

ROGERS, *P96000088048*

(Registered Name)

106 South Monroe St. (unit B)

(Address)

Tallahassee, Florida 32301 (222-7200)

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

Call Pat if problems -222-7200

400001985604--2

-10/25/96--01027--005

\*\*\*\*122.50 \*\*\*\*122.50

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

1. *Florida Coast Insurance Services, Inc.*  
(Corporation Name) (Document #)

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

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

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

☒ Walk in

☒ Pick up time *10/25*

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input 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

RECEIVED  
OCT 25 AM 10:21  
FILED  
DIVISION OF CORPORATION  
OCT 25 AM 10:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Examiner's Initials *ML*

ARTICLES OF INCORPORATION  
OF  
FLORIDA COAST INSURANCE SERVICES, INC.

FIRST: The name of this corporation is:

"FLORIDA COAST INSURANCE SERVICES, INC."

SECOND: The general nature of the business or businesses to be transacted is as follows:

To transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida including but not limited to:

To do all and everything necessary and proper for the accomplishment of the objects necessary or incidental to the benefit and protection of the corporation.

To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

To conduct business, have one or more offices in or out of this state, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property.

To take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government and to maintain margin accounts with stock brokerage firms in order to facilitate such dealings; while owning such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To purchase, hold, sell and transfer shares of its own capital stock, provided that this corporation shall not purchase any of its own capital stock except from the surplus of its assets over liabilities including capital. (Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.)

95 OCT 25 11 03 AM

FILED

To contract debts and borrow money at such rates of interest, not to exceed the lawful interest rate, and upon such terms the corporation's board of directors may deem necessary or expedient and shall authorize or agree upon, issue and sell bonds, debentures, notes and other evidence of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient.

To make gifts for educational, scientific or charitable purposes.

The foregoing clauses will be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

**THIRD:** The maximum number of shares with par value that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares with a par value of One Dollar (\$1.00) each.

**FOURTH:** This corporation is to have perpetual existence. Corporate existence shall commence effective with the filing of these Articles with the Secretary of State of Florida.

**FIFTH:** The principal office of this corporation will be at 1491 Atlantic Boulevard, Neptune Beach, Duval County, Florida 32266.

**SIXTH:** The number of its directors shall not be less than one (1) but may be such greater number as may be elected by the stockholders from time to time.

**SEVENTH:** The name and address of the members of the first board of directors, who shall hold office for the first year of the existence of the corporation or until their successor or successors are elected or appointed and have qualified are:

NAME

ADDRESS

Rhoda Nottingham

1491 Atlantic Boulevard  
Neptune Beach, Florida 32266.

EIGHTH: The name and address of the sole subscriber of the Articles of Incorporation is as follows:

NAME

ADDRESS

J. Kirby Chritton

1301 Riverplace Boulevard  
Suite 1500  
Jacksonville, FL 32207

NINTH: The street address of the initial registered office of this corporation is 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207 and the name of the initial registered agent of this corporation at that address is J. Kirby Chritton.

TENTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter the bylaws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

To determine and fix the compensation of officers, directors, agents and employees of this corporation; to adopt any profit-sharing plan, pension or deferred compensation plan or program or any stock option plan or program or any other benefit plan or program, and to determine the contributions to be made by this corporation thereto; to enter into employment contracts with officers, directors, agents and employees of this corporation and to provide therein for regular compensation, bonuses, stock options, deferred compensation and retirement and other benefits. The interest of any director in any of the foregoing matters shall not disqualify such director from participation in the consideration of such matter or from voting thereon and shall not affect the validity of any action of the board of directors in respect of such matters.

In accordance with the provisions of Florida Statutes, to designate from among its members an Executive Committee which shall have and may exercise all the authority of the Board of Directors, except as limited by applicable statutory provisions.

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book), or any of them, shall be open to the inspection of stockholders;

and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or directors.

Pursuant to the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, given at a stockholders' meeting duly called for that purpose or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, the board of directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its good will and its corporate franchise, or any property or assets essential to the business of the corporation, upon such terms and conditions as its board of directors deem expedient and for the best interests of the corporation.

This corporation may in its bylaws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

Both stockholders and directors shall have power, if the bylaws so provide, to hold their meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes) inside or outside of the State of Florida at such places as may be from time to time designated by the board of directors.

**ELEVENTH:** This corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole original subscriber hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 24th day of October, 1996.

  
J. Kirby Chritton

CERTIFICATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Chapter 48.091, Florida Statutes, the following is submitted.

That FLORIDA COAST INSURANCE SERVICES, INC., a corporation duly organized and existing under the laws of the State of Florida, has named J. Kirby Chritton, as its Registered Agent, located at 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207 as its agent to accept service of process within Florida.

