

P98000035252

Blank, Raybort Meeren

Requestor's Name

204 S. Monroe St.

Address

Tell. 32304

681-6710

City/State/Zip

Phone #

Office Use Only

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 17 PM 1:55

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Physicians Protector Plan R.P.G., Inc.
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☐ Walk in

☒ Pick up time

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☒ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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***131.25 ***131.25

CALL WHEN
READY

Examiner's Initials

4-17-98
105

ARTICLES OF INCORPORATION
of
PHYSICIANS PROTECTOR PLAN RPG, INC.

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The undersigned incorporator of the age of nineteen or more, acting as the incorporator of Physicians Protector Plan RPG, Inc., a corporation organized under the laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I
Name

The name of the corporation is Physicians Protector Plan RPG, Inc., (hereinafter "the Corporation").

ARTICLE II
Purpose

The Corporation is organized for the purpose of purchasing liability insurance on a purchasing group basis only for its members and only to cover their similar or related liability exposure in accordance with 15 U.S.C.A. §3901(a)(5). Furthermore, the Corporation is organized to engage in any business or activity not prohibited by law or these Articles of Incorporation.

ARTICLE III
Resident Agent

1. The Corporation designates Laurel Grammig as its resident agent for purposes of receiving service of process.

2. The resident agent shall maintain the following records: a copy of the Articles of Incorporation and all amendments thereto certified by the Florida Secretary of State, a copy of the Corporation's by-laws certified by an officer of the Corporation, and a statement identifying the custodian of the Corporation's stock ledger and the location of the stock ledger.

3. The address of the Corporation and the Corporation's resident agent is:

401 E. Jackson Street, Suite 1700
Tampa, Florida 33602

ARTICLE IV

Shares

1. The Corporation shall have the authority to issue one million (1,000,000) shares of common stock with a par value of one dollar (\$1.00 U.S.) per share.
2. No shares of stock may be issued for less than par value.
3. Each outstanding share of stock is entitled to one (1) vote, and all outstanding shares have equal voting rights in all respects.
4. The holders of the outstanding shares of stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, property, or shares of the capital stock of the Corporation.
5. The shares of the Corporation are not to be divided into classes, and the Corporation is not authorized to provide stock options.

ARTICLE V

Governing Board

1. The Corporations's governing board shall be styled as directors.
2. The Board of Directors shall consist of a minimum of one (1) director and a maximum of nine (9) directors.
3. All directors shall be natural persons of the age of nineteen years or more.
4. The first Board of Directors shall serve until their successors have been elected and qualified, and shall consist of:

Robert F. Iocco

5. A majority of the directors shall have the power to approve and adopt the by-laws of the Corporation until their successors are elected or appointed.
6. The qualifications, time and place of election, and term of office of each director shall be provided for in the by-laws of the Corporation.
7. Where not prohibited by law, members of the Board of Directors may participate in meetings of the Board of Directors by means of telephone conferences, and the directors may take action by written consent.

ARTICLE VI
Cumulative Voting

At each election for directors, every shareholder entitled to vote at such election shall have the right to cast as many votes as the number of Directors being elected multiplied by the number of his shares. Such votes may be cast for one candidate or distributed among candidates.

ARTICLE VII
Inter-Company Contracts

1. No contract or other transaction between the Corporation and any other corporation and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation.

2. Any directors, individually, or any firm of which any director may be a member, may be a part to, or may be pecuniarily interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken.

3. Any director of the Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not a director or officer of such other corporation or not so interested.

ARTICLE VIII
Stockholder Agreements

1. The Corporation and its stockholders, or the stockholders of the Corporation among themselves, may enter into any agreement restricting the transferability, assignment, encumbrance, or pledge of the stock of the Corporation, whether voluntarily or involuntarily.

2. Any such agreement may confer upon the Corporation or the stockholders or both the option of first refusal or mandatory purchase in the event any stockholder desires to transfer, assign, encumber, or pledge his stock, with or without consideration. Any such agreement may include such restrictions during the lifetime of any stockholders or upon the death or legal incompetence of any stockholder.

3. Nothing contained in these Articles of Incorporation or by-laws of the Corporation shall be construed as authorizing a transfer of such stock upon the books of the Corporation in violation of any such agreement.

