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CORPORATION(S) NAME

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Standard Funding Corporation

- ☐ Profit
☐ NonProfit
☐ Limited Liability Company

☒ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

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☐ Change of R.A.

☐ Limited Liability Partnership

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
STANDARD FUNDING CORPORATION**

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Pursuant to the provisions of Section 607.194 of the Florida General Corporation Act, the undersigned hereby adopts these Amended and Restated Articles of Incorporation (the "Articles") of Standard Funding Corporation, a Florida corporation (the "Corporation"). These Articles set forth the provisions of the Articles of Incorporation of this Corporation as originally filed with the Secretary of State of the State of Florida on January 25, 1996, which Articles of Incorporation have not been amended or restated to date, and do further restate, integrate and amend the provisions of such original Articles of Incorporation.

These Articles have been duly adopted, as required by law, by unanimous written consent of the sole shareholder of the Corporation, dated December 13, 1996, and by unanimous written consent of the Board of Directors of the Corporation, dated December 13, 1996. These Articles supersede the original Articles of Incorporation and all amendments and supplements thereto.

ARTICLE I

The name of the Corporation is Standard Funding Corporation.

ARTICLE II

The mailing address of the Corporation is:

~~3301 Northeast 2nd Avenue~~ 16155 SW 117th Ave B-15
Miami, Florida 33197 33177

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The nature of the business or purposes to be conducted or promoted are:

1. To execute and deliver a Residual Purchase and Funding Agreement (the "Residual Agreement") by and between the Corporation, as purchaser, and FPF, Inc., as seller ("FPF"), and an Agreement of Definitions by and among FPF, Standard Premium Finance Management Corporation, the Corporation and Flatiron Funding Company, LLC (the "Agreement of Definitions"), and to undertake all rights, duties and obligations contained in the Residual Agreement and the Agreement of Definitions (collectively, the "Agreements") including, but not limited to, the purchase of a residual

interest in the Premium Receivables (as defined in the Agreement of Definitions) from FPF pursuant to the Residual Agreement.

2. To enter into and to perform obligations pursuant to agreements necessary or desirable to effectuate the foregoing.

3. To engage in any other lawful act or activity for which corporations may be organized under the Florida General Corporation Act which are incidental to the foregoing or necessary and appropriate to the foregoing.

ARTICLE V

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares, no par value. All such shares shall be of one class and shall be designated as Common Stock.

The Corporation may purchase, directly or indirectly, its own shares to the extent that may be allowed by law.

ARTICLE VI

The power to cumulate votes (cumulative voting) in the election of directors is hereby expressly prohibited.

The shareholders of the Corporation shall not have a preemptive right to purchase, acquire or subscribe for any unissued, additional or treasury shares of stock of any class or bonds, notes, debentures or other securities convertible into stock of the Corporation or carrying any right to purchase, acquire or subscribe for stock of any class.

ARTICLE VII

The street address of the initial registered office of the Corporation is c/o CT Corporation System 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of the Corporation's initial registered agent at that address is CT Corporation System.

ARTICLE VIII

The number of directors on the initial board of directors is two (2). The name and address of the initial directors are indicated below and in Article XIV:

William J. Koppelman

16155 SW 17th Ave
3301 Northeast 2nd Avenue
Miami, Florida ~~33137~~ 33177

Robert A. Pinkerton

1801 California Street, Suite 3920
Denver, Colorado 80202

ARTICLE IX

To the maximum extent permitted by the Florida General Corporation Act as from time to time amended, the Corporation shall indemnify its currently acting and its former directors, officers and employees and those persons who, at the request of the Corporation, serve or have served another corporation, partnership, joint venture, trust or other enterprise in one or more of such capacities. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, bylaw, agreement, vote of stockholders or disinterested directors or otherwise. Notwithstanding anything contained herein to the contrary, no officer or director of the Corporation shall be indemnified for any liability to the Corporation or its stockholders to which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office.

ARTICLE X

Any action required by law to be taken at any annual or special meeting of shareholders, or any action that may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE XI

The Board of Directors is authorized to adopt, amend or repeal the Bylaws of the Corporation, except as limited by Article XIII hereof.

