

511143

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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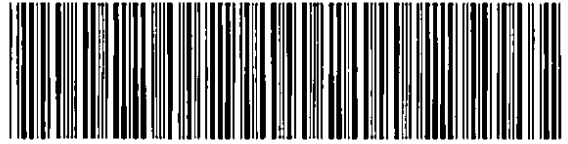
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FL

2019 APR 30 AM 8:48

FILED

04/12/19--01004--007 **43.75

Registered
Art.

5-1-19

DC

2019 APR 11 AM 4:21
TALLAHASSEE, FL

19 APR 11 PM 4:21

RECEIVED



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 19, 2019

ALISON HURLEY
PENNINGTON, P.A.
TALLAHASSEE, FL

SUBJECT: AUTO CLUB SOUTH INSURANCE COMPANY
Ref. Number: S11143

We have received your document and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Your document is being returned as requested.

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.

Darlene Connell
Regulatory Specialist II Supervisor

Letter Number: 619A00007969

RECEIVED
19 APR 30 PM 3:07
JESSICA WENN, CLERK
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ATTN: Darlene Connell

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Auto Club South Insurance Company

DOCUMENT NUMBER: S11143

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

Please return all correspondence concerning this matter to the following:

Shirley Kerns

Name of Contact Person

Pennington, P.A.

Firm/ Company

215 S. Monroe Street, Suite 200

Address

Tallahassee, Florida 32301

City/ State and Zip Code

shirley@penningtonlaw.com

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

For further information concerning this matter, please call:

Alison Hurley

at (850) 222-3533

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

****We previously paid the \$43.75 Filing Fee. See attached correspondence dated April 19, 2019.**

ARTICLES OF INCORPORATION-RESTATED[^]
OF
AUTO CLUB SOUTH INSURANCE COMPANY

These Second Amended and Restated Articles of Incorporation ("Articles") of Auto Club South Insurance Company ("ACSIC") have been adopted in accordance with the requirements of the Insurance Code of the State of Florida and the terms and conditions of ACSIC's Amended Articles of Incorporation. These Articles correctly set forth ACSIC's Articles of Incorporation, as amended, in their entirety, and supersede the First Amended Articles of Incorporation and all prior amendments thereto, if any.

ARTICLE I. Name

The name of the corporation shall be AUTO CLUB SOUTH INSURANCE COMPANY.

ARTICLE II. Principal Office

The principal office and place of business of this corporation in the State of Florida shall be 9125 Henderson Road, Tampa, FL 33634.

ARTICLE III. Purpose

The corporation shall have the power and authority to transact property and casualty insurance as authorized under the laws of the State of Florida, as they now exist or may hereafter be amended, and to exercise any and all other lawful rights, powers, privileges and activities under the laws of the State of Florida or the United States.

ARTICLE IV. Capital Stock

The maximum number of shares of stock that this corporation is authorized to issue is one million (1,000,000) shares of common stock, having a par value of \$1.99 per share. The corporation's surplus to policyholders shall be not less than the amount required under Florida law.

ARTICLE V. Term of Existence

The corporation shall exist perpetually.

ARTICLE VI. Registered Office and Agent

The registered office of this corporation shall be 9125 Henderson Road, Tampa, FL 33634 and the registered agent of this Corporation shall be The Chief Financial Officer of the State of Florida, Department of Financial Services, 200 E. Gaines Street, Tallahassee, FL 32399.

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TALLAHASSEE, FL

ARTICLE VII. Directors

- (a) The corporation shall have five (5) directors, the majority of whom shall be United States citizens, and all of whom shall be over the age of 18. The authorized number of directors may be increased or decreased from time to time by the affirmative vote or written consent of a majority of the directors of the corporation; provided that no decrease in the number of directors shall shorten the term of any incumbent director or reduce the number of directors to less than five (5).
- (b) Directors shall be elected for a term ending upon the date of the next annual meeting of shareholders, but shall hold office until their successors are elected or appointed, and have qualified.
- (c) Any director may be removed from office at any time with or without cause, by the affirmative vote of the holders of a majority of the shares then entitled to vote at an election of directors.

ARTICLE VIII. Shareholder Meeting Quorum

At any meeting of shareholders, the holders of one-third (1/3) in amount of the voting shares of the corporation then outstanding and entitled to vote thereat, present in person or by proxy, shall constitute a quorum for such meeting.

ARTICLE IX. Amendments

These Articles may be amended only by the affirmative vote or written consent of all directors entitled to vote and the affirmative vote or written consent of all shareholders of the corporation entitled to vote.

The date of each amendment(s) adoption: 2/5/19, if other than the date this document was signed.

Effective date if applicable: 2/5/19
(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 2-5-19

Signature [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)

John Bruno
(Typed or printed name of person signing)

EVP, SECRETARY, GENERAL COUNSEL
(Title of person signing)