ARTICLE IX

Dividends

1. Dividends shall be paid to shareholders pursuant to section 607.06401, Florida Statutes.
2. A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken by reliance in good faith upon the financial statements of the Corporation represented to him to be correct by an officer having charge of its books of account or a financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the Corporation, unless such act shall be determined to be willful or negligent. Nor shall such director be liable if, in good faith in determining the amount available for dividends or distribution, that director considers the assets to be of their book value.

ARTICLE X

Indemnification of Corporate Representatives

1. The Corporation shall indemnify any director made a party to any action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a director or an officer of the Corporation, or a director or officer of any other corporation which position he held at the request of the Corporation, against all reasonable expenses, including, but not limited to, attorneys' fees and court costs, except in relation to matters which allege malfeasance in the discharge of his duties to the Corporation.
2. The Corporation shall indemnify any director, officer, employee, or agent of the Corporation for all acts, and under all circumstances permitted under Alabama Law.
3. Upon determination by the Board of Directors, the Corporation shall provide insurance against loss to the Corporation for such indemnification as provided by law.

ARTICLE XI

Director's Liability

1. No director shall be held liable or responsible for action undertaken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation or the by-laws of the Corporation, nor for action taken by the Board of Directors in reliance on reasonable grounds or probable cause for believing that the Board of Directors is acting under the provisions or in the manner authorized by these Articles of Incorporation or the by-laws.
2. The defense of any legal, equitable, or other action taken by the Board of Directors shall be conducted by counsel for the Corporation, unless the action, suit, or proceeding is brought by or on behalf of the Corporation.
3. In the event of a judgment or decree being rendered against any director, the Corporation shall indemnify the director pursuant to Article XII, above.

4. This Article shall not apply to acts or omissions which involve intentional misconduct, fraud, or a knowing violation of the law or acts involving an intentional distribution in violation of

ARTICLE XII
Reimbursement of Directors

If any legal, equitable, or other action, suit, or proceeding brought by or on behalf of the Corporation against a director, either individually or as a director, results in a judgment, decree, or decision in favor of the director, the Corporation shall be liable to and shall reimburse the director for all reasonable costs and expenses of the director in connection with such action, suit, or proceeding, including, but not limited to, reasonable attorneys' fees, court costs, and expenses incurred in the course of defending such proceedings.

ARTICLE XIII
Amendments

These Articles of Incorporation may be amended in the manner provided by law, and may be amended without adoption at a formal meeting if all of the directors and all of the shareholders of the Corporation eligible to vote sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted.

ARTICLE XVI
Term

The Corporation shall have perpetual existence.

ARTICLE XVII
Incorporators

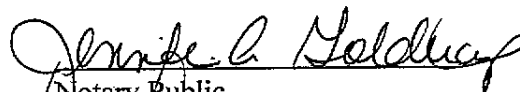
The following individual, who is over the age of nineteen and who is a citizen of the United States, hereby signs these Articles of Incorporation as the Corporation's incorporator:

Signature: _____

Name: Robert F. Iocco

Address: 401 E. Jackson Street, Suite 1700

Subscribed and sworn to before me on April 16th, 1998, by Robert F. Iocco who is personally known to me or produced the following identification: _____


Notary Public
My Commission expires:



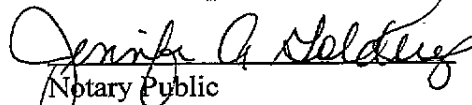
ARTICLE XVIII
Certificate of Acceptance of Appointment of Resident Agent

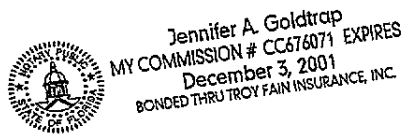
Laurel Grammig hereby accepts appointment as Resident Agent for the above-referenced Corporation. The address of the Resident Agent is 401 E. Jackson Street, Suite 1700, Tampa, Florida 33602


Signature of Resident Agent

4/16/98
Date

Subscribed and sworn to before me on April 16, 1998, by Laurel L. Grammig who is personally known to me or produced the following identification: _____


Notary Public
My Commission expires:



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