

P99000021135

(Requestor's Name)

(Address)

(Address)

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*Amended*

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2011 JUN 10 PM 12:32  
NOT INTENDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

FILED  
11 JUN 17 AM 10:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\*00789, 00587, 00672

FOR  
6/17/11



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 10, 2011

Richard N. Sox  
Bass Sox Mercer  
2822 Remington Green Circle  
Tallahassee, FL 32308

SUBJECT: UNITED PROPERTY & CASUALTY INSURANCE COMPANY  
Ref. Number: P99000021135

We have received your document for UNITED PROPERTY & CASUALTY INSURANCE COMPANY and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Regulatory Specialist II

Letter Number: 611A00014271

Annette,

6-17-11

Attached articles are revised. You must have retained the check for \$43.75. Please call me with any questions. Thanks!

Hillary Hodges  
205-8171

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** United Property & Casualty Insurance Company

**DOCUMENT NUMBER:** P99000021135

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Richard N. Sox  
Name of Contact Person

Bass Sox Mercer  
Firm/ Company

2822 Remington Green Circle  
Address

Tallahassee, FL 32308  
City/ State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Richard N. Sox at ( 850 ) 878-6404  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |  |   |   |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is enclosed) |
|--|--|---|---|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**THIRD ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
UNITED PROPERTY & CASUALTY INSURANCE COMPANY**

**FILED**  
19 JUN 17 AM 10:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Third Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is United Property & Casualty Insurance Company (the "Corporation").
2. The following second amendment to the Articles of Incorporation was adopted on May 31, 2011, by all the Directors of the Corporation, in the manner prescribed by Chapter 607, Florida Statutes.
3. Article III of the Articles of Incorporation of the Corporation shall be amended to read as follows:


**Article III  
CAPITAL STOCK**

The aggregate number of shares which the Corporation is authorized to issue is 350,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$10 per share.

*[the remainder of Article III remains unchanged]*

4. The Amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

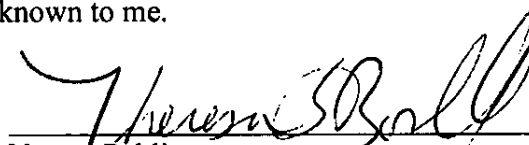
Dated: June 14, 2011

  
Donald J. Cronin  
President/Director

State of Florida  
County of Pinellas

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of June, 2011 by Donald J. Cronin, who is personally known to me.



  
Notary Public

ACTION BY WRITTEN CONSENT OF THE  
BOARD OF DIRECTORS OF  
UNITED PROPERTY & CASUALTY INSURANCE COMPANY

The undersigned being the Directors of United Property & Casualty Insurance Company hereby consent to the following action by the Board of Directors and enter these Resolutions in the minutes of the Company:

**RESOLVED** that the Articles of Incorporation of the Company be amended to reflect authorization to issue 350,000 shares of common stock;

**FURTHER RESOLVED** that the Company's financial statement reflect an increase in Common Capital Stock by issuing a stock dividend of 200,000 shares to its sole shareholder, United Insurance Holdings Corporation, and record the reclassification of \$2,000,000 of gross paid in and contributed surplus to Common Capital Stock; and

**FURTHER RESOLVED** that the amendment to the Articles of Incorporation and increase in Common Capital Stock, described above, be subject to any approval required from the Florida Office of Insurance Regulation.

Execution of this written consent by the undersigned, pursuant to Florida law, and the subsequent inclusion of this consent into the minutes of the Company shall constitute a waiver of any requirement of a formal meeting of the Board of Directors to conduct the business referred to herein. This written consent may be executed in counterparts by the undersigned Directors.

  
\_\_\_\_\_  
Gregory C. Branch

6/11/11  
\_\_\_\_\_  
Date

\_\_\_\_\_  
Donald J. Cronin

\_\_\_\_\_  
Date

\_\_\_\_\_  
Alec L. Poitevint

\_\_\_\_\_  
Date

\_\_\_\_\_  
Gordon G. Pratt

\_\_\_\_\_  
Date

\_\_\_\_\_  
Larry G. Swets

\_\_\_\_\_  
Date

\_\_\_\_\_  
Kent G. Whittemore

\_\_\_\_\_  
Date

\_\_\_\_\_  
James R. Zuhlke

\_\_\_\_\_  
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31 May 2011

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Gordon G. Pratt

\_\_\_\_\_  
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5/31/2011

\_\_\_\_\_  
James R. Zuhlke

\_\_\_\_\_  
Date

A handwritten signature in black ink, appearing to read "James R. Zuhlke". The signature is fluid and cursive, with the first name "James" and last name "Zuhlke" clearly distinguishable.

James R. Zuhlke

May 31, 2011

Date