

P9800024612
KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW

FILED

SILVIA MORELL ALDERMAN
JOHN M. ARIALE
ALAN HARRISON BRENTS
DANIEL C. BROWN
BILL L. BRYANT, JR.
NANCY M. BURKE
JONATHAN B. BUTLER
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JEFFREY L. FREHN
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ORLANDO, FLORIDA 32801
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March 16, 1998

REPLY TO: TALLAHASSEE

98 MAR 16 AM 8:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ELIZABETH W. McARTHUR
TRAVIS L. MILLER
MIGUEL A. OLIVELLA, JR.
BRUCE D. PLATT
JOHN RADEY
GARY P. TIMIN
J. LARRY WILLIAMS
DAVID A. YON
PAUL A. ZEIGLER

OF COUNSEL:
GORDON D. CHERR
MICHAEL E. INGRAM
EDWARD S. JAFFRY
PATRICK F. MARONEY

GOVERNMENTAL CONSULTANTS:
LESLIE Y. DUGHI*
PAT GRIFFITH O'CONNELL*
E. CLINT SMAWLEY*
GERALD C. WESTER*
(*NOT A MEMBER OF FLORIDA BAR)

EXECUTIVE DIRECTOR:
J. ANDREW KELLER, III, C.P.A.

Department of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 323301

RE: ~~Jefferson Capital Insurance Company~~
FIRST PROTECTIVE INSURANCE COMPANY

Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$183.75 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Certified copy x2	\$ 105.00
Registered agent fee	\$ 35.00
Certificate of Status	\$ 8.75

Please file the original of the enclosed Articles of Incorporation. I would like the additional original copy stamped as the certified copy, plus one additional certified copy and a certificate of status.

I will pick them up when they have been processed.

Sincerely,

Terri Jay
Terri J. Jay
Assistant to Travis L. Miller

P. Hall

MAR 17 1998

CALL
When
Ready

400002458834--1
-03/17/98-01008-003
****183.75 ****183.75

[Handwritten signature/initials]

RECEIVED
98 MAR 17 PM 4:26

APPROVED
INSURANCE COMMISSIONER
AND TREASURER

FEB 10

ARTICLES OF INCORPORATION
OF
FIRST PROTECTIVE INSURANCE COMPANY

By JAB
Legal Division

The undersigned incorporators, all of whom are United States citizens, natural persons over the age of eighteen (18) years, and competent to contract, hereby form a stock insurance company under the laws of the State of Florida.

ARTICLE I
NAME AND PLACE OF BUSINESS

The name of the corporation shall be FIRST PROTECTIVE INSURANCE COMPANY. The initial principal place of the business of the corporation shall be 106 East College Avenue, Suite 1200, Tallahassee, Leon County, Florida 32301. The corporation may establish and maintain the principal place of business at such other place within the State of Florida as may be determined by the Board of Directors from time to time.

ARTICLE II
NATURE OF BUSINESS

The purposes of the corporation shall be to engage in every aspect of property and casualty insurance and reinsurance and such other business as may be permitted for such an insurance company under applicable law.

ARTICLE III
CAPITAL STOCK

The corporation is authorized to issue not more than five hundred thousand (500,000) shares of common stock having a par value of one dollar (\$1.00) per share. The corporation shall not begin transacting insurance until it achieves capital and surplus of not less than Five Million Dollars (\$5,000,000).

ARTICLE IV
STATUTORY AGENTS AND OFFICE

The corporation hereby appoints the Florida Insurance Commissioner and Treasurer as its attorney in fact to receive service of legal process issued against it in any civil action or proceeding in this state, and such appointment shall remain in effect for so long as is required by applicable law, specifically including section 624.422, Florida Statutes, or any successor thereto. In addition, the corporation hereby appoints Gary P. Timin as its initial registered agent for such other purposes as are required or permitted by applicable law, including without limitation section 607.0505, Florida Statutes, and designates 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301 as its initial registered office for such purposes.

ARTICLE V
TERM OF EXISTENCE

The corporation shall have perpetual existence, unless sooner dissolved as provided for by the laws of the State of Florida.

