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McCONNAUGHAY, ROLAND, MAIDA & CHERR, P. A.

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JACQUELINE L. BLANON
THACKY J. BRUNYANNY
DORRIS D. CHIRCH
R. STEPHEN COONROD
MARY K. CHUCKWANK
MICHAEL C. CHUMPER
CUCIL DAVIS, JR.
LAURIE T. DODSON
CHRISTOPHER JOHN DODSON
DRIAN K. DUFFY
JON O. DURRILL
ELIZABETH L. FRATHORN
CLYDE W. GALLOWAY, JR.
MARK H. GRIMAN
LAUREL A. HAJEK
MARY K. INOLRY
MICHAEL R. INOHAM
JACQUELYN K. LEWIN
THOMAS J. MAIDA

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101 NORTH MONROE STREET
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TALLAHASSEE, FLORIDA 32301-0900
TELEPHONE 904-999-0101
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JAMES M. McCONNAUGHAY
AUSTIN D. AL
ROBERT C. ALBRECHT, III
ROBERT D. BORN
B. WILLIAM BOLAND
PETER N. BOURDON
MICHAEL J. BUDICKEL
R. LOUIS BYRON
BARBARA MARY BYRON
M. KENNETH THOMAS
JENNICA K. VARR
MARY LARRY WANKMAN
PATRICK R. WEAVER

OF COURTESY
RODOLPH O. MAJOR
GOVERNMENTAL CONSULTANT
DAVID A. GUZZO
(NOT AN ATTORNEY)

March 19, 1996

VIA HAND DELIVERY

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Florida Family Mutual Insurance Company

Dear Sir or Madam:

Enclosed for filing are an original and one (1) copy of the Articles of Incorporation of the above referenced insurance company, and a check for \$96.25 (includes filing fee of \$35.00, certified copy fee of \$52.50 and certificate of status fee of \$8.75). Please provide us with a certified copy of the Articles of Incorporation.

Sincerely,

Clyde W. Galloway, Jr.
Clyde W. Galloway, Jr.

RECEIVED
96 MAR 21 1996
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R96561

/vrm

Enclosures

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*****96.25 *****96.25

310 SOUTH BAYLEN STREET, SUITE 900
P. O. BOX 13370
PENSACOLA, FLORIDA 32501-3370
TELEPHONE: 904-434-7122
TELECOPIER: 904-435-0924

625 JENKS AVENUE
P. O. BOX 2551
PANAMA CITY, FLORIDA 32402
TELEPHONE: 904-784-2509
TELECOPIER: 904-760-5361

8081 DIX LILIS TRAIL
SUITE 20
JACKSONVILLE, FLORIDA 32250
TELEPHONE: 904-365-1050
TELECOPIER: 904-365-1100

1800 SECOND STREET
SUITE 654
SARASOTA, FLORIDA 34236
TELEPHONE: 941-955-6141
TELECOPIER: 941-955-0244

APC
3-19-96

APPROVED
INSURANCE COMMISSIONER
AND TREASURER

FEB 20 1996

By S. St. Madwell
Legal Division

ARTICLES OF INCORPORATION
OF
FLORIDA FAMILY MUTUAL INSURANCE COMPANY

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

ARTICLE I

NAME

The name of the corporation shall be FLORIDA FAMILY MUTUAL INSURANCE COMPANY. The principal place of business of the corporation shall be 101 North Monroe Street, Suite 900, Tallahassee, Florida 32301.

ARTICLE II

NATURE OF BUSINESS

The purpose of the corporation is to engage in the business of property and casualty insurance and any lawful business incidental thereto.

ARTICLE III

MEMBERS

Each policyholder of the corporation, other than the holders of contracts of reinsurance, shall be a member ("a Member") of the corporation. Each Member shall be entitled to one (1) vote at the meetings of Members for each policy of insurance in force thirty (30) days prior to the meeting date called pursuant to the corporation's bylaws. The qualifications for

membership in the corporation shall be as prescribed in Chapter 628, Florida Statutes, as amended from time to time.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist perpetually.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be McConnaughay, Roland, Maida & Cherr, P.A., 101 North Monroe Street, Suite 900, Tallahassee, Florida 32301 and the initial registered agent of this corporation at such office shall be Clyde W. ("Billy") Galloway, 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

The corporation shall have ten (10) directors initially, all of whom are United States citizens and all of whom are over the age of eighteen. The names and residence street addresses of the directors, whose initial terms of office shall be for one year, are:

<u>Name</u>	<u>Address</u>
William Montei	1002 Deming Way Madison, WI 53744-5650

Walter Dale Hurdy	21032 Prestwick Drive Barrington, IL
Melissa P. Ammarell	604 N. Wheaton Wheaton, IL
David C. Hardy	216 Oklahoma Ingleside, TX
Lindsay Hardy	21032 Prestwick Drive Barrington, IL
John Eric Jaeckel	2341 Midvale Kalamazoo, MI
Thomas J. Porter	3126 Huttersfield Circle Tallahassee, FL
Raymond Richard Rettig, Jr.	109 Turkey Run Cary, IL
Michael Garrett West	2237 Harlem Boulevard Rockford, IL
Richard Kevin Clinton	412 Oxford East Lansing, MI 48823

ARTICLE VII

Contingent Liability

No Member shall have any contingent liability as to any non-assessable policy issued pursuant to Chapter 628.341, Florida Statutes. The maximum contingent liability of the Members of the corporation, as to other than non-assessable policies, shall be not more than three (3) times the premium for the Member's policy at the annual premium rate for a term of one (1) year.

ARTICLE VIII

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 IX

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 of 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.

ARTICLE X

Incorporators

The names and residence street addresses of the incorporators, all of whom are over the age of eighteen, and all of whom are United States citizens are:

Name

Address

William Montei

1002 Deming Way
Madison, WI 53744-5650

Walter Dale Hardy

21032 Prestwick Drive
Barrington, IL

Melissa P. Ammarell

604 N. Wheaton
Wheaton, IL

David C. Hardy

216 Oklahoma
Ingleside, TX

Lindsay Hardy

21032 Prestwick Drive
Barrington, IL

John Eric Jaekel

2341 Midvale
Kalamazoo, MI

Thomas J. Porter

3126 Huttersfield Circle
Tallahassee, FL

Raymond Richard Rettig, Jr.

109 Turkey Run
Cary, IL

Michael Garrett West

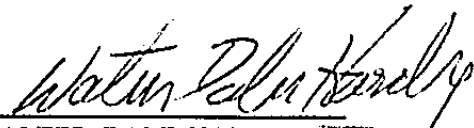
2237 Harlem Boulevard
Rockford, IL

Richard Kevin Clinton

412 Oxford
East Lansing, MI 48823

IN WITNESS WHEREOF, the incorporators have hereunto set their hands and seals this

7th day of March, 1995.


WALTER DALE HARDY

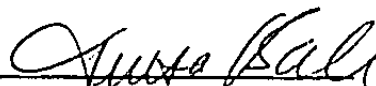
STATE OF Colorado
COUNTY OF Eagle

BEFORE ME, the undersigned authority, personally appeared Walter Dale Hardy, who is personally known to me or who has produced ILLINOIS D.L., as identification, and he acknowledged to me that he executed the foregoing Articles of Incorporation voluntarily and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7th day of March, 1996.

(SEAL)




NOTARY PUBLIC
My Commission Expires:

My Commission Expires 03/02/1999


WILLIAM MONTEI

STATE OF WI
COUNTY OF Dane

BEFORE ME, the undersigned authority, personally appeared William Montei, who is personally known to me or who has produced DWI license as identification, and he acknowledged to me that he executed the foregoing Articles of Incorporation voluntarily and for the purposes therein expressed.

#11530-9985-2952-06
WISCONSIN

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6 day of March, 1996.

(SEAL)


NOTARY PUBLIC
My Commission Expires: 9-14-97


MELISSA P. AMMARELL

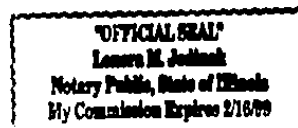
STATE OF Illinois
COUNTY OF DePue

BEFORE ME, the undersigned authority, personally appeared Melissa P. Ammarell, who is personally known to me or who has produced Ill. Driver's License as identification, and he acknowledged to me that he executed the foregoing Articles of Incorporation voluntarily and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7th day of March, 1996.

