

P97000016517

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Bay Insurance Administrators Inc.  
(Proposed corporate name - must include suffix)

900002090749--0  
-02/18/97--01092--001  
\*\*\*\*131.25 \*\*\*\*131.25

Enclosed is an original and one (1) copy of the articles of incorporation and a check  
for :

☐ \$70.00 ☐ \$78.75 ☐ \$122.50 ☒ \$131.25

FROM: Paul J. Klimczak  
Name (printed or typed)

28463 US 19 N.  
Address

Clearwater Fl 34621  
City, State & Zip

(813) 796 2116  
Daytime Telephone number

FILED  
97 FEB 18 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FEB 20 11 BSB

NOTE: Please provide the original and one copy of the articles.

FILED

ARTICLES OF INCORPORATION  
OF

97 FEB 18 AM 8:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Bay Insurance Administrators, Inc.

ARTICLE I  
NAME

The name of this Corporation is  
Bay Insurance Administrators, Inc.  
Corporate Office: 28463 US 19 N.  
Clearwater, Florida 34621

ARTICLE II  
TERM

The term of existence of this Corporation is perpetual.

ARTICLE III  
PURPOSE

This Corporation is organized to transact any and all  
lawful business for which corporations may be incorporated  
under the Florida General Corporations Act.

ARTICLE IV  
CAPITAL STOCK

This Corporation is authorized to issue Three Hundred  
(300) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V  
DIRECTORS

This Corporation shall have one Director initially.  
The number of Directors may be either increased or diminished  
from time to time by the By-Laws but shall never be less than  
one (1). The names and addresses of the initial Directors of  
Corporation, who shall serve until their successors are  
elected and have qualified, or until removed are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Phillip G. Chesson	28463 US 19 N. Clearwater, Fl 34621

ARTICLE VI  
OFFICERS

The affairs of this Corporation shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President	Phillip G. Chesson
Secretary	28463 US 19 N. Clearwater, Florida 34621

ARTICLE VII  
REGISTERED OFFICE AND AGENT

<u>NAME</u>	<u>ADDRESS</u>
Phillip G. Chesson	28463 U.S. 19 N. Clearwater, FL 34621

ARTICLE VIII  
INDEMNIFICATION

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of this Corporation, or by reason of his serving or having served this Corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLES  
BY-LAWS

The first By-Laws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE X  
AMENDMENTS

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

ARTICLE XI  
SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Phillip G. Chesson	28463 US 19 N. Clearwater, Fl 34621

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on the 31st day of December , 1996

  
Phillip G. Chesson

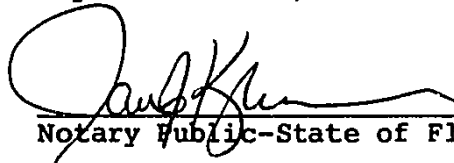
STATE OF FLORIDA )

COUNTY OF PINELLAS )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Phillip G. Chesson, personally known to me known to be the person in and who executed the foregoing instrument for the purposes therein expressed.

Witness my hand and official seal in the County and State last aforesaid the 31st day of December, 1996




  
Notary Public-State of Florida

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

I, Phillip G. Chesson as Registered Agent for Bay Insurance Administrators, Inc. do hereby agree to accept service of Process on behalf of the Corporation, to keep my office located at 28463 US 19 N., County of Pinellas, State of Florida, open during prescribed hours; and to post my name in some conspicuous place in the above-stated office as required by law.

DATED: December 31, 1996

  
Phillip G. Chesson  
Registered Agent

6:89:01

FILED  
97 FEB 18 AM 8:30  
STATE OF FLORIDA  
TALLAHASSEE