ARTICLE VI
DIRECTORS

The corporation shall have five (5) or more directors, the exact number of which shall be determined from time to time in accordance with the corporation's Bylaws. The names and residence addresses of the initial Board of Directors of the corporation, who shall hold office until the first annual meeting of the stockholders, which shall be held not later than one year after the date of incorporation, and until their successors have been duly elected and qualified, are as follows:

Charles E. Durr
75 Colonial Avenue
Williston Park, NY 11596

Philip L. DeRosa
2426 Wagner Creek Court
Mt. Pleasant, SC 29464

Frank G. Dunham, III
6229 Kenwick
Ft. Worth, TX

Donald J. Zuk
1813 Poinsettia Lane
Manhattan Beach, CA

Willis T. King, Jr.
122 Prospect Street
Summit, NJ 07901

In addition to the powers and authorities herein or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject to the provisions of the laws of the State of Florida, these Articles of Incorporation, and the Bylaws of the corporation; provided, however, that no Bylaw hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such Bylaw had not been adopted.

ARTICLE VII
INCORPORATORS

The names and residence street addresses of the incorporators, all of whom are over the age of eighteen (18) and United States citizens, are as specified in Article VI above.

ARTICLE VIII
TRANSACTIONS IN WHICH DIRECTORS
OR OFFICERS ARE INTERESTED

A. No contract or other transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, firm, or entity in which one or more of the corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors is or are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

2. The fact of such relationship or interest is disclosed or known to the shareholders of the corporation entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction, and shares held by them may be counted in determining the presence of a quorum at a meeting of shareholders at which action is taken pursuant to this Article.

ARTICLE IX
INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify, and may insure, its directors and officers to the fullest extent permitted by applicable Florida law.

ARTICLE X
AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, subject to applicable laws of the State of Florida, and all rights conferred upon stockholders are granted subject to this reservation.

SIGNED by the incorporators this 10 day of March, 1998.

Charles E. Durr
Charles E. Durr

Frank G. Dunham, III

Willis T. King, Jr.

Philip L. DeRosa

Donald J. Zuk

STATE OF New York
COUNTY OF New York

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Charles E. Durr, to me personally known or who has produced _____ as identification and known to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 10th day of March, 1998.

Loretta Dolan
Notary Public
My Commission Expires: LORETTA DOLAN
Commission Number: Notary Public, State of New York
No. 01D05060942
Qualified in Richmond County


Commission Expires May 28, 1998

ARTICLE X
AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, subject to applicable laws of the State of Florida, and all rights conferred upon stockholders are granted subject to this reservation.

SIGNED by the incorporators this _____ day of _____, 1998.

Charles E. Durr



Frank G. Dunham, III

Willis T. King, Jr.

Philip L. DeRosa

Donald J. Zuk

STATE OF _____
COUNTY OF _____

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Charles E. Durr, to me personally known or who has produced _____ as identification and known to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this _____ day of _____, 1998.

Notary Public

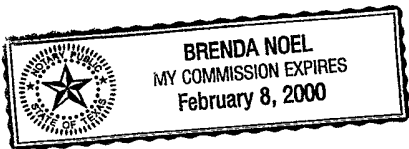
My Commission Expires: _____

Commission Number: _____

STATE OF TEXAS
COUNTY OF TARRANT

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Frank G. Dunham, III, to me personally known or who has produced _____ as identification and known to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 9th day of March, 1998.



Brenda Noel
Notary Public
My Commission Expires: _____
Commission Number: _____

STATE OF _____
COUNTY OF _____

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Willis T. King, Jr., to me personally known or who has produced _____ as identification and known to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this _____ day of _____, 1998.

Notary Public
My Commission Expires: _____
Commission Number: _____

ARTICLE X
AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, subject to applicable laws of the State of Florida, and all rights conferred upon stockholders are granted subject to this reservation.

SIGNED by the incorporators this _____ day of _____, 1998.

Charles E. Durr

Frank G. Dunham, III



Willis T. King, Jr.

Philip L. DeRosa

Donald J. Zuk

STATE OF _____
COUNTY OF _____

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Charles E. Durr, to me personally known or who has produced _____ as identification and known to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this _____ day of _____, 1998.

Notary Public

My Commission Expires: _____

Commission Number: _____

STATE OF _____
COUNTY OF _____

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Frank G. Dunham, III, to me personally known or who has produced _____ as identification and known to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this _____ day of _____, 1998.

Notary Public
My Commission Expires: _____
Commission Number: _____

STATE OF New York
COUNTY OF New York

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Willis T. King, Jr., to me personally known or who has produced _____ as identification and known to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 12th day of March, 1998.