(SEAL)


NOTARY PUBLIC
My Commission Expires: 2/18/99



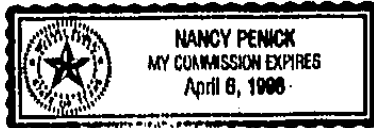
David C. Hardy
DAVID C. HARDY

STATE OF Texas
COUNTY OF Travis

BEFORE ME, the undersigned authority, personally appeared David C. Hardy, who is personally known to me or who has produced _____, as identification, and he acknowledged to me that he executed the foregoing Articles of Incorporation voluntarily and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7th day of March, 1996.

(SEAL)



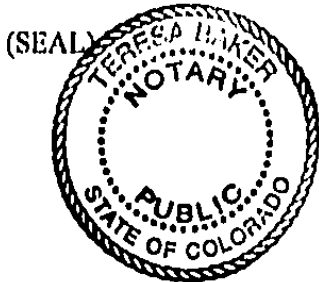
Nancy Penick
NOTARY PUBLIC
My Commission Expires: 4-06-96

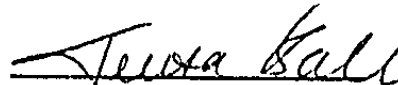

LINDSAY HARDY

STATE OF Colorado
COUNTY OF Eagle

BEFORE ME, the undersigned authority, personally appeared Lindsay Hardy, who is personally known to me or who has produced TILLINO'S D.C., as identification, and he acknowledged to me that he executed the foregoing Articles of Incorporation voluntarily and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7 day of March, 1996.




NOTARY PUBLIC
My Commission Expires:

My Commission Expires 03/02/1999


JOHN ERIC JAECKEL

STATE OF Michigan
COUNTY OF Calhoun

BEFORE ME, the undersigned authority, personally appeared John Eric Jaeckel, who is personally known to me or who has produced Drivers License, as identification, and he acknowledged to me that he executed the foregoing Articles of Incorporation voluntarily and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11 day of March, 1996.

(SEAL)


NOTARY PUBLIC

My Commission Expires: June 1, 1998

PENNIE L. SLAUSON
Notary Public, Calhoun County, MI
My Comm. Expires June 1, 1998

Thomas J. Porter
THOMAS J. PORTER

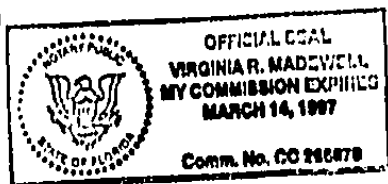
STATE OF FLORIDA
COUNTY OF LEON

BEFORE ME, the undersigned authority, personally appeared Thomas J. Porter, who is personally known to me or who ~~has produced~~ _____ as identification, and he acknowledged to me that he executed the foregoing Articles of Incorporation voluntarily and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5th day of March, 1996.

Virginia R. Madewell
NOTARY PUBLIC
My Commission Expires:

(SEAL)




RAYMOND RICHARD RETTIG, JR.

STATE OF ILLINOIS
COUNTY OF COOK

BEFORE ME, the undersigned authority, personally appeared Raymond Richard Rettig, Jr., who is personally known to me or who has produced IC D/L, as identification, and he acknowledged to me that he executed the foregoing Articles of Incorporation voluntarily and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11TH day of MARCH, 1996.

(SEAL)




NOTARY PUBLIC
My Commission Expires:

Michael Garrett West
MICHAEL GARRETT WEST

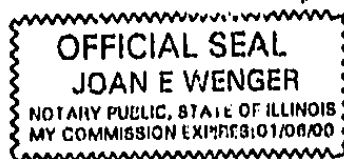
STATE OF Illinois
COUNTY OF Winnebago

BEFORE ME, the undersigned authority, personally appeared Michael Garrett West, who is personally known to me or who has produced Business License, as identification, and he acknowledged to me that he executed the foregoing Articles of Incorporation voluntarily and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11th day of March, 1996.

(SEAL)

Joan E. Wenger
NOTARY PUBLIC
My Commission Expires: Jan. 6, 2000



R. Kevin Clinton
RICHARD KEVIN CLINTON

STATE OF Michigan
COUNTY OF Oakland

BEFORE ME, the undersigned authority, personally appeared Richard Kevin Clinton, who is personally known to me or who has produced _____, as identification, and he acknowledged to me that he executed the foregoing Articles of Incorporation voluntarily and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of March, 1996.

(SEAL)

Teresa M. Tooner
NOTARY PUBLIC
My Commission Expires:

TERESA M. TOONER
NOTARY PUBLIC - INGRAM COUNTY, MI
MY COMMISSION EXPIRES 02/15/99