

P95000018130

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*Amended and  
Restated Act*

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*11-144*

**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:

Lori A. Brown

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:

Lori A. Brown

Name of Contact Person

at ( 415 )

Area Code & Daytime Telephone Number

627-5003

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

# APPROVED

OCT 18 2011

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
EMPLOYERS PREFERRED INSURANCE COMPANY

Docketed by: jmuffe

Upon the Affirmative vote of a majority of the shareholders 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 principal 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 \$100.00 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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TALLAHASSEE, FLORIDA

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 shall be the Chief Financial Officer of Florida. The Corporation shall 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 Chief Financial Officer of Florida.

ARTICLE VI  
DIRECTORS

Section 1. The Corporation shall have no more than eleven (11) and no less than five (5) directors. Each director's term of office shall be for one (1) year or until a successor is elected and qualified, and upon the expiration of such term, each such director's replacement shall be elected for a term of one (1) year. A majority of the directors shall be citizens of the United States, pursuant to Section 628.231 (3) Florida Statutes.

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.

Amended pursuant to the Consent of the Corporation's sole shareholder, Employers Group, Inc., dated September 22, 2011.

**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:**

N/A

*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)**

N/A

**C. Enter new mailing address, if applicable:**

**(Mailing address MAY BE A POST OFFICE BOX)**

N/A

**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:

N/A

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>
	N/A	N/A	<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)*

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**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)*

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The date of each amendment(s) adoption: September 22, 2011  
(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 11/8/11

Signature Lori A. Brown  
(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)

Lori A. Brown

(Typed or printed name of person signing)

Secretary

(Title of person signing)