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| | S NAME(S) & DOCUMENT NUMBER(S), (if known): General Corporation (Document #) | |
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| NEW FILINGS | AMENDMENTS II | 1030 |
| NonProfit Limited Liability | Resignation of R.A., Officer/ Director Change of Registered Agent Dissolution/Withdrawal | S AIIII: 33 |
| Domestication Other | Dissolution/Withdrawal Merger | ッ |
| OTHER FILINGS Annual Report Fictitious Name | REGISTRATION/ QUALIFICATION APR 2 2 1996 BS | В |
| Name Reservation | Limited Partnership Reinstatement Trademark | 5'36'/ |
| | Other | |

Examiner's Initials



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State 95 APR 23 MIN: 12

April 22, 1996

DOUGLAS A. MANG, ESQ. 660 E. JEFFERSON STREET TALLAHASSEE, FL 32301

SUBJECT: PENINSULAR GENERAL CORPORATION

Ref. Number: W96000008635

We have received your document for PENINSULAR GENERAL CORPORATION and check(s) totaling \$122.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Bylaws are not filed with this office. Please retain them for your records.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker Corporate Specialist

W11,30

Letter Number: 596A00018852

ARTICLES OF INCORPORATION OF PENINSULAR GENERAL CORPORATION

FRED

95 APR 23 AH 11: 34

The undersigned, all of whom are citizens of the United States and more LURIDA than 18 years of age, acting hereby as Incorporators for the purpose of forming a corporation for profit under the provisions of the Florida Business Corporation Act and other applicable statutes of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE 1.

The name of the corporation (hereinafter referred to as the "Corporation") shall be:

Peninsular General Corporation

ARTICLE II.

The purpose or purposes for which this Corporation is formed are:

- a. to act as a holding company for a Florida domestic property and casualty insurer; and
- b. to do all things necessary or appropriate for the accomplishment of any of the businesses, objects or purposes of the Corporation or designed to promote the interests of the Corporation, directly or indirectly, and to do any and all things and to exercise all powers now or hereafter conferred upon corporations of all the general character of this Corporation by the laws of the State of Florida and of the United States.

ARTICLE III.

The Corporation shall have a perpetual existence.

ARTICLE JV.

The aggregate number of shares which the Corporation is authorized to issue is 10,000,000. Such shares shall be of a single class, and shall have a par value of \$.01 per share.

ARTICLE V.

The Board of Directors of the Company shall conduct the affairs of the Corporation and shall consist of three or more directors, the exact number of which shall be the number of directors from time to time fixed by the Board of Directors or the stockholders in accordance with the Bylaws of the Corporation. The names and residence addresses of the initial Board of Directors of the Corporation, who shall hold office until the first annual meeting of stockholders, which shall be held not later than one (1) year from

the date of incorporation of the Corporation, and until their successors have been duly elected and qualified, are as follows:

- 1. Jonathan O. Moore 52 Fisherman's Cove Ponte Vedra. FL 32082
- 2. Jay D. Marsh 5509 Acacia Court Crystal Lakes, IL 60012
- Weston W. Marsh 6401 Tremont Willowbrook, IL

ARTICLE VI.

The principal place of business for the Corporation shall be located at 4575 St. Johns, Suite 4, Jacksonville, Duval County, FL 32210, but the Corporation may establish and maintain its principal office at such other place within the State of Florida as may be determined by the Board of Directors consistent with the Florida Insurance Code as the same is then in effect.

The name and address of the registered agent is Douglas A. Mang. Esq., Mang & Rett, P.A., 660 East Jefferson Street, Tallahassee, Leon County. FL 32301.

ARTICLE VIIL

The names and addresses of the Incorporators, all of whom are citizens of the United States, are as follows:

- 1. Jonathan O. Moore 52 Fisherman's Cove Ponte Vedra. FL 32082
- Jay D. Marsh
 5509 Acacia Court
 Crystal Lakes, IL 60012
- 3. Weston W. Marsh 6401 Tremont Willowbrook. IL

ARTICLE VIII.

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to procedures as are from time to time provided for in the Bylaws of the Company.

ARTICLE XI.

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors

ARTICLE X.

The Corporation reserves the right to amend, alter, or repeal any provision in these Articles of Incorporation in the manner prescribed by law,. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders, and approved a stockholder's meeting by a majority of the stock issued and entitled to vote, unless majority of the directors and the majority of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this $/\omega$ day $/\omega$. 1996.

JONATHAN O. MOORE, President

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared Jonathan O. Moore, known to me to be the party who subscribed to and executed the foregoing Articles of Incorporation of Peninsular General Corporation and acknowledged that he executed the same, as his voluntary act, deed and agreement for the purposes therein expressed.

WITNESS my hand and official seal in the county and state aforesaid on this $\frac{16}{16}$ day of $\frac{APRIC}{1}$. 1996.

Notary Public

Commission Experes:

NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC292970

MY COMMETEION EXP. JUNE 10,1997

STATE OF FILLINGIS COUNTY OF 154 Page

I HEREBY CERTIFY that before me. the undersigned authority, personally appeared Jay D. Marsh, known to me to be the party who subscribed to and executed the foregoing Articles of Incorporation of Peninsular General Corporation and acknowledged that he executed the same, as his voluntary act. deed and agreement for the purposes therein expressed.

WITNESS my hand and official seal in the county and state aforesaid on this 1744 day of 1001 1996.

OFFICIAL SEAL

CELESTE BUCKINGHAM Cote Suction of the Notary Public State of ILLINOBERY Public MY COMMISSION EXPIRES: 10/00/89 Commission Expires:

Anch. Mush

STATE OF TILINGIS . COUNTY OF DuPage

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared Weston W. Marsh, known to me to be the party who subscribed to and executed the foregoing Articles of Incorporation of Peninsular General Corporation and acknowledged that he executed the same, as his voluntary act. deed and agreement for the purposes therein expressed.

WITNESS my hand and official seal in the county and state aforesaid on this 1742 day of April . 1996.

> OFFICIAL SEAL CELESTE BUCKINGHAM
> NOTARY PUBLIC, STATE OF ILLINOIS
> MY COMMISSION EXPIRES: 10/08/99

Celeste Bucker clan My Commission Expires:

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501. Florida Statutes, the undersinned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

| | Peninsular General Co | orporation | |
|--|----------------------------|------------|--------------------|
| The name and address of the registered agent and office is: Douglas A. Mang, Esq. | | SARA? | |
| | (NAME) | ·- <u></u> | ψ ₀ , υ |
| 660 East Jéfferson Street | | | |
| | (P.O. BOX <u>NOT</u> ACCEP | TABLE) | 65. |
| | Tallahassee, FI | 32301 | |

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE April 23, 1996