P93000079821

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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FILED
2010 APR 13 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

SL

BANKERS
INSURANCE GROUP

Bankers Insurance Company

Bankers Specialty Insurance Company

First Community Insurance Company

Sent via USPS Delivery

April 8, 2010

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: First Community Insurance Company
NAIC #13390

Dear Sir or Madam:

Enclosed please find the following items as well as our check in the amount of $105.00.

- Copy of letter from the Office of Insurance Regulation (OIR) requesting the filing of these documents with your department.
- Approved Certified Copy of Resolution (3 original copies)

The Amended Articles of Incorporation were previously filed with your Department on January 28, 2010, however the OIR requested we submit in a different format for their approval.

Please approve the provided documents and return to my attention.

If you have any questions, or require additional information, please do not hesitate to contact me at 800-627-0000 extension 4243.

Regards,

Kristen Terry
Senior Compliance Analyst

Enclosures

PO Box 15707

St. Petersburg, Florida 33733-5707

800-627-0000

727-823-4000

www.bankersinsurance.com

VIA CERTIFIED MAIL

March 30, 2010

Richard G. Torra
First Community Insurance Company
110101 Roosevelt Boulevard North
St Petersburg, Florida 33716

Re: First Community Insurance Company
Amended Articles of Incorporation – Increase of Corporations Minimum Capital and Surplus to $5M

Dear Mr. Torra,

The Office of Insurance Regulation ("Office") has reviewed and approved the Amendment to the Articles of Incorporation ("Articles").

The Company may now submit the three copies of the approved Articles to the Secretary of State. Please resubmit one copy of the Articles to the Office after approval by the Secretary of State.

If you have any questions, please feel free to contact me.

Sincerely,

Angela Davis

Angela Davis

RECEIVED
APR 05 2010
By

APPROVED

MAR 3 0 2010

Docketed by: [signature]

CERTIFIED COPY OF RESOLUTION

FIRST COMMUNITY INSURANCE COMPANY

I, Richard G. Torra, do hereby certify that I am the duly elected Secretary of **First Community Insurance Company**, a Florida corporation ("Company"); that the following is a true and correct copy of a resolution duly adopted by the Board of Directors of this Company on January 27, 2010, that said resolution is in full force and effect, to wit:

ARTICLES OF AMENDMENT

WHEREAS, First Community Insurance Company ("Company") has authorized 1,500,000 shares common capital stock at $2.00 par value; and

WHEREAS, the Company has issued 375,000 shares of its common capital stock to Bankers Insurance Company and an additional 375,000 shares of its common capital stock to Bankers Insurance Group, Inc. for a total of 750,000 shares of common capital stock issued and outstanding; and

WHEREAS, the Company is required and wishes to meet the minimum capital requirement in the state of Texas, however, the state requires licensed insurance companies to maintain a minimum capital of $2,500,000 and minimum capital and surplus of $5,000,000; and

WHEREAS, the Company currently maintains $1,500,000 in common capital stock with a "gross paid in capital and contributed surplus" of an additional $6,000,000, and wishes to amend its Articles of Incorporation to increase the par value of its common capital stock to $4.00 and reallocate $1,500,000 of the additional "gross paid in capital and contributed surplus" to common capital stock; and

WHEREAS, the Company further wishes to amend the Company's Articles of Incorporation to provide that the amount of capital and surplus shall be no less than five million dollars ($5,000,000.00); and

WHEREAS, the Shareholders and Directors are of the unanimous opinion that the proposed amendment to the Company's Articles of Incorporation, to meet the state of Texas' minimum requirements, are in the best interest of the Company and its shareholders.

NOW, THEREFORE, BE IT RESOLVED, the Amendment to the Articles of Incorporation ("Amendment"), increasing the par value of the Company's common capital stock to $4.00 and increasing the Company's minimum capital and surplus to no less than five million dollars ($5,000,000.00), is hereby authorized and approved effective immediately in the form set out in Exhibit "A"; and

BE IT FURTHER RESOLVED, the Secretary or Assistant Corporate Secretary of the Company is hereby authorized and empowered to execute the Amendment on behalf of the Company, and to execute such further instruments and agreements, and to perform all of the Company's obligations, to give full force and effect to the Amendment to increase the capital of the Company and the minimum capital and surplus of the Company; and

BE IT FINALLY RESOLVED, Bankers Insurance Company and Bankers Insurance Group, Inc. will continue to hold their original stock certificates representing a total of 750,000 shares of common capital stock and an accounting entry will reflect the additional $1,500,000 from gross paid in capital and contributed surplus to common capital stock.

WITNESS my hand as Secretary of said Company and with its corporate seal hereunto affixed, this January 27, 2010.

FIRST COMMUNITY INSURANCE COMPANY

BY:______________________________

Richard G. Torra, Secretary

January 28, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FIRST COMMUNITY INSURANCE COMPANY
11101 ROOSEVELT BLVD N
ST PETERSBURG, FL 33716

Re: Document Number P93000079821

The Articles of Amendment to the Articles of Incorporation for FIRST COMMUNITY INSURANCE COMPANY, a Florida corporation, were filed on January 28, 2010.

The certification requested is enclosed. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H10000019002.

Should you have any question regarding this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Irene Albritton
Regulatory Specialist II
Division of Corporations

Letter Number: 710A00002274

P.O BOX 6327 – Tallahassee, Florida 32314

State of Florida

Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on January 28, 2010, to Articles of Incorporation for FIRST COMMUNITY INSURANCE COMPANY, a Florida corporation, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H10000019002. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below

The document number of this corporation is P93000079821.

Authentication Code: 710A00002274-012810-P93000079821-1/1

GREAT SEAL OF THE STATE OF FLORIDA
IN GOD WE TRUST

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twenty-eighth day of January, 2010

Kurt S. Browning
Secretary of State

FILED
2010 APR 13 AM 10: 44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

First Community Insurance Company
(Name of Corporation as currently filed with the Florida Dept. of State)

P93000079821
(Document Number of Corporation (if known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this ***Florida Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

______________________________ *The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or Co.," or the designation "Corp," "Inc," or "Co". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

B. Enter new principal office address, if applicable: ______________________________
(Principal office address MUST BE A STREET ADDRESS)

____

____

C. Enter new mailing address, if applicable: ______________________________
(Mailing address MAY BE A POST OFFICE BOX)

____

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D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: ______________________________

New Registered Office Address: ______________________________
(Florida street address)

______________________________, Florida__________
(City) *(Zip Code)*

New Registered Agent's Signature, if changing Registered Agent:
I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

____
Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

Title	Name	Address	Type of Action
			☐ Add ☐ Remove
			☐ Add ☐ Remove
			☐ Add ☐ Remove

E. **If amending or adding additional Articles, enter change(s) here**:
(attach additional sheets, if necessary). (Be specific)

Amending Article 3. Capital Stock. The revised Article 3 should now read as follows:
The Maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be one million five hundred thousand (1,500,000) shares of common stock, par value in the amount of $4.00. The amount of capital and surplus shall not be less than five million dollars ($5,000,000).

F. **If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:**
(if not applicable, indicate N/A)

The date of each amendment(s) adoption: January 27, 2010

(date of adoption is required)

Effective date if applicable: ____________________

(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by ____________________."

(voting group)

☑ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated January 27, 2010

Signature Nancy C Haire

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Nancy C. Haire

(Typed or printed name of person signing)

Assistant Corporate Secretary

(Title of person signing)