ARTICLE XII

The corporation reserves the right to amend, alter or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed by statute, and all rights of stockholders herein are subject to this reservation, provided, that any such amendment, alteration or repeal shall comply with the provisions of Article XIII hereof.

ARTICLE XIII

So long as the Residual Agreement is in effect, without the consent of FPF:

1. The Corporation shall not engage in any business or activity other than in connection with or relating to the Agreements and as otherwise permitted herein.

2. The Corporation shall not consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity.

3. The Corporation shall not dissolve or liquidate, in whole or in part, except with the prior written consent of FPF and the Special Director.

4. The funds and other assets of the Corporation shall not be commingled with those of any other individual, corporation, limited liability company, estate, partnership, joint venture, association, joint stock company, trust, unincorporated organization, or government or any agency or political subdivision thereof.

5. The Corporation shall not hold itself out as being liable for the debts of any other party.

6. The Corporation shall not form, or cause to be formed, any subsidiaries.

7. The Corporation shall act solely in its corporate name and through its duly authorized officers or agents in the conduct of its business, and shall conduct its business so as not to mislead others as to the identity of the entity with which they are concerned.

8. The Corporation shall maintain corporate records and books of account and shall not commingle its corporate records and books of account with the corporate records and books of account of any other corporation. The books of the Corporation may be kept (subject to any provision contained in the statutes) inside or outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the corporation.

9. The Board of Directors of the Corporation shall hold appropriate meetings to authorize all of its corporate actions. Regular meetings of the Board of Directors shall be held not less frequently than three times per annum.

10. Meetings of the shareholders of the Corporation shall be held not less frequently than one time per annum.

11. The Corporation shall not amend, alter, change or repeal any provision contained in this Article XIII, Article XIV or Article XV without (i) the

affirmative vote in favor thereof of the holders of the outstanding stock of the corporation entitled to vote thereon; (ii) the prior written consent of FPF; and (iii) the written consent of all directors, including the Special Director.

12. The Corporation shall not amend its articles of incorporation or Bylaws without the prior written consent of FPF.

13. The Corporation shall not permit nor register the transfer of any of its capital stock.

ARTICLE XIV

So long as the Residual Agreement is in effect, at all times, except in the case of a temporary vacancy, which shall promptly be filled, at least one Director of the Corporation shall be a person who does not own beneficially, directly or indirectly, more than 5% of the outstanding Common Stock and who is not a director, officer or employee of any person, firm, corporation or other entity owning beneficially, directly or indirectly, more than 5% of the outstanding Common Stock of the Corporation (the "Special Director"). In the event of the resignation of the Special Director of the Corporation whose service satisfies the foregoing qualification requirement, the shareholders or the Board of Directors of the Corporation, as the case may be, shall elect or appoint a person to such vacancy who meets the criteria set out in the foregoing sentence. The member of the initial Board of Directors who fulfills the foregoing requirements is Robert A. Pinkerton whose address is 1801 California Street, Suite 3920, Denver, Colorado 80202.

Notwithstanding the foregoing, the Special Director may serve in similar capacities for other special purpose entities formed by sellers of Premium Receivables to FPF.

ARTICLE XV

The Corporation shall not, without the unanimous affirmative vote of the whole Board of Directors (which shall include the Special Director) of the Corporation, institute any proceedings to adjudicate the Corporation a bankrupt or insolvent, consent to the institution of bankruptcy or insolvency proceedings against the Corporation, file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of its property or admit its inability to pay its debts generally as they become due or authorize any of the foregoing to be done or taken on behalf of the Corporation. With respect to a vote for the filing of a bankruptcy petition or other such action described above, the Special Director shall owe his fiduciary duty to the Corporation itself, including the Corporation's creditors.

IN WITNESS WHEREOF, the undersigned has executed and acknowledged these
Amended and Restated Articles of Incorporation this 13th day of December, 1996.

STANDARD FUNDING CORPORATION

By


William J. Koppelman, President


Leonard M. Bostwright, Jr.
Secretary

Attest:


Leonard M. Bostwright, Jr.
Secretary