North American Financial
Requestor's Name Service Fine. 1314 E Cape Ceral Phuy Address Ste HILY City/State/Zip Phone # Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): 1. (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Pick up time Certified Copy **J** Walk in Photocopy □ Will wait Mail out Certificate of Status NEW FILINGS AMENDMENTS Profit Amendment NonProfit Resignation of R.A., Officer/ Director Change of Registered Agent Limited Liability Domestication Dissolution/Withdrawal Other Merger REGISTRATION/ OTHER FILINGS QUALIFICATION Annual Report Fictitious Name Limited Partnership Name Reservation Reinstatement Trademark

Examiner's Initials 5/30/97

Other

FILED

97 MAY 29 PH 2: 17

ARTICLES OF INCORPORATION

SECRETART OF STATE TALLAHASSEE, FLORIDA

OF

NORTHAMERICAN INSURANCE AGENCY, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be NorthAmerican Insurance Agency, Inc.

ARTICLE II

The general nature of the business, and the objects and purposes to be transacted and carried on, are to do any and all things herein mentioned as fully and to, viz., the corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida and shall possess all of the powers granted corporations under the provisions of Chapter 607, Florida Statutes.

ARTICLE III

The authorized capital stock of this corporation shall be 15,000 shares of common stock having a par value of .50 per share.

ARTICLE IV

The amount of capital with this corporation shall commence business shall be \$7,500.00

ARTICLE V

The corporation shall commence upon compliance with the requirements of Florida law, and its existence shall be perpetual.

ARTICLE VI

The name and post office address of the subscriber to the Certificate of Incorporation is:

NAME

<u>ADDRESS</u>

TAROLL A. GRAZIANO

1314 E. CAPE CORAL PARKWAY SUITE 102 CAPE CORAL, FLORIDA 33904

The subscriber is over the age of eighteen years and is a resident of the State of Florida.

ARTICLE VII

The name and the street address of the members of the first Board of Directors who shall hold office for the first year of existence of the corporation or unit successors are elected or appointed pursuant to the By-Laws of this corporation, are as follows:

<u>NAME</u>

ADDRESS

TAROLL A. GRAZIANO

1314 E. CAPE CORAL PARKWAY SUITE 102 CAPE CORAL, FLORIDA · 33904

ARTICLE VIII

The corporation shall be governed by a Board of not less than 1 nor more than 7 directors, with exact number to be established by the By-laws.

ARTICLE IX

These Articles of Incorporation may be in the amended in the manner provided by law.

Every amendment shall be approved by majority of Taroll A. Graziano, entitled to vote thereon, unless all manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

In pursuance of Section 49.091, Florida Statues, the following is submitted in compliance with said act: NorthAmerican Insurance Agency, Inc. desiring to organize under the Laws of the State of Florida, with its registered office at: 1314 E. Cape Coral Parkway, Suite 102, Cape Coral, Florida, 33904, as its agent to accept service of process within this State, her name is Roxanne M. Martin. The principal place of business is 1314 E. Cape Coral Parkway, Suite 102, Cape Coral, Florida 33904.

ARTICLE XI

No director or officer shall be liable to the corporation or any of its stockholders for monetary damages for breach of fiduciary duty as director of officer, except with respect to:

- (1) A breach of the director's duty of loyalty at the corporation or its stockholders, derived and improper personal benefit.
- (2) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
 - (3) Liability under Section 607.144 of the Florida General Corporation Law, or
- (4) a transaction from which the director or officer derived an improper personal benefit.

 The corporation shall indemnify to the fullest extent permitted by Section 607.014 of the Florida

 General Corporation Act, as amended from time to time, each person that such Section grants the corporation the power to indemnify.

ARTICLE XII BY-LAWS

The by-laws shall be adopted at the initial stockholders meeting of the Corporation and said by-laws may be changed by majority of shares at any annual or special

meeting of the shareholders.

Executed by the undersigned this 28th day of May, 1997.

Taroll A. Graziano

STATE OF FLORIDA: COUNTY OF LEE: ss:

Before me, the undersigned authority, personally appeared Taroll A. Graziano, to me well known and known to be me to be the person who first being duly sworn by me, deposes and acknowledged before me that she executed the foregoing Articles of Incorporation. Florida DL#G625-801-64-791-0. Sworn and to subscribe before me this 28th day of 1997.

My commission expires:

NY B

ROXANNE MARY MARTIN
MY COMMISSION # CC445794 EXPIRES
MARCH 16, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

oyanne Mary Martin

Acceptance by Registered Agent, the undersigned being the person named as the initial registered agency of NorthAmerican Insurance Agency, Inc., hereby accepts such designation and agrees to serve, her address is 1314 E. Cape Coral Parkway, Suite 102, Cape Coral, Florida, 33904 and her name is Roxanne M. Martin.

Dated this <u>18th</u> day of <u>May</u>, 1997.

Royanne M. Martin

97 MAY 29 PM 2: 17
SECRETAIN OF STATE