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
J. Kirby Chritton

FILED  
96 OCT 25 AM 10:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P96000088048

ROGER J. FOWERS, BAILEY, ONES, FAY

(Requestor's Name)

106 South Monroe St. - 2nd Floor

(Address)

Tallahassee, FL 32301 222-7200

(City, State, Zip)

(Phone #)

Call Pac if problems. @ 222-7200

OFFICE USE ONLY

200002203142--9

-06/05/97--01079--020

\*\*\*\*122.50 \*\*\*\*122.50

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

1. Beverly Insurance Group, Inc. and  
(Corporation Name) Doc # S32057 (Document #)  
2. Florida Coast Insurance Services, Inc.  
(Corporation Name) (Document #)

# P96000088048

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☒ Walk in

☐ Pick up time

6/5

☐ Mail out

☐ Will wait

☐ Photocopy

97  
FILED  
JUN -5 1997  
TALLAHASSEE, FLORIDA  
342  
Certified Copy  
of  
Filed Mergers  
Certificate of Status

RECEIVED

JUN -5 1997 12:28

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

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

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

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

6/5/97  
Don  
Don  
Don  
Don

Examiner:

P96000088048

ARTICLES OF MERGER  
Morgor Sheet

.....  
MERGING:

BEVERLY INSURANCE GROUP, INC., a Florida corporation S32057

INTO

FLORIDA COAST INSURANCE SERVICES, INC., a Florida corporation,  
P96000088048

File date: June 5, 1997

Corporate Specialist: Annette Hogan



ARTICLES OF MERGER  
OF  
BEVERLY INSURANCE GROUP, INC.  
(a Florida corporation)  
AND  
FLORIDA COAST INSURANCE SERVICES, INC.  
(a Florida corporation)

97 JUN -5 PM 3:42  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1105 and 607.1107, Florida Statutes, these Articles of Merger provide that:

1. Beverly Insurance Group, Inc., a Florida corporation, (hereinafter referred to as "Beverly Insurance"), shall be merged with and into Florida Coast Insurance Services, Inc., a Florida corporation (hereinafter referred to as "Florida Coast") which shall be the surviving corporation.

2. Article First of the Articles of Incorporation of Florida Coast Insurance Services, Inc., the surviving corporation, shall remain in effect.

3. The merger shall become effective upon filing of these Articles.

4. The Agreement and Plan of Merger dated June 4, 1997, pursuant to which Beverly Insurance shall be merged with and into Florida Coast (the "Merger"), was adopted by the directors and shareholders of Beverly Insurance by written consent June 4, 1997, and by the shareholders of Florida Coast, by written consent dated June 4, 1997.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers June 4, 1997 to be effective as of the date provided above.

BEVERLY INSURANCE GROUP, INC.,  
a Florida corporation

By:   
Rhoda Nottingham, President

By:   
Rhoda Nottingham, Secretary

FLORIDA COAST INSURANCE SERVICES,  
INC., a Florida corporation

By:   
Rhoda Nottingham, President

By:   
Rhoda Nottingham, Secretary

## AGREEMENT AND PLAN OF MERGER

## BETWEEN

BEVERLY INSURANCE GROUP, INC.  
(a Florida corporation)

## AND

FLORIDA COAST INSURANCE SERVICES, INC.  
(a Florida corporation)

Agreement and Plan of Merger dated June 4, 1997, between Beverly Insurance Group, Inc., a Florida corporation, a Florida corporation (hereinafter referred to as "Beverly Insurance") and Florida Coast Insurance Services, Inc., a Florida corporation (hereinafter referred to as "Florida Coast").

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement and the Florida Business Corporation Act, at the Effective Time, Beverly Insurance shall be merged with and into Florida Coast (the "Merger"), the separate and corporate existence of Beverly Insurance shall cease, and Florida Coast shall continue its corporate existence under the laws of Florida under the name "Florida Coast Insurance Services, Inc." (the "Surviving Corporation"). (Beverly Insurance and Florida Coast are collectively referred to as the "Constituent Corporations.")

2. The Merger shall become effective as of the filing of the Articles of Merger with the Florida Secretary of State (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description, wherever located of each of the Constituent Corporations. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to or any interest in any real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the Constituent Corporations, shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

4. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:

a. Each issued and outstanding share of the Class A common stock of Beverly Insurance shall be converted to one share of the Class A common stock of Florida Coast without payment of any consideration, and

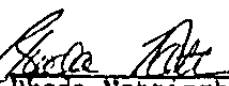
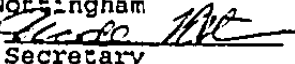
b. Each issued and outstanding share of the Class B capital stock of Beverly Insurance (if any) shall be converted to one share of the Class B common stock of Florida Coast without payment of any consideration, and

c. All unissued shares of Beverly Insurance common stock of all classes immediately preceding the Effective Time (including treasury shares) shall be cancelled without any conversion.


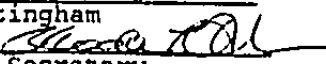
5. The Articles of Incorporation and By-Laws of Florida Coast in effect immediately prior to the Effective Time shall remain in effect except that the name of Florida Coast shall remain in effect. The Articles of Incorporation and By-Laws of Florida Coast shall be the Articles of Incorporation and By-Laws of the Surviving Corporation.

IN WITNESS WHEREOF, the undersigned have executed and delivered this Agreement as of the date above provided.

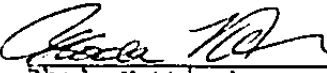
BEVERLY INSURANCE GROUP, INC., a  
Florida corporation

By:   
Rhoda Nottingham  
Attested By:   
Secretary


FLORIDA COAST INSURANCE  
SERVICES, INC., a Florida  
corporation

By:   
Rhoda Nottingham  
Attested By:   
Secretary

Consented to and Approved by:

  
Rhoda Nottingham  
Sole Shareholder

Consented to and Approved by:

  
Rhoda Nottingham  
Sole Shareholder