
a Florida corporation**

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act (the "Act"), Specialty Pro Underwriters, Inc. (the "Corporation") submits this Certificate for filing and adopts the Amended and Restated Articles of Incorporation in the form attached hereto:

1. The name of the corporation is: SPECIALTY PRO UNDERWRITERS, INC.
2. The Amended and Restated Articles of Incorporation of the Corporation, a copy of which is attached hereto and incorporated herein, (a) authorizing an additional number of common stock, (b) providing for indemnification language, and (c) deleting from the Corporation's Articles of Incorporation, as amended, articles no longer required to be included therein, were adopted by the sole shareholder and sole director of the Corporation effective as of October 9, 2023.
3. The Amended and Restated Articles of Incorporation of the Corporation were duly adopted and approved by means of a Joint Unanimous Written Consent of the Corporation's Shareholders and Board of Directors dated effective as of October 9, 2023, pursuant to Sections 607.1003, 607.0704 and 607.0821 of the Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate to the Amended and Restated Articles of Incorporation as of November 13, 2023.

SPECIALTY PRO UNDERWRITERS, INC.,
a Florida corporation

By: 
Michael J. Reyes, President and Director