

P95000033878

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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: National Warranty of Florida, Inc.

DOCUMENT NUMBER: P95000033878

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

Please return all correspondence concerning this matter to the following:

Karen Barger

Name of Contact Person

Protective Life Corporation

Firm/ Company

2801 Highway 280 South

Address

Birmingham, AL 35223

City/ State and Zip Code

karen.barger@protective.com

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

For further information concerning this matter, please call:

Karen Barger

Name of Contact Person

at (205)

268-3061

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

RECEIVED
2009 DEC 15 AM 8:00
SECRETARY GENERAL

Protective Life Corporation
Post Office Box 2606
Birmingham, Alabama 35202
205-268-1000



Karen Barger
Regulatory Analyst
Mail Code 3-4-LE
Direct Dial: (205) 268-3061
Facsimile: (205) 268-5516
E-mail: karen.barger@protective.com

December 31, 2009

Florida Department of State
Division of Corporations
Attn: Thelma Lewis
P.O. Box 6327
Tallahassee, FL 32314

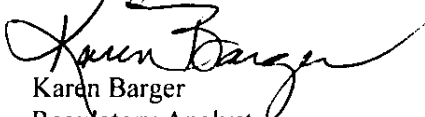
Re: **National Warranty of Florida, Inc.**

Dear Ms. Lewis:

Please find enclosed check # 1300928 in the amount of \$35.00 for the filing fee for the filing of the 2009 Amended and Restated Articles of Incorporation for the above named company. I have enclosed a copy of your letter requesting the filing fee for your reference.

If you have any questions or need additional information, please do not hesitate to contact me.
Thank you for your assistance with this matter.

Sincerely,


Karen Barger
Regulatory Analyst

enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 17, 2009

KAREN BARGER
PROTECTIVE LIFE CORPORATION
2801 HIGHWAY 280 SOUTH
BIRMINGHAM, AL 35223

SUBJECT: NATIONAL WARRANTY OF FLORIDA, INC.
Ref. Number: P95000033878

We have received your document for NATIONAL WARRANTY OF FLORIDA, INC., however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$35.00.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 709A00038348

RECEIVED
JAN -4 AM 8:50
DEPT. OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

National Warranty of Florida, Inc.

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

P95000033878

(Document Number of Corporation (if known))

FILED
10 JAN -6 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**)

1099 18th Street

Suite 350

Denver, CO 80202

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

14755 N Outer Forty Drive

Suite 400

Chesterfield, MO 63017

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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>CEO</u>	<u>Brent E. Griggs</u>	<u>14755 N Outer Forty Drive</u> <u>Suite 400</u> <u>Chesterfield, MO 63017</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>SEC</u>	<u>Richard C. Hackett</u>	<u>14755 N Outer Forty Drive</u> <u>Suite 400</u> <u>Chesterfield, MO 63017</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>VP</u>	<u>Steven G. Walker</u>	<u>2801 Highway 280 South</u> <u>Birmingham, AL 35223</u>	<input checked="" 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)

See attached

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)

N/A

2009

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

NATIONAL WARRANTY OF FLORIDA, INC.

National Warranty of Florida, Inc., a corporation organized under the Florida General Corporation Act, hereby adopts the following 2009 Amended and Restated Articles of Incorporation of National Warranty of Florida, Inc.:

ARTICLE I
NAME

1.1 The name of the corporation shall be National Warranty of Florida, Inc. (hereinafter referred to as the "Company").

ARTICLE II
PERIOD OF DURATION

2.1 The duration of the Company shall be perpetual.

ARTICLE III
PURPOSES, OBJECTS AND POWERS

3.1 The purposes, objects and powers of the Company are:

(a) The Company is for profit.

(b) To engage in any lawful business, act or activity permitted to a corporation organized under the Florida General Corporation Act, it being the purpose and intent of this Section 3.1 to invest the Company with the broadest purposes, objects and powers lawfully permitted a corporation formed under the said Act.

