

P96000491

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

MERGING:

ASSOCIATED INDUSTRIES INTERIM STOCK INSURANCE COMPANY, INC.,  
a FL Corp., #P96000049291

INTO

ASSOCIATED INDUSTRIES INSURANCE COMPANY, INC., a Florida  
corporation, 175536

File date: June 10, 1996  
Corporate Specialist: Susan Payne

P96000049291

Raymond H. Taylor  
Requestor's Name

311 N. CALHAN ST.  
Address

TALLAHASSEE FL 32301 222-2229  
City/State/Zip Phone #

200001868562  
-06/20/96--01005--022  
\*\*\*\*297.50 \*\*\*\*297.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. ASSOCIATED INDUSTRIES INTERIM STOCK INSURANCE CO., INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time \_\_\_\_\_

☒ Certified Copy (5)

☐ Mail out

☒ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Associated Industries Assessable Mutual Insurance Company, Inc., #N96000003053, a nonprofit corp. filed these restated articles changing the status to a for profit corp. and the name to Associated Industries Interim Stock Insurance Company, Inc.

/sp

FILED  
JUN 10 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILING 35  
R. AGENT  
CERT. COPY 262.50  
CUS  
OVERPAYMENT

TOTAL 297.50  
Examiner's Initials

Upon the affirmative vote of a majority of the members of ASSOCIATED INDUSTRIES ASSESSABLE MUTUAL INSURANCE COMPANY, INC., an assessable mutual insurer (the "Corporation"), and upon the affirmative vote of a majority of its directors, the Corporation hereby restates its Articles of Incorporation to read as follows:

**RESTATED**

**ARTICLES OF INCORPORATION**

**OF**

**ASSOCIATED INDUSTRIES INTERIM STOCK INSURANCE COMPANY, INC.**

**ARTICLE I**

**Name and Address**

The name of the Corporation, formerly Associated Industries Assessable Mutual Insurance Company, Inc., shall be Associated Industries Interim Stock Insurance Company, Inc. The principal office of the Corporation shall be located at 516 North Adams Street, Tallahassee, Leon County, Florida 32301, unless and until changed by resolution of the Board of Directors.

**ARTICLE II**

**Nature of Business**

The purpose of the Corporation is to engage in all lines of property and casualty insurance as permitted under the Florida Insurance Code as from time to time amended, including specifically but without limitation, workers' compensation insurance and surety insurance.

**ARTICLE III**

**Stock**

The authorized capital stock of the Corporation shall consist of one thousand (1,000) shares of a single class of Common Stock with par value of One Dollar (\$1.00) per share. The stock of the Corporation shall be issued for such lawful consideration as may be determined by the Board of Directors, consistent with Section 628.121, Florida Statutes, or any successor thereto.

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TALLAHASSEE, FLORIDA

#### ARTICLE IV

##### Term of Corporate Existence

The Corporation shall exist perpetually unless dissolved according to law.

#### ARTICLE V

##### Address of Registered Office and Registered Agent

The address of the registered office of the Corporation in the State of Florida shall be 317 North Calhoun Street, Tallahassee, Leon County, Florida 32301. The name of the registered agent of the Corporation at the above address is Mary Ann Stiles 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 for the Treasurer and Insurance Commissioner of the State of Florida. The Board of Directors may from time to time change the registered office to any other address in the State of Florida and change the registered agent.

#### ARTICLE VI

##### Board of Directors

A. The business of the Corporation shall be managed by a Board of Directors consisting of not less than five (5) nor more than nine (9) Directors, who need not be shareholders. The Board shall, upon the filing of these articles, have five (5) seats. The size of the Board may be altered from time to time by an affirmative vote of a majority of the outstanding voting shares or by written consent of shareholders in lieu thereof or in such other manner as the bylaws of the Corporation permit.

B. The directors' and their respective street addresses are:

Mr. Robert W. West  
3082 Waterford Drive  
Tallahassee, FL 32308

Mr. T. Wayne Davis  
1910 San Marco Boulevard  
Jacksonville, FL 32207

Mr. Guy M. Spearman, III  
402 Highpoint Drive  
Cocoa, FL 32926

Mr. Jon L. Shebel  
1425 Ponce de Leon  
Ft. Lauderdale, FL 33616

Mr. Frank T. White  
901 NW 51st Street  
Boca Raton, FL 33432

C. 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.

D. The qualification, election and tenure of the directors shall be provided for in the By-laws.

E. A member of the Board of Directors is not personally liable for monetary damages to any person, including, but not limited to, the Corporation, for any statement, vote, decision, or failure to act, regarding the management or policies of the Corporation, by such director, unless:

a. The director breached or failed to perform his duties as a director; and

b. The director's breach of, or failure to perform, his duties constitutes:

(1) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A final judgement or other final adjudication against a director in any criminal proceeding for violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

(2) A transaction from which the director derived an improper personal benefit, either directly or indirectly; or

(3) Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. For purposes of these articles of incorporation, the term "recklessness" means the acting, or omission to act, in conscious disregard of a risk:

(a) Known, or so obvious that it should have been known, to the director; and

(b) Known to the director, or so obvious that it should have been known, to be so great as to

make it highly probable that harm would follow from such action or omission.

