

P98000093678

Foley & Lardner
Requestor's Name
300 E. Park Ave.
Address
Tall. Fl. 32301 222-6100
City/State/Zip Phone #

Office Use Only

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

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

RECEIVED
99 MAR 17 AM 11:21

FILED
99 MAR 18 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk in Pick up time _____ Certified Copy X 3
- Mail out Will wait Photocopy Certificate of Status

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

AMENDMENTS	
<input checked="" 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

Call when ready

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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Examiner's Initials *me* 3/9

FOLEY & LARDNER

ATTORNEYS AT LAW

300 EAST PARK AVENUE
TALLAHASSEE, FLORIDA 32301-1514
TELEPHONE: (850) 222-6100
FACSIMILE: (850) 561-6475

WRITER'S DIRECT LINE
513-3369

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EMAIL ADDRESS
nstrickland@foleylaw.com

CLIENT/MATTER NUMBER
029708-0101

March 18, 1999

VIA HAND DELIVERY

Susan Payne
Senior Section Administrator
Division of Corporations, Fla. Dept. of State
409 E. Gaines Street
Tallahassee, FL

Re: **Tarpon Insurance Company**

Dear Ms. Payne

Attached herewith are the Articles of Amendment to the Articles of Incorporation of Tarpon Insurance Company. We attempted to file them on March 17, 1998, but your office rejected them for the reasons explained in the letter which is also attached herewith. See the last sentence of the first full paragraph on page "2" of the Articles of Amendment for the language that should address your concerns.

If anything else is needed from this office, do not hesitate to contact me.

Sincerely,



Wes Strickland

Enclosure(s)



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 17, 1999

Foley & Lardner

Tallahassee, FL

SUBJECT: TARPON INSURANCE COMPANY
Ref. Number: P98000093678

We have received your document for TARPON INSURANCE COMPANY and check(s) totaling \$61.25. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If shareholder approval was not required, a statement to that effect must be contained in the document.

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) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 299A00013126

**ARTICLES of AMENDMENT
to the
ARTICLES of INCORPORATION
of
TARPON INSURANCE COMPANY**

**APPROVED
INSURANCE COMMISSIONER
AND TREASURER**

MAR 16 1999

BY *S. St. Maxwell*
Legal Division

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAR 18 1999

FILED

To: Department of State
Tallahassee, FL 32304

Pursuant to the provisions of §607.1001, F.S., the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

1. The name of the corporation is TARPON INSURANCE COMPANY.
2. The following amendments of the articles of incorporation were adopted by the directors of the corporation on the 2^d day of MARCH, 1999, in the manner prescribed by the Florida Business Corporation Act.

A. Article I. Name is amended to read as follows:

The name of the corporation shall be: TARPON INSURANCE COMPANY. The address of the principal office of this corporation shall be 641 Turnberry Court, Tarpon Springs, Pinellas County, Florida 34689, and the mailing address of the corporation shall be the same.

B. Article II. NATURE OF BUSINESS is amended to read as follows:

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation. The purpose of the corporation is to engage in the business of property and casualty insurance and any lawful business incidental thereto.

C. Article VII. DIRECTORS is added to read as follows:

The corporation shall have five (5) directors initially, 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>
Judith M. Durdan	641 Turnberry Court Tarpon Springs, FL 34689
Richard L. Dillender	5318 Avenida Del Mare Sarasota, FL 34230

Noel Edward Urben

86 Doubling Road
Greenwich, CT 06830

Mark C. Monaco

10 East 85th Street
New York, NY

Peggy L. Reid

335 Crosswinds Drive
Palm Harbor, FL 34683

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be three (3) years and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders. These Amendments to the Articles of Incorporation, including the reconfiguration of the Board of Directors, were initiated without shareholder approval since the same is not required by either the Articles or Bylaws of the corporation

D. Article VIII. DESCRIPTION of the CORPORATION is added to read as:

The business, property and affairs of the corporation shall be managed under the direction of the Board of Directors, by the President and such other officers as the Board of Directors may determine to elect in accordance with the provisions of the by-laws of this Corporation. All officers shall hold office at the pleasure of the Board.

E. Article IX. INDEMNIFICATION OF OFFICERS AND DIRECTORS is added to read as:

Directors and Officers of this corporation shall not be personally liable to the corporation or its shareholders for damages for breach of any duty owed, except that a Director or Officer of this corporation is not released of liability for any breach of duty based upon an act or omission (a) in breach of such person's duty of loyalty to the corporation or its shareholders; (b) not acting in good faith or involving a knowing violation of law (c) resulting in receipt by such person of an improper personal benefit; or (d) votes or assents to a distribution from the corporation in violation of Florida law or these Articles of Incorporation. An act or omission in breach of a person's duty of loyalty means an act or omission which that person knows or believes to be contrary to the best interests of the corporation or its shareholders in connection with a matter in which he has a material conflict of interest. The personal liability of a person who is or was a director shall further be limited to the full extent allowed by the Florida Business Corporation Act as it may be amended from time to time. Any lawful repeal or modification of this Article or the adoption of any provision inconstant herewith by the Board of Directors and the shareholders of the corporation shall not, with respect to a person who is or was a director, adversely affect any limitation of liability, right or protection existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.

F. Article X. AMENDMENTS is added to read as:

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this certificate, in the manner now or hereafter prescribed by law. All rights and powers conferred herein to shareholders, directors, and officers are subject to this reserved power.

G. Article XI. BYLAWS is added to read as:

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the certificate of incorporation. Following the adoption of bylaws by the affirmative vote of two-thirds (2/3) of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

H. Article XII. DISSOLUTION is added to read as:

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.



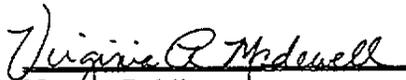
JUDITH M. DURDAN

State of Florida
County of Leon

The foregoing instrument was acknowledged before me this ___ day of February, 1999, by Judith M. Durdan, who is personally known to me and who did not take an oath.



Virginia R. Madewell
MY COMMISSION # CC627624 EXPIRES
March 14, 2001
BONDED THRU TROY FAIN INSURANCE, INC.



Notary Public