Loretta Dolan
Notary Public
My Commission Expires: _____
Commission Number: _____

LORETTA DOLAN
Notary Public, State of New York
No. 01005060942
Qualified in Richmond County
Commission Expires May 28, 1998

ARTICLE X
AMENDMENTS

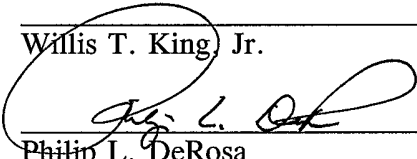
The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, subject to applicable laws of the State of Florida, and all rights conferred upon stockholders are granted subject to this reservation.

SIGNED by the incorporators this _____ day of _____, 1998.

Charles E. Durr

Frank G. Dunham, III

Willis T. King, Jr.



Philip L. DeRosa

Donald J. Zuk

STATE OF _____
COUNTY OF _____

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Charles E. Durr, to me personally known or who has produced _____ as identification and known to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this _____ day of _____, 1998.

Notary Public

My Commission Expires: _____

Commission Number: _____

STATE OF South Carolina
COUNTY OF Charleston

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Philip L. DeRosa, to me personally known or who has produced Driver's License as identification and known to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 10th day of Mar, 1998.

Patricia H. Hunsley
Notary Public
My Commission Expires: 8-20-2007
Commission Number: _____

STATE OF _____
COUNTY OF _____

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Donald J. Zuk, to me personally known or who has produced _____ as identification and known to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this _____ day of _____, 1998.

Notary Public
My Commission Expires: _____
Commission Number: _____

ARTICLE X
AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, subject to applicable laws of the State of Florida, and all rights conferred upon stockholders are granted subject to this reservation.

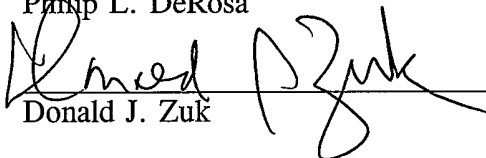
SIGNED by the incorporators this _____ day of _____, 1998.

Charles E. Durr

Frank G. Dunham, III

Willis T. King, Jr.

Philip L. DeRosa



Donald J. Zuk

STATE OF _____
COUNTY OF _____

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Charles E. Durr, to me personally known or who has produced _____ as identification and known to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this _____ day of _____, 1998.

Notary Public

My Commission Expires: _____

Commission Number: _____

STATE OF _____
COUNTY OF _____

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Philip D. DeRosa, to me personally known or who has produced _____ as identification and know to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

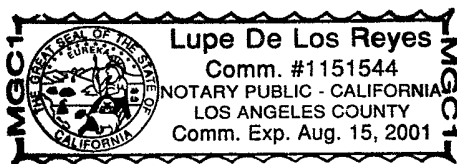
IN WITNESS WHEREOF, I have set my hand and official seal on this _____ day of _____, 1998.

Notary Public
My Commission Expires: _____
Commission Number: _____

STATE OF California
COUNTY OF Los Angeles

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Donald J. Zuk, to me personally known or who has produced N/A as identification and know to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 13th day of March, 1998.



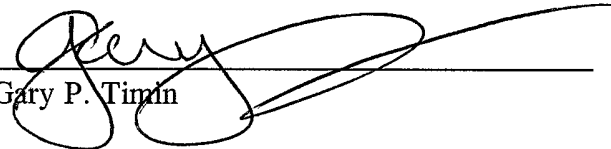
Lupe de Los Reyes
Notary Public
My Commission Expires: August 15, 2001
Commission Number: 1151544

FIRST PROTECTIVE INSURANCE COMPANY

ACCEPTANCE OF REGISTERED AGENT

FILED
98 MAR 16 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Having been named to receive legal process duly served upon and forwarded by the Treasurer and Insurance Commissioner of the State of Florida, and to serve for other purposes as registered agent, for First Protective Insurance Company at the place designated in its Articles of Incorporation, the undersigned, Gary P. Timin, agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office, and is familiar with, and accepts the obligations provided for in, Section 607.0505, Florida Statutes.



Gary P. Timin

STATE OF FLORIDA
COUNTY OF LEON

The foregoing Acceptance of Registered Agent for First Protective Insurance Company has acknowledged before me this 17th day of March, 1998, by Gary P. Timin, who is personally known to me or who has produced a driver's license as identification.



Notary Public
My Commission Expires:

