

P97000068864

TRANSMITTAL LETTER

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

**SUBJECT:** American Superior Insurance Company  
(Proposed corporate name - must include suffix)

200002261232--7  
-08/08/97--01017--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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:** Richard N. Sox, Jr.  
Name (Printed or typed)

101 North Gadsden Street  
Address

Tallahassee, FL 32301  
City, State & Zip

(850) 222-6656  
Daytime Telephone number

FILED  
97 AUG -8 PM 12:02  
TALLAHASSEE, FLORIDA

ON 8/8/97

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

**ARTICLES OF INCORPORATION  
OF  
AMERICAN SUPERIOR INSURANCE COMPANY**

**ARTICLE I**

**NAME**

The name of the Corporation shall be American Superior Insurance Company. The principal place of business of the Corporation shall be 1838 South Miami Avenue, Miami, Dade County, Florida, 33431.

**ARTICLE II**

**NATURE OF BUSINESS**

The purpose of the Corporation is to engage in the business of property and casualty insurance.

**ARTICLE III**

**CAPITAL STOCK**

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$10 per share.

The amount of paid-in capital and surplus with which the Corporation shall engage in the business of insurance shall be not less than \$5,000,000. All shares of the Corporation shall be sold for lawful money of the United States or equivalent United States Government Securities; provided, however, the consideration received as surplus for any shares may also consist of any type of securities in which this Corporation would be permitted to invest under applicable law.

**ARTICLE IV**

**TERM OF EXISTENCE**

The Corporation shall exist perpetually.

97 AUG - 8 PM 12:00  
FILED

## ARTICLE V

### REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be at 101 North Gadsden Street, Tallahassee, Florida, 32301 and the initial registered agent of this Corporation at such office shall be Richard N. Sox, Jr. who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office to receive service of process from the Treasurer and Insurance Commissioner of the State of Florida.

## ARTICLE VI

### INCORPORATORS

The Corporation shall have five (5) incorporators, all of whom are United States citizens and all of whom are over the age of eighteen. The names and resident addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
William Van Meter	435 Dock Side Drive Unit #503 Naples, FL 34100
Timothy A. Renfro	961 Threewood Bowling Green, KY 42103
Louis M. Berman	5595 Three Springs Road Bowling Green, KY 42103
John Morgan	1827 Todd Trace Court Bowling Green, KY 42103
William S. Latta	334 North Water Street Henderson, KY 42420

## ARTICLE VII

### DIRECTORS

SECTION 1. The Corporation shall have five (5) directors, all of whom as United States citizens and all of whom are over the age of eighteen. The names and residence street addresses of the directors, whose initial terms of office shall be for one year, are:

<u>Name</u>	<u>Address</u>
William Van Meter	435 Dock Side Drive Unit #503 Naples, FL 34100
Timothy A. Renfro	961 Threewood Bowling Green, KY 42103
Louis M. Berman	5595 Three Springs Road Bowling Green, KY 42103
John Morgan	1827 Todd Trace Court Bowling Green, KY 42103
William S. Latta	334 North Water Street Henderson, KY 42420

SECTION 2. All corporate powers shall be exercised by or under the authority of the directors and the business and affairs of the Corporation shall be managed and administered pursuant to the policies adopted by the directors.

SECTION 3. The qualification, election and tenure of the directors shall be provided for in the Bylaws.

SECTION 4. A member of the Board of Directors is not personally liable for monetary damages to any person, including but not limited to the Corporation, for any statement, vote, decision, or failure to act, regarding the management or policies of the Corporation, by such director, unless:

A. The director breached or failed to perform his

duties as a director; and

B. The director's breach of or failure to perform, his duties constitutes:

(1) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A final judgment or other final adjudication against a director in any criminal proceeding for violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

(2) A transaction from which the director derived an improper personal benefit, either directly or indirectly; or

(3) Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. For purposes of these articles of incorporation, the term "recklessness" means the acting, or omission to act, in conscious disregard of a risk:

(a) Known, or so obvious that it should have been known, to the director; and

(b) Known to the director, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow such action or omission.

SECTION 5. Directors may be removed by the stockholders with or without cause.

#### ARTICLE VIII

#### INDEMNIFICATION

The Board of Directors is hereby specifically authorized to

make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### ARTICLE IX

##### PARTICIPATING POLICIES

Pursuant to section 628.361, Florida Statutes, as amended from time to time, the Corporation may issue any or all of its policies with or without participation in profits, savings, or unabsorbed portions of premiums, may classify policies issued on a participating or non-participating basis, and may determine the right to participate and the extent of participation of any class or classes of policies.

IN WITNESS WHEREOF, the Corporation has caused the Incorporators to execute these Articles of Incorporation this 22d day of July, 1997.

#### AMERICAN SUPERIOR INSURANCE COMPANY

William Van Meter  
William Van Meter, Incorporator

Timothy A. Renfro  
Timothy A. Renfro, Incorporator

Louis M. Berman  
Louis M. Berman, Incorporator

John Morgan  
John Morgan, Incorporator

William S. Latta  
William S. Latta, Incorporator

State of Kentucky

County of Warren

The foregoing instrument was acknowledged before me this 22<sup>d</sup>  
day of July, 1997 by William Van Meter, Timothy A. Renfro,  
Louis M. Berman, John Morgan and William S. Latta, Incorporators,  
who are personally known to me or who have produced  
\_\_\_\_\_ as identification and who did (did not) take  
an oath.

SEAL

Suzanne Williams 1/99  
Notary Public

**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: American Superior Insurance Company
2. The name and address of the registered agent and office is:

Richard N. Sox, Jr.  
(NAME)

101 North Gadsden Street  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301  
(CITY/STATE/ZIP)

FILED  
97 AUG - 8 PM 12:02  
TALLAHASSEE, FLORIDA

*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.*

Richard N. Sox, Jr.  
(SIGNATURE)

8/8/97  
(DATE)