



THE UNITED STATES  
CORPORATION  
COMPANY

P970000019412

ACCOUNT NO. : 072100000032

REFERENCE : 278521 7107213

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 3, 1997

ORDER TIME : 9:53 AM

ORDER NO. : 278521-005

CUSTOMER NO: 7107213

EFFECTIVE DATE

2-28-97

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-03/03/97--01073--012  
\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER: Jeane Dempsey, Legal Assistant  
THOMPSON ADAMS & HOFFMAN, P.A.

Suite 3131  
One Independent Drive  
Jacksonville, FL 32202

DOMESTIC FILING

NAME: FLORIDA LAWYERS REINSURANCE  
COMPANY

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 MAR 13 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

K.R. MAR - 3 1997

EFFECTIVE DATE  
2.28.97

**ARTICLES OF INCORPORATION  
OF  
FLORIDA LAWYERS REINSURANCE COMPANY**

**FILED**  
97 MAR -3 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME**

The name of this corporation is "Florida Lawyers Reinsurance Company".

**ARTICLE II**

**NATURE OF BUSINESS**

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

**ARTICLE III**

**CAPITAL STOCK**

This corporation is authorized to issue ten thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

**ARTICLE IV**

**TERM OF EXISTENCE**

The term for which this corporation shall exist shall be perpetual, commencing on the date of execution of these Articles.

## ARTICLE V

### PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the business of the corporation shall be 3504 Lake Lynda Drive, Suite 325, Orlando, Florida 32817-1484. The Board of directors may, from time to time, change the principal office and mailing address to any other address in Florida.

## ARTICLE VI

### INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is One Independent Drive, Suite 3131, Jacksonville, FL 32202, and the name of the initial registered agent of this corporation at that address is William L. Thompson, Jr. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

## ARTICLE VII

### INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The name and address of the initial Directors of this corporation are:

#### NAME

Ray F. Ferrero, Jr.

#### ADDRESS

707 S.E. Third Avenue, #600  
P.O. Box 14604  
Ft. Lauderdale, FL 33302-4604

Philip A. Disque

707 S.E. Third Avenue, #400  
Ft. Lauderdale, FL 33316

James J. Kenny

201 South Biscayne Blvd.  
400 Miami Center  
Miami, FL 33131

#### ARTICLE VIII

##### **INCORPORATOR**

The name and address of the Incorporator of this corporation is:

NAME

ADDRESS

William L. Thompson, Jr.

One Independent Drive, Suite 3131  
Jacksonville, FL 32202

#### ARTICLE IX

##### **BYLAWS**

Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.


#### ARTICLE X

##### **AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may

prescribe in any Bylaws made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.


IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 28th day of February, 1997.

  
\_\_\_\_\_(SEAL)  
William L. Thompson, Jr., Incorporator

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 28th day of February, 1997, by William L. Thompson, Jr., who is personally known to me.

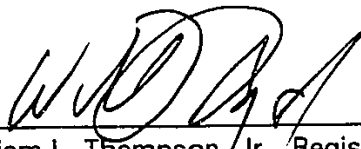
(SEAL)

  
Print Name: Jeanne Dimpsey  
Notary Public, State of Florida  
My Commission expires: 3-31-00  
Commission Number: CC 527123

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
FLORIDA LAWYERS REINSURANCE COMPANY

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Florida Lawyers Reinsurance Company, a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at One Independent Drive, Suite 3131, Jacksonville, FL 32202.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 28th day of February, 1997.

  
\_\_\_\_\_  
William L. Thompson, Jr., Registered Agent

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TALLAHASSEE, FLORIDA