(c) To carry on any and all aspects, ordinary or extraordinary, of any lawful business and to enter into and carry out any transaction, ordinary or extraordinary, permitted by the laws of the United States or any other nation, state, territory, or country, having and exercising in connection therewith all powers given to corporations by the laws of the State of Florida.

(d) Without limiting the scope and generality of the foregoing, the Company shall have the following specific purposes, objects and powers:

(1) To transact the business of a specialty insurer with respect to motor vehicle service agreements and every other kind of insurance in such places as may be approved by the Board of Directors subject to applicable regulatory approvals.

(2) To have and to exercise any and all of the powers specifically granted in the insurance laws of the State of Florida, none of which shall be deemed to be inconsistent with the nature, character or object of the Company and none of which are denied to it by this 2009 Amended and Restated Articles of Incorporation, including, without limitation, the power to accept and execute all legal trusts which may be confided to the Company.

(3) To acquire, own, manage, operate, improve or deal with and to sell, lease, mortgage, pledge, distribute or otherwise deal in and dispose of, property of every kind and wheresoever situated.

(4) To be a promotor or incorporator, to subscribe for, purchase, deal in and dispose of, any stock, bond, obligation or other security, of any person, firm, corporation or governmental unit, and while the owner and holder hereof to exercise all rights of possession and ownership.

(5) To purchase or otherwise acquire (including, without limitation, to purchase its own shares to the extent of unreserved and unrestricted capital surplus available therefor) to the fullest extent permitted by the Florida General Corporation Act, and to sell, pledge or otherwise deal in or dispose of shares of its own stock, bonds, obligations or other securities.

(6) To borrow money from any person, firm, corporation or governmental unit and to secure any debt by mortgage or pledge of any property of the Company; to make contracts, guarantees, and indemnity agreements and incur liabilities and issue its notes if not inconsistent with the provisions of the Constitution of Florida as the same may be amended from time to time.

(7) To lend money, extend credit or use its credit to assist any person, firm, corporation or governmental unit, including, without limitation, its employees and directors and those of any subsidiary, in accordance with and subject to the provisions of the Florida General Corporation Act and the Florida Insurance Code.

(8) To guarantee any indebtedness and other obligations of, and to lend its aid and credit to, any person, firm, corporation or governmental unit, and to secure the same by mortgage or pledge of, or security interest in, any property of the Company.

(9) To consolidate, merge or otherwise reorganize in any manner permitted by law; to engage in one or more partnerships and joint ventures as general or limited partner.

(10) To carry on its business anywhere in the United States and in foreign countries.

(11) To elect or appoint officers and agents and define their duties and fix their compensation; to pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans, and other incentive or deferred compensation plans for any or all of its directors, officers and employees.

(12) To make donations for the public welfare or for charitable, scientific, or educational purposes; to transact any lawful business which the Board of Directors shall find to be in aid of governmental policy.

All words, phrases and provisions appearing in this Section 3.1 are used in their broadest sense, are not limited by reference to or inference from any other words, phrases or provisions and shall be so construed.

ARTICLE IV CAPITAL STOCK

4.1 The Company is authorized to issue two million (2,000,000) shares of stock having no par value per share. All such shares are to be of one class and shall be designated as Common Stock.

4.2 The shareholders of the Company shall not have preemptive rights.

ARTICLE V REGISTERED AGENT, REGISTERED OFFICE AND OTHER OFFICES

5.1 C. T. Corporation System shall serve as registered agent. The registered office is located at 1200 South Pine Island Road, Broward County, Plantation, Florida 33324. The mailing address of the Company is 1099 18th Street, Suite 350, Denver, CO 80202.

5.2 The principal place of business of the Company shall be located at such place within or without the State of Florida as the Board of Directors may determine or at such place as the Board of Directors may determine provided such place complies with applicable law. The Company may establish branches and agencies in any other part of the State of Florida, in other states or territories of the United States, or in the District of Columbia.

