

P93000068872

GRAY, HARRIS & ROBINSON

J. CHARLES GRAY  
GORDON H. HARRIS  
RICHARD M. ROBINSON  
PHILLIP R. FINCH  
PAMELA O. PRICE  
JAMES F. PAGE, JR.  
WILLIAM A. BOYLES  
THOMAS A. CLOUD  
BYRD F. MARSHALL, JR.  
J. MASON WILLIAMS, III  
LEO P. ROCK, JR.  
G. ROBERTSON DILG  
CHARLES W. SELL  
JACK A. KIRSCHENBAUM  
RICHARD E. BURKE  
GUY S. HAGGARD  
FREDERICK W. LEONHARDT  
BORRON J. OWEN, JR.  
MICHAEL K. WILSON  
JEFFREY D. KEINER  
PAUL S. QUINN, JR.  
DAVID L. SCHICK  
JACK K. McMULLEN  
SUSAN T. SPRADLEY  
MICHAEL E. NEUKAMM  
DONALD A. NOHRR  
PHILIP F. NOHRR  
WILLIAM G. BOLTIN, III  
R. LEE BENNETT  
TRACY A. MARSHALL  
JOHN A. KIRST, JR.  
WILBUR E. BREWTON  
KENNETH J. PLANTE

PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

SUITE 250  
225 SOUTH ADAMS STREET  
POST OFFICE BOX 11189

TALLAHASSEE, FL 32302-3189

TELEPHONE (850) 222-7717  
FAX (850) 222-3494

MICHAEL E. WRIGHT  
WILLIAM A. GRIMM  
KENT L. HIPPE  
DONALD H. GIBSON  
ALISON M. YURKO  
THEODORE L. SHINKLE  
JOHN M. BRENNAN  
SCOTT W. SPRADLEY

KIMBERLY NOWORYTA SUNNER  
BRUCE M. HARRIS  
R. DEAN CANNON, JR.  
FRANK A. HAMNER  
RICHARD A. RODGERS  
KELLY M. FITZGERALD  
KELLY BREWTON PLANTE  
J. SCOTT SIMS  
CATHERINE M. PECK  
LORI T. MILVAIN  
MATTHEW S. SMITH  
CHRISTINE A. NOWORYTA  
W. CHRISTOPHER BROWDER  
MARTHA H. MCINTOSH  
LISA A. SPECHT  
GREGORY W. MEIER  
GREGORY W. GLASS

OF COUNSEL  
MALCOLM R. KIRSCHENBAUM  
SYDNEY L. JACKOWITZ  
LILA INGATE MCHENRY  
MICHAEL J. CANAN

*Amended &  
December 31, 1998 Restated*

Division of Corporations  
George Firestone Building  
Gaines Street  
Tallahassee, FL 32301

Via Hand Delivery

700002727687--5  
-12/31/98--01039--021  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

To Whom It May Concern:

Please find for filing AMENDED AND RESTATED ARTICLES OF INCORPORATION and a check in the amount of \$43.75, for filing fees and to obtain a CERTIFICATE OF STATUS (not a certified copy of the Articles) for the following entity:

**HGI, INC.**

**Document Number: G27177**

Please call Beth Herzog at 222-7717 when the document is ready.

Very truly yours,

*Kelly B. Plante*  
Kelly B. Plante

KBP/srd  
Enclosure  
GHRCORP/GHR.43

RECEIVED  
DEC 31 11:07  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA  
98 DEC 31 PM 2:03  
FILED

*DR  
11/4/99*

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
HGI, INC.**

FILED  
98 DEC 31 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being competent to contract, subscribes to these Amended and Restated Articles of Incorporation, which were adopted by unanimous vote of the sole Shareholder and the sole member of the Board of Directors, all in accordance with the laws of the State of Florida.

**ARTICLE I - Name**

The name of this Corporation shall be:

HGI, INC.

**ARTICLE II - Principal Office**

The address of the principal office and the mailing address of the Corporation is 109 B Concord Drive, Casselberry, Florida 32707.

**ARTICLE III - Business and Activities**

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Specifically, this Corporation is permitted to conduct either or both an insurance brokerage or insurance agency business.

**ARTICLE IV - Capital Stock**

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100,000 shares of common stock having a par value of \$1.00 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

## **ARTICLE V - Term of Existence**

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Amended and Restated Articles, and it shall exist perpetually thereafter unless dissolved according to law.

## **ARTICLE VI - Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is 109 B Concord Drive, Casselberry, Florida 32707, and the name of the initial registered agent of this Corporation at that address is Thomas H. Hoffman.

## **ARTICLE VII - Directors**

A. The initial number of Directors of this Corporation shall be one.

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

F. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

### **ARTICLE VIII - Incorporator**

The name and street address of the incorporator signing these Articles is:

Name

Street Address

Thomas H. Hoffman

109 B Concord Drive  
Casselberry, Florida 32707

### **ARTICLE IX - Lost or Destroyed Certificates**

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.


### **ARTICLE X - Amendment to Articles**

These Amended and Restated Articles of Incorporation may be amended in the manner provided by law.

### **ARTICLE XI - Bylaws**

The power to adopt, alter, amend or repeal Bylaws shall be vested in both the Board of Directors and the Shareholders, who may act independently or jointly. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24 day of December, 1998.

  
\_\_\_\_\_  
Thomas H. Hoffman, Sole Director and Sole  
Shareholder

## **ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of HGI, Inc.

  
\_\_\_\_\_  
Thomas H. Hoffman

Dated: December 24, 1998