

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Tower Hill Prime Insurance Company

DOCUMENT NUMBER: P99000086846

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

Please return all correspondence concerning this matter to the following:

Chrissy Fillmon
Name of Contact Person

Tower Hill Prime Insurance Company
Firm/ Company

7201 N.W. 11th Place
Address

Gainesville, FL 32605
City/ State and Zip Code

srowe@thig.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Chrissy Fillmon at (352) 333-1439
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:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 12, 2018

CHRISSY FILLMON
TOWER HILL PRIME INSURANCE COMPANY
7201 N.W. 11TH PLACE
GAINESVILLE, FL 32605

SUBJECT: TOWER HILL PRIME INSURANCE COMPANY
Ref. Number: P99000086846

We have received your document for TOWER HILL PRIME 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):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 418A0001222

RECEIVED
18 JUN 26 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**OFFICE OF INSURANCE
REGULATION**

MAY 22 2018

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

LEGAL SERVICES OFFICE

TOWER HILL PRIME INSURANCE COMPANY

JFH

In accordance with Section 607.1007, Florida Statutes, the Articles of Incorporation of Tower Hill Prime Insurance Company, a Florida corporation (the "Corporation"), are hereby amended and restated (such Amended and Restated Articles of Incorporation to be referred to herein as the "Articles of Incorporation") to read in their entirety as follows:

ARTICLE I - NAME

The name of the Company is Tower Hill Prime Insurance Company. The principal office is in Alachua County, Florida. The street address is 7201 N.W. 11th Place, Gainesville, Florida 32605.

ARTICLE II – NATURE OF BUSINESS

The purpose of the Company is to engage in every aspect of property and casualty insurance and reinsurance, as may be approved, as required, by the appropriate regulatory official or officials of competent jurisdiction, and in any lawful business or business thereto.

ARTICLE III – CAPITAL STOCK

Pursuant to a stock split, the maximum number of shares of capital stock that this Company is authorized to issue is Thirty Thousand (30,000) shares of common stock having par value of One Hundred Dollars (\$100.00) per share.

ARTICLE IV – TERM OF EXISTENCE

The Company shall exist perpetually.

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Company shall be 200 E. Gaines Street, Tallahassee, Florida 32399-0000, and the initial registered agent of the Company at such office shall be the Chief Financial Officer, 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 VI – DIRECTORS

This Company shall have five directors initially, the majority of whom are United States Citizens and all of whom are over the age of 18. The names and residence street addresses of the directors are: William J. Shively, Donald C. Matz, Jr., James N. Smith, George Gregory King and Scott Billings, 201 N.W. 11th Place, Gainesville, Florida 32605

ARTICLE VII – INCORPORATORS

2018 JUN 26 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The names of the original incorporators, the majority of whom are United States Citizens and all of whom are over the age of 18, are: John M. Lummis, William I. Riker,

ARTICLE VIII – VOTING RIGHTS

1. The holders of the Common Stock shall be entitled to notice of all shareholders meetings in accordance with the Company's bylaws and the holders of the Common Stock shall be entitled to vote on all matters submitted to the shareholders for a vote with each share entitled to one vote per share.
2. The affirmative vote of a majority of the total number of votes entitled to be cast by the holders of Common Stock shall be required for the Company to:
 - (i) Enter into or amend any contract, arrangement or transaction, including the MGA Agreement, other than the reinsurance contracts described in the Reinsurance Participation Agreement, with an affiliate of Tower Hill Holdings, Inc. ("THH");
 - (ii) Incur any indebtedness for borrowed money (including capitalized leases and guarantees other than in the ordinary course of business) or issue any debt or equity securities other than (A) to THH and (B) other indebtedness not to exceed \$1,000,000 in the aggregate outstanding at any one time;
 - (iii) Purchase or permit any subsidiary to purchase a controlling interest in another business entity or a division for consideration in excess of ten percent of its GAAP Book Value at the time;
 - (iv) Directly, or indirectly, including through a subsidiary, sell, license, transfer or otherwise dispose of all or substantially all of its assets or those of its subsidiaries;
 - (v) Contribute capital to any other entity, whether in the form of additional paid-in-capital, through the purchase of additional shares of capital stock, or otherwise; provided, that this shall not prevent investments made in the ordinary course of business;
 - (vi) Participate in any state residual market depopulation or take out or any other block insurance portfolio transfer;
 - (vii) Amend or waive any provision of the Articles of Incorporation or Bylaws;
 - (viii) Cause or effect a dissolution, consolidation, merger or recapitalization of itself; or any of its subsidiaries; or
 - (ix) Declare or pay a dividend or other distribution to its shareholders.

3. Capitalized terms used in the section without definition that are defined in that certain Stock Purchase Agreement dated January 7, 2005, among William J. Shively, RenaissanceRe Ventures, Ltd. And Benfield Investment Holdings Limited shall have the same meaning herein as therein.

IN WITNESS WHEREOF, the undersigned officer of the Company has executed these Articles of Amendment this 22 day of May, 2018.



Scott P. Rowe
Secretary

The date of each amendment(s) adoption: May 22, 2018, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

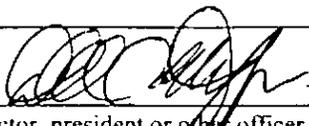
Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval
by _____"
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated June 19, 2018

Signature 

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Donald C. Matz, Jr.

(Typed or printed name of person signing)

President

(Title of person signing)