ARTICLE VI BOARD OF DIRECTORS

6.1 The business and affairs of the Company shall be managed by the Board of Directors. The number of directors of the Company shall be fixed from time to time in the manner provided in the By-laws, or, in the absence of a by-law fixing or providing a manner of determining the number of directors, the number of directors shall be determined by the shareholders. However, the Board of Directors shall consist of not less than five (5) or more individuals, or the minimum number of directors required by Florida business and insurance codes, with the number specified in or fixed in accordance with the By-laws, and no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Any director may be removed in accordance with the provisions of the Bylaws and the laws of the State of Florida.

6.2 To the fullest extent permitted by the Florida General Corporation Act as in effect on the date hereof and as hereafter amended from time to time, a director of the Company shall not be liable to the Company or its shareholders for monetary damages for breach of fiduciary duty as a director. If the Florida General Corporation Act or any successor statute is amended after adoption of this provision to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the Florida General Corporation Act, as so amended from time to time, provided, in no event shall a director be exempt from any obligation

imposed by Title 37, Florida Statutes Annotated. Any repeal or modification of this Section 6.2 by the shareholders of the Company shall not adversely affect any right or protection of a director of the Company existing at the time of such repeal or modification or with respect to events occurring prior to such time.

6.3 In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Company; subject, nevertheless, to the provisions of the Code of Florida, this 2009 Amended and Restated Articles of Incorporation and to any bylaws from time to time adopted; provided, however, that no by-laws so adopted shall invalidate any prior act of the directors which would have been valid if such by-law had not been adopted.

ARTICLE VII INTERNAL AFFAIRS

The following provisions for the regulation of the business and for the conduct of the affairs of the Company, the directors and the shareholders are hereby adopted:

7.1 The power to alter, amend, or repeal the By-laws or adopt new bylaws shall be vested in the Board of Directors and the shareholders, or either of them, which power may be exercised in the manner and to the extent provided in the By-laws, provided, however, that the Board of Directors may not alter, amend or repeal any by-law establishing what constitutes a quorum at such shareholders' meetings, or which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors. The By-laws may contain any provisions for the regulation of the business and for the conduct of the affairs of the Company, the directors and shareholders not inconsistent with this 2009 Amended and Restated Articles of Incorporation.

7.2 The Company reserves the right from time to time to amend, alter or repeal each and every provision contained in this 2009 Amended and Restated Articles of Incorporation, or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Florida Insurance Code or the Florida General Corporation Act, and all rights conferred upon shareholders at any time are granted subject to this reservation.

[Remainder of page intentionally left blank]

The foregoing 2009 Amended and Restated Articles of Incorporation supersedes the previous Articles of Incorporation and all amendments thereto.

IN WITNESS WHEREOF, National Warranty of Florida, Inc. has caused this 2009 Amended and Restated Articles of Incorporation to be executed by its President and by its Secretary this _____ day of December, 2009.


BY: Brent E. Griggs
Its: President

BY: Richard C. Hackett
Its: Secretary

CERTIFICATE OF TRUE COPY

I, A. Craig Phillips, Assistant Secretary of National Warranty of Florida, Inc., ("NWF") do hereby certify and affirm that the attached is a true and correct copy of the 2009 Amended and Restated Articles of Incorporation of National Warranty of Florida, Inc. adopted at the regular meeting of the Board of Directors of NWF held December 14, 2009, and that the same remains in full force and effect.

AFFIANT:



A. Craig Phillips
Assistant Secretary
National Warranty of Florida, Inc

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for said State and said county, hereby certify that A. Craig Phillips, whose name is signed to the foregoing Certificate of True Copy, personally appeared before me on this day and that, being informed of the contents of said Certificate of True Copy, made oath that the above statement is true and that he executed the same voluntarily on the 14 day of Dec., 2009.

(SEAL)


Notary Public
MY COMMISSION EXPIRES MAY 31, 2010
My Commission Expires: _____

The date of each amendment(s) adoption: December 14, 2009
(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):*

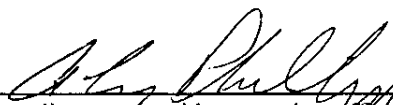
"The number of votes cast for the amendment(s) was/were sufficient for approval

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 December 14, 2009

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)

A. Craig Phillips

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)