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# ARTICLES OF INCORPORATION SOUTHEASTERN HOLDING CORPORATION

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SECRETARY OF STATE

TALLAHASSEE, FLORIDA

The undersigned incorporators to these Articles of Incorporation, natural persons over the age of 18 years, competent to contract and the majority of whom are citizens of the United States of America, hereby form a stock insurer corporation under the laws of the State of Florida.

### ARTICLE I NAME

The name of the corporation shall be SOUTHEASTERN HOLDING CORPORATION. The principal place of business of this corporation shall be in Sarasota County, Florida, at the following address: 7250 Beneva Road, Sarasota, Florida 34238.

#### ARTICLE II NATURE OF BUSINESS

The purpose of the corporation is to accept and retain assets to serve as a capitalization for Ameritrust Insurance Corporation, and any business activities pertaining to the provision of such capitalization or incidental thereto and any other business activities authorized by the laws of the State of Florida.

## ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to issue is one hundred (100) shares of common stock having a par value of One Dollar (\$1,00) per share.

### **ARTICLE IV** TERM OF EXISTENCE

The corporation shall exist perpetually.

### ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of the corporation shall be Thomas E. Caine and the initial registered office of the corporation shall be 7250 Beneva Road, Sarasota, Florida 34238, 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 open 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 four (4) directors initially, all of whom are United States citizens and all of whom are over the age of 18. The names and street addresses of the directors whose initial terms of office shall be as provided for in the Bylaws, but initially shall not be for more than one year, are:

Tedson M. Caine	7250 Beneva Road, Sarasota, Florida 34238
Thomas E. Caine	7250 Beneva Road, Sarasota, Florida 34238
Julia J. Caine	7250 Beneva Road, Sarasota, Florida 34238
Susan K. Caine	7250 Beneva Road, Sarasota, Florida 34238

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.

<u>Section 4.</u> Directors may be removed by the shareholders only for 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 INCORPORATORS

The names and addresses of the incorporators, all of whom are over the age of eighteen (18) and all of whom are citizens of the United States, are:

Tedson M. Caine	7250 Beneva Road, Sarasota, Florida 34238
Thomas E. Caine	7250 Beneva Road, Sarasota, Florida 34238
Julia J. Caine	7250 Beneva Road, Sarasota, Florida 34238
Susan K. Caine	7250 Beneva Road, Sarasota, Florida 34238

# ARTICLE IX AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

## ARTICLE X BY-LAWS

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in the Board of Directors and the Shareholders.

Tedson M. Caine, President

Tedson M. Caine

COUNTY OF <u>Savasola</u>	
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who did take an oath.	as isomormon and
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	Commission Number: My Commission Expires:

Thomas E. Caine

COUNTY OF Sava so (a.	
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SUSAN K. CAINE  NOTARY PUBLIC S  Banded By Service Ins  No. CC324999	NOTARY PUBLIC State of Florida at Large
Milesandy House	Name of Officer taking acknowledgment (Typed, printed or stamped)
	Commission Number: My Commission Expires:

Julia J. Caine

STATE OF FLORIDA COUNTY OF <u>Savasola</u>	
The foregoing instrument was exc Leacter 1996, by J has produced	ceuted before me this3/5+ day of lulia J. Caine, who is <u>personally known</u> to me or who as identification and who
SUSAN K. CAINE My Comm Exp. 10/20/97 Bonded By Service Ins. No. CC324999 Yearned New 1100-10	NOTARY PUBLIC State of Florida at Large
	Name of Officer taking acknowledgment (Typed, printed or stamped)

Susan K. Caine

STATE OF FLORIDA			
COUNTY OF SOLUDOTA			
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My Comm. Expires Mar. 22, 1906 No. CC102041	Name of Officer taking acknowledgment (Typed, printed or stamped)		
TE OF FLOR	Commission Number:		
	My Commission Expires:		

# ACCEPTANCE OF REGISTERED AGENT

CORPORATION, at the p	lace designa	ted in the Artic	les of Incorpora	EASTERN HOLDING
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