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KENNETH M. KALEEL, P.A.

ATTORNEY AND COUNSELLOR AT LAW

555 N. CONGRESS AVENUE

SUITE 301

BOYNTON BEACH, FL 33426

KENNETH M. KALEEL

TELEPHONE 561-738-1104

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September 24, 1997

State of Florida  
Department of State  
Corporate Division  
Post Office Box 6327  
Tallahassee, FL 32314

FILED  
97 SEP 26 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: INTEGRITY FIRST INSURANCE CORPORATION

000002304930--7

Gentlemen:

-09/26/97--01083--005

\*\*\*\*122.50 \*\*\*\*122.50

Enclosed is the original and one (1) copy of the Articles of Incorporation regarding the above referenced corporation, together with this firm's check in the amount of \$122.50 representing the following charges:

\$70.00 - Filing Fee; and  
\$52.50 - Certified Copy of Articles of Incorporation.

Please file the original Articles and return a certified copy of same to this office in the enclosed self-addressed stamped envelope provided herein.

Sincerely,

KENNETH M. KALEEL, P.A.

By:

Kenneth M. Kaleel, Esquire

KMK/spb

Enclosures

pc: Mr. Lex Barker

J. Nodani SEP 29 1997

**ARTICLES OF INCORPORATION**  
**OF**  
**INTEGRITY FIRST INSURANCE CORPORATION**

The undersigned, acting as incorporators of INTEGRITY FIRST INSURANCE CORPORATION, adopt the following Articles of Incorporation to form a stock insurer corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation is: INTEGRITY FIRST INSURANCE CORPORATION

**ARTICLE II. ADDRESS**

The principal place of business of the corporation is in Palm Beach County at the following address:

12794 Forest Hill Boulevard  
Suite 34  
Wellington, Florida 33414

**ARTICLE III. COMMENCEMENT & TERM OF EXISTENCE**

The existence of the corporation will commence at 12:01 A.M. on the date of filing these Articles of Incorporation and shall exist perpetually.

**ARTICLE IV. NATURE OF BUSINESS**

The purpose of the corporation is to engage in the following business activities:

1. Engage in every aspect of property and casualty insurance as specifically defined in Sections 624.604, 624.605 and 624.606 of the Florida Statutes for the following lines of insurance:

a) Homeowners Multi Peril

2. Any other lawful activity permitted to be conducted by insurance companies under the laws of the State of Florida.

## ARTICLE V. CAPITAL STOCK

The maximum number of shares that the corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$1.00 per share. The corporation shall not begin transacting business unless it achieves a capital and surplus of Five Million and No/100 (\$5,000,000) Dollars.

## ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 12794 Forest Hill Boulevard, Suite 34, Wellington, Florida 33414, and the name of the corporation's initial registered agent at that address is ROBERT E. JOHNSON, 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 open 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) directors initially, whose term of office shall not be for more than one (1) year after the date of incorporation, all of whom are United States citizens and all of whom are over the age of 18. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than five. The names and residential addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Lex L. Barker	2860 Cesna Way Wellington, Florida 33414
Robert E. Johnson	2078 Sunderland Avenue Wellington, Florida 33414
Patrick J. Peduto	3940 Buttercup Circle Palm Beach Gardens, Florida 33410
Peter Buchanan	2821 N.E. 38th Street Lighthouse Point, Florida 33064
Kenneth M. Kaleel	86 Island Drive South Ocean Ridge, Florida 33435

### **ARTICLE VIII. INCORPORATORS**

The names and residential addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Lex L. Barker	2860 Cesna Way Wellington, Florida 33414
Robert E. Johnson	2078 Sunderland Avenue Wellington, Florida 33414
Patrick J. Peduto	3940 Buttercup Circle Palm Beach Gardens, Florida 33410
Peter Buchanan	2821 N.E. 38th Street Lighthouse Point, Florida 33064
Kenneth M. Kaleel	86 Island Drive South Ocean Ridge, Florida 33435

The incorporators of the corporation assign to this corporation their rights under Section 607.0201, Florida Statutes, to constitute a corporation, and they assign to those persons designated by the board of directors any rights they may have as incorporators to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

### **ARTICLE IX. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

### **ARTICLE X. AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on any shareholders are subject to this reservation.


The undersigned incorporators, for the purpose of forming a stock insurer corporation under the laws of the State of Florida, have executed these Articles of Incorporation this \_\_\_\_\_ day of June, 1997.

  
Lex L. Barker, Incorporator

  
Robert E. Johnson, Incorporator

  
Patrick J. Peduto, Incorporator

  
Peter Buchanan, Incorporator

  
Kenneth M. Kaleel, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 11 September day of ~~JUNE~~ 1997, by Lex L. Barker, who is personally known to me or who has produced Florida License as identification.

  
Notary Public

Rose Malvasi

Typed/Printed Name

Commission Expires:

(SEAL)



ROSE MALVASI  
My Commission CC424988  
Expires Dec. 06, 1998  
Bonded by ANB  
800-652-5678

CORP 307920001105 DCF505.12A  
970512

APPROVED

INSURANCE COMMISSIONER  
AND TREASURER

JUL 31 1997

By   
Legal Division

STATE OF FLORIDA

COUNTY OF PALM BEACH

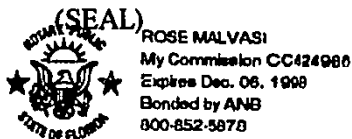
The foregoing instrument was acknowledged before me this 11 day of ~~June~~<sup>September</sup>, 1997,  
by Robert E. Johnson, who is personally known to me or who has produced  
Florida License as identification.

Rose Malvasi  
Notary Public

Rose MALVASI

Typed/Printed Name

Commission Expires:

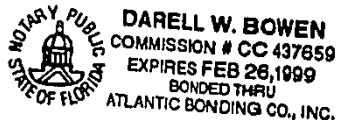


STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 5 day of ~~June~~<sup>Sep.</sup>, 1997,  
by Patrick J. Peduto, who is personally known to me or who has produced  
Malvasi Llc. as identification.

Darell W. Bowen  
Notary Public



(SEAL)

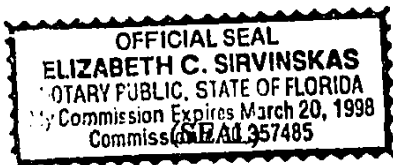
Typed/Printed Name

Commission Expires:

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this \_\_\_\_ day of June, 1997, by Peter Buchanan, who is personally known to me or who has produced \_\_\_\_\_ as identification.



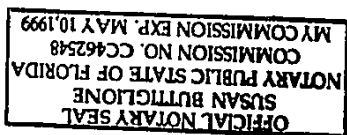
Elizabeth C. Sirvinskis  
Notary Public

Elizabeth C. Sirvinskis  
Typed/Printed Name  
Commission Expires:

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 23 day of <sup>September</sup>~~June~~, 1997, by Kenneth M. Kaleel, who is personally known to me or who has produced \_\_\_\_\_ as identification.



(SEAL)

Susan Buttiglione  
Notary Public

SUSAN BUTTIGLIONE  
Typed/Printed Name  
Commission Expires:

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process from the Treasurer and Insurance Commissioner of the State of Florida for INTEGRITY FIRST INSURANCE COMPANY, at the place designated in the Articles of Incorporation, Robert E. Johnson agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping of open such office.

Date: 9/11/97

Robert E. Johnson  
Robert E. Johnson

FILED  
97 SEP 26 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA