

P97000081704

DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

FILED
99 FEB - 8 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Account Number FCA-000000017

Reference:
(Sub Account)

Date: 2-5-99

Requestor Name: Carlton Fields

Address: Post Office Box 190
Tallahassee, Florida 32302

Telephone: (850) 224-1585

Contact Name: Debra Naughton (x293)

Corporation Name:

Amended &
Restated
Professional Protective
Insurance Company

900002766699--0

Entity Number (if applicable):

Authorization:

Debra Naughton

☐ Certified Copy (1-9)

☐ UCC'S

☐ Certificate of Status

☒ New Filings

☒ Plain Stamped Copy

☐ Annual Report

☐ Fictitious Name

☐ Amendments

☐ Registration

RECEIVED
99 FEB 5 PM 3:13
STATE
SECRETARY OF
CORPORATION
DIVISION
TALLAHASSEE, FLORIDA

☒ Call When Ready

☒ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☐ Pick Up

☐ Mail Out

CF Internal Use Only

Client: 40557 Matter: 88649

TAL#501656.01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 8, 1999

CARLTON FIELDS

TALLAHASSEE, FL

SUBJECT: PROFESSIONAL PROTECTIVE INSURANCE COMPANY
Ref. Number: P97000081704

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

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 299A00005425

APPROVED
INSURANCE COMMISSIONER
AND TREASURER

NOV-19 1998

BY *Adrian J. [Signature]*
Legal Division

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

PROFESSIONAL PROTECTIVE INSURANCE COMPANY

The undersigned incorporators, for the purpose of forming a stock insurance corporation under Chapters 607 and 628, Florida Statutes, hereby adopt the following Amended and Restated Articles of Incorporation.

ARTICLE I:

NAME

The name of the corporation shall be Professional Protective Insurance Company.

ARTICLE II:

PRINCIPAL OFFICES

The principal offices of the corporation shall be 507 N. New York Avenue, Suite 100, Winter Park, FL 32789, Orange County, Florida.

ARTICLE III:

PURPOSE

The purpose for which the corporation is formed is to transact Homeowners' Multi Peril and any other line of insurance it may subsequently become authorized to write pursuant to the laws of the United States and Florida.

ARTICLE IV:

DURATION

The duration of the corporation shall be perpetual.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE V:

AUTHORIZED SHARES

The number of shares of common stock that this corporation is authorized to have outstanding at any one time is 10,000, with a par value of \$1.00. However, the corporation shall not conduct business until it has at least \$5 million dollars of surplus as to policyholders.

ARTICLE VI:

REGISTERED AGENT

The registered office of this corporation shall be located at 507 N. New York Avenue, Suite 100, Winter Park, FL 32789, Orange County, Florida, and the initial registered agent of this corporation at such office shall be Jeffrey Bay, 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 VII:

BOARD OF DIRECTORS

The corporation shall have five (5) initial directors, the majority of whom are United States citizens, and all of whom are over the age of eighteen (18) years. The following individuals shall serve, for an initial term of not more than one year, as the initial directors of the corporation:

	<u>Name</u>	<u>Residence Address</u>
1.	Jeffrey Bay	2080 Melrose Drive Decatur, Illinois
2.	Thomas R. Jones, Jr.	17950 S.W. 285th Street Homestead, Florida
3.	Lawrence P. Kuvin	2151 Hiatus Road Davie, Florida
4.	George Nenezian	7000 Aberdeen Way Miami Lakes, Florida
5.	L. Alan Lund	17363 SW 267 Lane Homestead, Florida

ARTICLE VIII:

INCORPORATORS

The name and residence address of the incorporators to these Articles of Incorporation, none of whom are less than 18 years of age, and a majority of whom are citizens of the United States, are:

	<u>Name</u>	<u>Residence Address</u>
1.	Jeffrey Bay	2080 Melrose Drive Decatur, Illinois
2.	Russell Denton	173 Pine Street Lake Mary, Florida
3.	Lawrence P. Kuvin	2151 Hiatus Road Davie, Florida
4.	George Nenezian	7000 Aberdeen Way Miami Lakes, Florida
5.	L. Alan Lund	17363 SW 267 th Lane Homestead, Florida

ARTICLE IX:

BY-LAWS

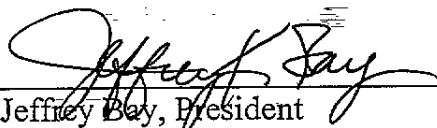
The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors.


ARTICLE X:

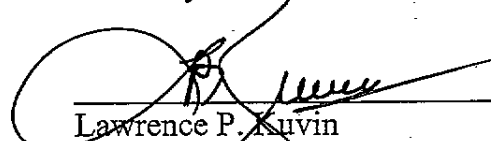
AMENDMENTS

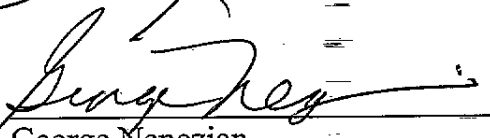
The corporation reserves the right to amend, alter, or repeal any provision in these Articles of Incorporation in the manner prescribed by Chapter 628, Florida Statutes, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the Corporation by the unanimous approval or consent of the shareholders and approved by the Department of Insurance pursuant to section 628.101, Florida Statutes. Thereafter, every amendment shall be approved by the shareholders at a shareholders' meeting as provided in the by-laws and by Chapter 628.101, Florida Statutes.


The undersigned have executed these Articles of Incorporation this 30th day of December, 1998.


Jeffrey Bay, President


Thomas R. Jones, Jr.,
Secretary/Treasurer

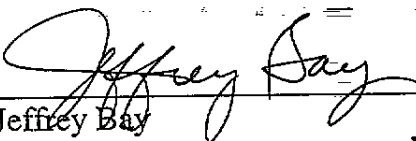

Lawrence P. Kuvin


George Nenezian


L. Alan Lund

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Jeffrey Bay, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Jeffrey Bay

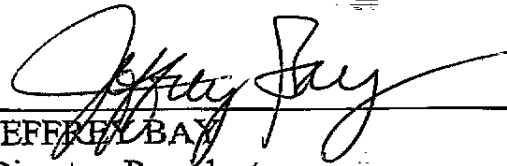
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE

Pursuant to Section 607.1006, Florida Statutes, the enclosed Amended and Restated Articles of Incorporation of Professional Protective Insurance Company did not contain any amendment requiring shareholder approval.

Respectfully submitted,



JEFFREY BAX
Director, President