

# P97000068864

## TRANSMITTAL LETTER FOR FLORIDA CORPORATION

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

500002340575--1  
-11/06/97--01091--004  
\*\*\*\*122.50 \*\*\*\*122.50

**SUBJECT:** American Superior Insurance Company, Inc.

(Proposed corporation name - must include suffix)

*Restated*

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: Robert F. Reyes  
Name (Printed or Typed)  
101 N. Gadsden Street  
Address  
Tallahassee, Florida 32301  
City, State & Zip  
(850) 222-6656  
Daytime Telephone Number

*11/1*  
*Jon*  
*Restated*  
*C.C.*

*Please call  
when Ready*

*Need  
Today.*

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

RECEIVED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 7, 1997

ROBERT F. REYES  
101 N. GADSDEN STREET  
TALLAHASSEE, FL 32301

SUBJECT: AMERICAN SUPERIOR INSURANCE COMPANY  
Ref. Number: P97000068864

We have received your document for AMERICAN SUPERIOR INSURANCE COMPANY and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Per our phone conversation, the following corrections must be made in order to file this document:

Any amendment for a Florida insurance company must contain the endorsed approval by the Florida Department of Insurance before the amendment can be filed with this office. The address of the Florida Department of Insurance is:

Florida Department of Insurance  
200 E. Gaines St.  
Larson Bldg.  
Tallahassee, FL 32399

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call  
(850) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 897A00053845



THE TREASURER OF THE STATE OF FLORIDA  
DEPARTMENT OF INSURANCE

BILL NELSON

November 7, 1997

Richard N. Sox, Jr., Esq.  
GRAHAM & MOODY  
101 North Gadsden Street  
Tallahassee, FL 32301

BY HAND DELIVERY

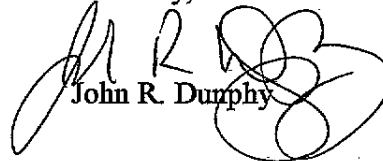
Re: American Superior Ins. Co. -- Restated Articles

Dear Richard:

Enclosed and stamped approved are the Restated Articles submitted to the Department today. Because the only change from the articles you previously filed with the Secretary of State is the address of the corporation, a restatement appears to be permitted under Chapter 607 and it is my understanding that that is why you have crossed out all signatures except that of the Secretary of the corporation.

In reviewing the Department's file, it appears that restated articles are substantively identical to those approved previously by Department attorney Joe DeMember. The problem appears to be that American Superior filed articles other than those previously approved by the Department. Please take care to assure that, in the future, only articles bearing the Department's approved stamp are filed with the office of the Secretary of State.

Sincerely,

  
John R. Dunphy

cc: Joan Hendrix

Enclosure as indicated

TREASURER • INSURANCE COMMISSIONER • FIRE MARSHAL

JOHN R. DUNPHY • SENIOR ATTORNEY • DIVISION OF LEGAL SERVICES  
612 LARSON BLDG. 200 E. GAINES ST. • TALLAHASSEE, FLORIDA 32399-0333 • (850) 413-4120 • (850) 487-4907

Affirmative Action / Equal Opportunity Employer

APPROVED  
INSURANCE COMMISSIONER  
AND TREASURER

NOV 7 1997

BY

Legal Division

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

**FILED**

97 NOV -7 PM 4: 17

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I**

**NAME**

The name of the Corporation shall be American Superior Insurance Company. The principal place of business of the Corporation shall be 8669 N.W. 36th Street, Suite 100, Miami, Florida 33166.

**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.

**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, Florida 34100
Timothy A. Renfro	961 Threewood Bowling Green, Kentucky 42103
Louis M. Berman	5595 Three Springs Road Bowling Green, Kentucky 42103
William S. Latta	1019 Country Club Drive Henderson, Kentucky 42420
John D. Morgan	1827 Todd Trace Court Bowling Green, Kentucky 42103

#### ARTICLE VII

##### DIRECTORS

SECTION 1. The Corporation shall have five (5) directors, all of whom are 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, Florida 34100
Timothy A. Renfro	961 Threewood Bowling Green, Kentucky 42103
Louis M. Berman	5595 Three Springs Road Bowling Green, Kentucky 42103

William S. Latta

1019 Country Club Drive  
Henderson, Kentucky 42420

John David Morgan

1827 Todd Trace Court  
Bowling Green, Kentucky 42103

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 from 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 5th day of November, 1997.

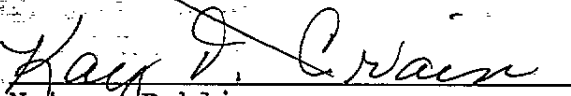
AMERICAN SUPERIOR INSURANCE COMPANY

  
William Van Meter, Incorporator

STATE OF Florida  
COUNTY OF Leon

The foregoing instrument was acknowledged before me this 5th day of November, 1997 by William Van Meter, Incorporator, who is personally known to me or who has produced as identification and who did (did not) take an oath.

(SEAL)

  
Notary Public



Kay T. Crain  
MY COMMISSION # CC624998 EXPIRES  
February 26, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.



Timothy A. Renfro  
Timothy A. Renfro, Incorporator

STATE OF Kentucky  
COUNTY OF Warren

The foregoing instrument was acknowledged before me this 5<sup>th</sup>  
day of November, 1997 by Timothy A. Renfro, Incorporator,  
who is personally known to me or who has produced \_\_\_\_\_  
as identification and who did (did not) take an oath.

(SEAL)

Leigh Anne Massey  
Notary Public

\* \* \* \* \*

Louis M. Berman  
Louis M. Berman, Incorporator

STATE OF Kentucky  
COUNTY OF Warren

The foregoing instrument was acknowledged before me this 5<sup>th</sup>  
day of November, 1997 by Louis M. Berman, Incorporator,  
who is personally known to me or who has produced \_\_\_\_\_  
as identification and who did (did not) take an oath.

(SEAL)

Leigh Anne Massey  
Notary Public

\* \* \* \* \*

William S. Latta  
William S. Latta, Incorporator

STATE OF Kentucky  
COUNTY OF Warren

The foregoing instrument was acknowledged before me this 5<sup>th</sup>  
day of November, 1997 by William S. Latta, Incorporator,  
who is personally known to me or who has produced \_\_\_\_\_  
as identification and who did (did not) take an oath.

(SEAL)

Leigh Anne Massey  
Notary Public

STATE OF  
COUNTY OF

Kentucky  
Warren

Bruce A. Peters  
Bruce A. Peters, Incorporator

The foregoing instrument was acknowledged before me this 5<sup>th</sup>  
day of November, 1997 by Bruce A. Peters, Incorporator,  
who is personally known to me or who has produced \_\_\_\_\_  
as identification and who did (did not) take an oath.

(SEAL)

Lucy Ann Massey  
Notary Public

CERTIFICATE

The foregoing Restated Articles of Incorporation were adopted  
by the Directors without Shareholder action and Shareholder  
action was not required.

Signed this 5<sup>th</sup> day of November, 1997.

Timothy A. Renfro  
Timothy A. Renfro  
Incorporator/Vice Chairman of Board  
of Directors