

P95000018130

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☐ PICK-UP

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(Business Entity Name)

(Document Number)

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*Amend And
Restate Act*

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11 JAN 24 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*AMEND + RESTATE
GRP
2-2-11*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Employers Preferred Insurance Company

DOCUMENT NUMBER: P95000018130

The enclosed ***Articles of Amendment*** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Donald C. Smith

Name of Contact Person

Employers Preferred Insurance Company

Firm/ Company

10375 Professional Circle

Address

Reno, NV 89521

City/ State and Zip Code

regulatory@employers.com

E-mail address; (to be used for future annual report notification)

For further information concerning this matter, please call:

Donald C. Smith

Name of Contact Person

at (775)

327-2853
Area Code & Daytime Telephone Number

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

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 27, 2011

DONALD C. SMITH
EMPLOYERS PERFERRED INSURANCE COMPANY
10375 PROFESSIONAL CIRCLE
RENO, NV 89521

SUBJECT: EMPLOYERS PREFERRED INSURANCE COMPANY
Ref. Number: P95000018130

We have received your document for EMPLOYERS PREFERRED INSURANCE COMPANY and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Chief Financial Officer is by law the registered agent for the subject entity. If you want to make a change in the contact person who is designated to accept service of process with the Department of Financial Services, please contact that Department at (850) 413-4102.

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) 245-6892.

Tina Roberts
Regulatory Specialist II

Letter Number: 711A00002315

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Employers Preferred Insurance Company

DOCUMENT NUMBER: P95000018130

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Please return all correspondence concerning this matter to the following:

Donald C. Smith

Name of Contact Person

Employers Preferred Insurance Company

Firm/ Company

10375 Professional Circle, Reno, NV 89521

Address

Reno, NV 89521

City/ State and Zip Code

regulatory@employers.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

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Street Address

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Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

APPROVED

JAN 12 2011

Docketed by: *LCM*

RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF

EMPLOYERS PREFERRED INSURANCE COMPANY

Upon the Affirmative vote of a majority of the directors of EMPLOYERS PREFERRED INSURANCE COMPANY, the Corporation hereby restates its Articles of Incorporation to read as follows:

ARTICLE I
NAME

The name of the corporation, formerly AmCOMP Preferred Insurance Company, shall be Employers Preferred Insurance Company. The place of business shall be 851 Trafalgar Court, Suite 400E, Maitland, Florida.

ARTICLE II
NATURE OF BUSINESS

The purpose of the Corporation is to engage in the business of property and casualty insurance.

ARTICLE III
CAPITAL STOCK

Effective December 30, 2010, the aggregate number of shares which the Corporation is authorized to issue is 10,000,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 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 \$2,500,000 of paid-in capital and \$3,500,000 of surplus. 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 for any shares may also consist of any type of securities in which the Corporation would be permitted to invest under applicable law.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall exist perpetually.

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ARTICLE V
REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be 851 Trafalgar Court, Suite 400E, Maitland, FL 32751, and the registered agent of this Corporation at such office shall be Donald C. Smith, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office to receive service of process from the Treasurer and Insurance Commissioner of the State of Florida.

ARTICLE VI
DIRECTORS

Section 1. The Corporation shall have five (5) directors, all of whom are United States citizens and all of whom are over the age of eighteen (18). The names and addresses of the directors, whose term of office shall be for one (1) year, are:

<u>Name</u>	<u>Address</u>
Robert John Kolesar Chairman of the Board	Employers Insurance Company of Nevada 10375 Professional Circle Reno, NV 89521
Douglas Dean Dirks Member of the Board	Employers Insurance Company of Nevada 10375 Professional Circle Reno, NV 89521
Lenard Thomas Ormsby Member of the Board	Employers Insurance Company of Nevada 10375 Professional Circle Reno, NV 89521
William Eric Yocke Member of the Board	Employers Insurance Company of Nevada 10375 Professional Circle Reno, NV 89521
Martin Jay Welch Member of the Board	Employers Insurance Company of Nevada 10375 Professional Circle Reno, NV 89521

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 Bylaws.

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 estops that directors from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop 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) Reckless or an act or omission which was committed in bad faith or with malice purposes or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. For purposes of these articles of incorporation, the term "reckless" means the act of, or omitting 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 shareholders with or without cause.

ARTICLE VII 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 VIII PARTICIPATING POLICIES

Pursuant to section 628.361, Florida Statutes (1993), 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 or 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.

Articles of Amendment
to
Articles of Incorporation
of

Employers Preferred Insurance Company

(Name of Corporation as currently filed with the Florida Dept. of State)

P95000018130

(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**)

851 Trafalgar Court, #400E

Maitland, FL 32751

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

10375 Professional Circle

Reno, NV 89521

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: FL Chief Financial Officer (statutory)

New Registered Office Address: (Florida street address)

(City) _____, Florida
(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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Article I, "Name" (please see attached "red-line" draft)

Article III, "Capital Stock" (please see attached "red-line" draft)

Article V, "Registered Office and Agent" (please see attached "red-line" draft)

Article VI, Section 1 "Directors" (please see attached "red-line" draft)

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: December 30, 2010

Effective date if applicable: December 30, 2010
(date of adoption is required)
(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

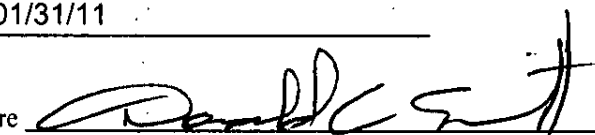
by _____.”
(voting group)

☐ 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 01/31/11

Signature



(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)

Donald C. Smith

(Typed or printed name of person signing)

Secretary

(Title of person signing)

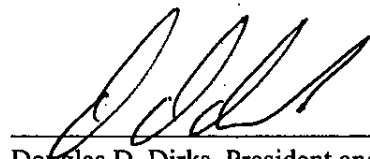
EMPLOYERS GROUP, INC.

CONSENT OF SHAREHOLDER IN LIEU OF MEETING

Employers Group, Inc., the sole shareholder of Employers Preferred Insurance Company, a Florida corporation, approves and adopts the Restated and Amended Articles of Incorporation of Employers Preferred Insurance Company, a copy of which is attached hereto and incorporated by this reference, subject to the approval of the Florida Office of Insurance Regulation.

As required by section 607.0704(1), Florida Statutes, the sole shareholder will cause this written consent to be delivered to the Corporation's secretary within sixty days after the date set forth below.

DATED this 30th day of December, 2010.



Douglas D. Dirks, President and
Chief Executive Officer of
Employers Group, Inc.
Sole shareholder of:
Employers Preferred Insurance Company