

# P97000023931

## TRANSMITTAL LETTER

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

SUBJECT: Bunker Hill Insurance of Florida, Inc.  
(Proposed corporate name - must include suffix)

400002103424--4  
-03/11/97--01029--015  
\*\*\*\*131.25 \*\*\*\*131.25

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

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM: Raymond L. Thomas  
Name (printed or typed)

9821 Katy Freeway, Suite 850  
Address

Houston, Texas 77024-1206  
City, State & Zip

(713) 935-7400  
Daytime Telephone number

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 10 AM 9:45

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

*g 3/18/97*

**ARTICLES OF INCORPORATION**

**OF**

**BUNKER HILL INSURANCE OF FLORIDA, INC.**

SECRET  
DIVISION  
97 MAR 10 11 04 45  
STATE  
ARCHIVE

I, the undersigned natural person of the age of eighteen years or more, acting as incorporator of a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the corporation is Bunker Hill Insurance of Florida, Inc.

**ARTICLE II**

The period of its duration is perpetual.

**ARTICLE III**

The purpose for which the corporation is organized is to transact any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE IV**

The aggregate number of shares which the corporation shall have authority to issue is 100 shares of common stock at the par value of \$1.00 each. Cumulative voting of the shares is expressly prohibited. No shareholder or other person shall have any preemptive right whatsoever.

**ARTICLE V**

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Hundred Dollars (\$100.00), consisting of money, labor done or property actually received.

#### **ARTICLE VI**

The principal place of business and mailing address of this corporation shall be:

2753 State Road 580, Suite 103  
Clearwater, Florida 34621-3351

#### **ARTICLE VII**

The name and address of the initial registered agent is:

Kirby Butler  
2753 State Road 580, Suite 103  
Clearwater, Florida 34621-3351

#### **ARTICLE VIII**

The number of Directors constituting the initial Board of Directors is two.

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors be elected and qualified are as follows:

Raymond L. Thomas  
9821 Katy Freeway, Suite 850  
Houston, Texas 77024-1206

Sheldon I. Oster  
9821 Katy Freeway, Suite 850  
Houston, Texas 77024-1206

#### **ARTICLE IX**

Without the prior consent of the corporation's board of directors, and so long as the corporation is an "S corporation" as defined in Subchapter S of the Internal Revenue Code of 1986, as amended (the "Code"), no shares of the corporation may be transferred in a manner that causes the corporation to cease to be a "small business corporation" as defined in Subchapter S of the Code.

## **ARTICLE X**

The name and address of the incorporator is as follows:

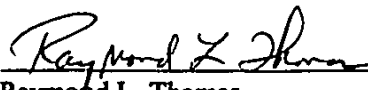
Raymond L. Thomas  
9821 Katy Freeway, Suite 850  
Houston, Texas 77024-1206

## **ARTICLE XI**

No director of the corporation shall be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except for liability of a director for (i) a breach of a director's duty of loyalty to the corporation or its shareholders, (ii) an act or omission not in good faith that constitutes a breach of duty of the directors to the corporation or an act or omission that involves intentional misconduct or a knowing violation of the law, (iii) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office, or (iv) an act or omission for which the liability of a director is expressly provided for by an applicable statute. If the Florida Business Corporation Act, or other applicable law is amended to authorize corporate action further eliminating or limiting the liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, or other applicable law, as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders shall not adversely affect any right or protection of a director existing at the time of such repeal or modification.

IN WITNESS WHEREOF, I have hereunto set my hand this 10<sup>th</sup> day of Feb.,  
1997.

  
Raymond L. Thomas

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED 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.

1. The name of the corporation is: Bunker Hill Insurance of Florida, Inc.
2. The name and address of the registered agent and office is:

Kirby Butler

(NAME)

2753 State Road 580, Suite 103

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Clearwater, Florida 34621-3351

(CITY/STATE/ZIP)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 10 AM 9:45

*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)

2-28-97  
(DATE)