#### ARTICLE VII

##### Officers

The Corporation shall have a President, a Secretary, and a Treasurer and may have additional and Assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office.

#### ARTICLE VIII

##### Transactions In Which Directors Or Officers Are Interested

A. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors is or are present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or
2. The fact of such relationship or interest is disclosed or known to any shareholders of the Corporation entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction, and shares held by them in determining the presence of a quorum at a meeting of shareholders at which action is taken pursuant to this Article.

**ARTICLE IX**

**Indemnification of Directors and Officers**

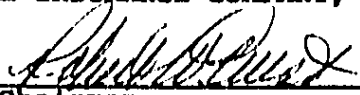
The Corporation may indemnify, and may insure, its directors and officers to the fullest extent permitted by applicable Florida law.

\* \* \*

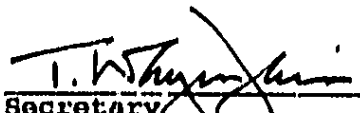
IN WITNESS WHEREOF, the corporation has caused its duly authorized officer to execute these Restated Articles of Incorporation on June 10, 1996.

**ASSOCIATED INDUSTRIES ASSESSABLE  
MUTUAL INSURANCE COMPANY, INC.**

By:

  
Chairman  
Robert W. West

Attest:

  
Secretary

**APPROVED**  
INSURANCE COMMISSIONER  
AND TREASURER

MAY 24<sup>th</sup> 1996

By   
Legal Division



**CERTIFICATE OF RESTATMENT**

Pursuant to Section 607.1007(4), Florida Statutes, ASSOCIATED INDUSTRIES ASSESSABLE MUTUAL INSURANCE COMPANY, INC., a Florida insurance corporation (the "Corporation"), hereby files this Certificate. This Certificate confirms and certifies that the Articles of Incorporation have been restated to reflect various changes in the Articles, to include a change in the Corporation's name. The undersigned officers certify as follows:

1. The Restated Articles of Incorporation of ASSOCIATED INDUSTRIES INTERIM STOCK INSURANCE COMPANY, INC. accompany this Certificate.
2. The Articles of Restatement of the Articles of Incorporation of ASSOCIATED INDUSTRIES ASSESSABLE MUTUAL INSURANCE COMPANY, INC. also accompany this Certificate.
3. The Restated Articles of Incorporation of ASSOCIATED INDUSTRIES INTERIM STOCK INSURANCE COMPANY, INC. contain amendments to the Articles which required approval. The members of ASSOCIATED INDUSTRIES ASSESSABLE MUTUAL INSURANCE COMPANY, INC. approval was granted by a vote of the members held on June 10, 1996, by vote of 591 in favor and 19 in opposition. Said vote was sufficient for approval by the voting members entitled to vote.
4. The duly adopted Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.

IN WITNESS WHEREOF, the undersigned have executed, subscribed and acknowledged the Restated Articles of Incorporation on May 19, 1996.

FILED  
1996 JUN 10 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ASSOCIATED INDUSTRIES  
ASSESSABLE MUTUAL  
INSURANCE COMPANY, INC.

By: [Signature]  
Chairman

By: [Signature]  
Secretary

APPROVED  
INSURANCE COMMISSIONER  
AND TREASURER

MAY 24 1996

By: [Signature]  
Legal Division

ARTICLES OF RESTATEMENT OF

ARTICLES OF INCORPORATION OF

ASSOCIATED INDUSTRIES ASSESSABLE MUTUAL INSURANCE COMPANY, INC.

Pursuant to Section 607.1007, Florida Statutes, ASSOCIATED INDUSTRIES ASSESSABLE MUTUAL INSURANCE COMPANY, INC., a Florida insurance corporation (the "Corporation"), hereby certifies that:

(1) The original articles of incorporation of the Corporation were filed with the Department of State on June 10, 1996, and assigned document number N96000003053

(2) The Restated Articles of Incorporation were duly approved by the Corporation's Board of Directors and recommended for adoption by a majority of the voting Members on June 10, 1996.

(3) The Articles of Incorporation are amended by deleting the present articles in their entirety and substituting therefor the text of the restated articles set forth in the attached Restated Articles of Associated Industries Interim Stock Insurance Company, Inc. Among other amendments made by these Restated Articles of Incorporation, the Corporation's name is hereby changed to "Associated Industries Interim Stock Insurance Company, Inc."

(4) The restatement of the Articles of Incorporation were duly adopted by a majority of the voting Members of the Corporation at a duly called meeting on June 10, 1996, and these votes were sufficient for approval thereof.

(5) The restatement to the Articles of Incorporation was duly approved by the Florida Department of Insurance on May 24, 1996.

The text of the Articles of Incorporation of the Corporation is restated with the amendments set forth therein, effective as of the date of filing with the Department of State.

IN WITNESS WHEREOF, the undersigned have executed, subscribed, and acknowledged the Articles of Restatement to the Articles of Incorporation on June 10, 1996.

ASSOCIATED INDUSTRIES ASSESSABLE  
MUTUAL INSURANCE COMPANY, INC.

Attest:

T. W. [Signature]  
Secretary

By:

[Signature]  
Chairman of the Board

APPROVED  
INSURANCE COMMISSIONER  
AND TREASURER

MAY 24 1996

[Signature]  
Legal Division