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John L. Maloney

ATTORNEY AT LAW

May 21, 1997

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Secretary of State
Bureau of Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Incorporation of Anchor Insurance Agency Of Florida, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation of the above named corporation. Also enclosed is a check in the amount of \$122.50 for filing, registered agent designation and certified copy.

Please process this at your earliest convenience and return the certified copy of the Articles of Incorporation in the enclosed self-addressed, stamped envelope.

If you have any questions, please do not hesitate to call.

Very truly yours,

John L. Maloney

John L. Maloney, Esq.

JLM/caj

Enc.

cc: Client

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
05/23/97

05/24/97

ARTICLES OF INCORPORATION

OF

ANCHOR INSURANCE AGENCY OF FLORIDA, INC.

ARTICLE I

NAME

The name of the Corporation is ANCHOR INSURANCE AGENCY OF FLORIDA, INC. whose business address shall be 2551 Notty Pine Way, Clearwater, Florida, 34621.

ARTICLE II

DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Department of State of Florida.

ARTICLE III

PURPOSES

This Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.10 par value common stock.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 2551 Notty Pine Way, Clearwater, Florida, 34621 . The

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name of the initial registered agent of this Corporation at that address is John Whalen.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have two Directors initially. The number of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

NAME	ADDRESS
John Whalen	2551 Notty Pine Way, Clearwater, Florida, 34621
Christine Whalen	2551 Notty Pine Way, Clearwater, Florida, 34621

ARTICLE VII

RIGHTS OF INITIAL DIRECTORS

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the Amendment.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is John Whalen of 2551 Notty Pine Way, Clearwater, Florida, 34621.

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify any officer or Director or any former officer or Director, to the full extent permitted by law.

ARTICLE X

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the Shareholders.

ARTICLE XI

COMPENSATION FOR OFFICERS

Until rescinded by vote of a majority of the Shareholders, the Board of Directors of the Corporation shall be entitled to fix officers' salaries and other compensation whether or not any one or more officer also serves as Director of the Corporation.

ARTICLE XII

SHAREHOLDER RESCISSION NOTICE

The Corporation shall not sell shares of stock in the Corporation to five or more persons without giving the fifth and each successive purchaser a notice of their right to rescind the purchase within three

days after the first tender of consideration for the purchased shares pursuant to Florida Statute §517.061 (11)(a)(5).

ARTICLE XIII

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the Corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XIV

PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the

right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE XV

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XVI

CUMULATIVE VOTING

At each election for Directors every Shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XVII

STOCK TRANSFER RESTRICTIONS

Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of consideration as determined by the Board of Directors. Shares in this Corporation may only be issued to persons duly licensed to engage in the sale of insurance products within the State of Florida, and such other states as desired.

John Whalen and Christine Whalen, husband and wife, as tenants by the entireties. One Thousand Shares.

Payment or consideration must be tendered to the Corporation within thirty (30) days after the Board of Directors has determined the price per share.

Shares held by each Shareholder whether or not hereafter acquired may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by Bylaws/written agreement among the Shareholders, which Bylaws/agreement may expand this Article and which may also include the Corporation as a party. Any Shareholder whose license to sell insurance within Florida is terminated shall be obligated to return his/her shares to the Corporation as provided in the corporate bylaws.

ARTICLE XVIII

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XIX

"S" ELECTION RESTRICTION

Each Shareholder, by acquiring shares of any class of stock in the Corporation, agrees to so vote his shares as to cause the Corporation to be taxed as an "S" Corporation and to not sell, convey or assign any of said acquired shares of stock to any person or entity which would cause loss of an "S" Corporation election under the provisions of the Internal Revenue Code unless a majority of the Shareholders shall approve the loss of an "S" Corporation election.

ARTICLE XX

ANNUAL FINANCIAL STATEMENTS

Upon resolution of the Shareholders, the Corporation need not furnish its Shareholders annual financial statements within 120 days of the close of each fiscal year as otherwise required under Florida Statute §607.1620 (1997).

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 16th day of May, 1977.


INCORPORATOR

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before
me this 16th day of May, 1997, by
John Whelan, who is personally known to me or ~~who~~
has ~~produced~~ _____ as identification and who
did/did not take an oath.



JOHN LUTHER MALONEY
MY COMMISSION # CC288529 EXPIRES
May 20, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

John L. Maloney
Printed Name JOHN L. MALONEY
Notary Public
Serial Number, if any: CC288529

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered
Agent of ANCHOR INSURANCE AGENCY OF FLORIDA, INC. which is contained
in the foregoing Articles of Incorporation.

Dated this 16th day of May, 1997,
[Signature]
REGISTERED AGENT

FILED
STATE
SECRETARY OF STATE
OFFICE OF THE
CLERK OF THE
SUPREME COURT