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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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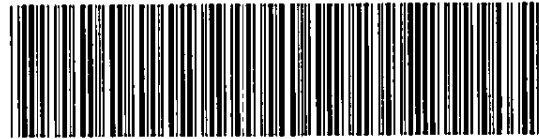
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2025 JAN 31 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Root Florida Insurance Company
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy
☒ \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM:

Jeff Rainey

Name (Printed or typed)

2205 Croydon Dr

Address

Tallahassee, FL 32303

City, State & Zip

850-294-8859

Daytime Telephone number

alex.pierce@root.com

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

NOTE: Please provide the original and one copy of the articles.

APPROVED

JAN 31 2025

Office of Insurance Regulation
by: SR

ARTICLES OF INCORPORATION
OF
ROOT FLORIDA INSURANCE COMPANY

The undersigned incorporators, for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida, particularly Chapter 607 and Chapter 628, Florida Statutes, hereby adopt the following Articles of Incorporation:

FIRST: The name of the Company is Root Florida Insurance Company.

SECOND: The principal office and mailing address of the Company shall be 113^{1/2} Monroe St. Ste 100, Tallahassee, FL 32301, Leon County, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Company shall be kept at its principal office or at such other place as may be permitted by the Florida Insurance Code.

THIRD: The purpose of the Company shall be to transact, directly or by ceding or assuming reinsurance, any one or more of all of the kinds of insurance, other than life insurance, described in and authorized by the Florida Insurance Code as it now exists or may hereafter be amended. The Company shall have the power and authority to exercise any and all rights, powers, and privileges, and shall be subject to any and all duties and obligations, now or hereafter granted to or imposed upon domestic insurance companies formed for the purpose of transacting such insurance by the laws of the State of Florida, and the Company shall have the power and authority to engage in any act or activity which is not unlawful for it under the laws of the State of Florida.

FOURTH: The authorized number of shares of the Company shall be 5,000,000 all of which shall be common shares, each with a par value of \$1.00 per share.

FIFTH: The Company, through itself and/or its affiliates and subsidiary companies, shall have and maintain capital and surplus in the aggregate amount of not less than \$5,000,000 which amount shall include paid-in capital of not less than \$2,500,000 and contributed surplus of not less than \$2,500,000.

SIXTH: A director or officer of the Company shall not be disqualified from his or her office by dealing or contracting with the Company as a vendor, purchaser, employee, agent, or otherwise. No transaction or contract or act of the Company shall be void or voidable or in any way affected or invalidated by reason of the fact that any director or officer, or any firm of which any director or officer is a shareholder, director, manager, member or trustee, or any trust of which any director or officer is a trustee or beneficiary, is in any way interested in such transaction or contract or act. No director or officer shall be accountable or responsible to the Company for or in respect to any transaction or contract or act of the Company or for any gains or profits directly or indirectly realized by him or her by reason of the fact that he or she or any firm of which he or she is a member or any corporation of which he or she is a shareholder.

director, or trustee, or any limited liability company of which he or she is a manager or member, or any trust of which he or she is a trustee or beneficiary, is interested in such transaction or contract or act; provided the fact that such director or officer or such firm or corporation or such limited liability company or such trust is so interested shall have been 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 or act shall have been taken. Any director may be counted in determining the existence of a quorum at any meeting of the board of directors which shall authorize or take action in respect to any such contract or transaction or act, and may vote thereat to authorize, ratify, or approve any such contract or transaction or act, and any officer of the Company may take any action within the scope of his or her authority respecting such contract or transaction or act with like force and effect as if he or she or any firm of which he or she is a member, or any corporation of which he or she is a shareholder, director, or trustee, or any limited liability company of which he or she is a member or manager, or any trust of which he or she is a trustee or beneficiary, were not interested in such contract or transaction or act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a director or officer of the Company has acted in good faith is material, then notwithstanding any statute or rule of law or of equity to the contrary (if any there be), his or her good faith shall be presumed, in the absence of proof to the contrary by clear and convincing evidence.

SEVENTH: No holder of shares of the Company of any class shall be entitled as such² as a matter of right, to subscribe for or purchase shares of any class, now or hereafter authorized³, or to subscribe for or to purchase securities convertible into or exchangeable for shares of the Company, or to which shall be attached or appertain any warrants or rights entitling the holder thereof to subscribe for or purchase shares, except such rights of subscription or purchase if any, for such considerations and upon such terms and conditions as its board of directors from time to time may determine.

EIGHTH: Notwithstanding any provision in any statute of the State of Florida, now or hereafter in force, requiring for the authorization or taking of any action the vote or consent of the holders of shares entitling them to exercise two-thirds or any other proportion of the voting power of the Company or of any class or classes of shares thereof, such action, unless otherwise expressly required by law or these Articles of Incorporation, may be authorized or taken by the vote or consent of the holders of shares entitling them to exercise a majority of the voting power of the Company or of such class or classes of shares thereof.

NINTH: The Company shall have perpetual existence.

TENTH: Pursuant to Sections 48.151(3) and 624.422, Florida Statutes, the registered agent of the Company for service of process is designated by law to be the Chief Financial Officer of the State of Florida. All legal process issued against the Company must be submitted through the State of Florida, Department of Financial Services' secure online portal upon the Chief Financial Officer as the Company's agent for service of process, which is the sole method of service of process upon the Company.

ELEVENTH: The property, business and affairs of the Company shall be managed under the direction of a board consisting of the number of Directors determined in the manner provided by the Bylaws, but which shall consist at any time of not less than five (5) Directors, a majority of whom shall be citizens of the United States. All of the duties and powers of the

Company shall be exercised exclusively by the Board of Directors, or the Company's Officers, agents, contractors or employees. Directors of the Company shall be elected at the annual meeting of the Shareholders in the manner determined by, and subject to the qualifications set forth, in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws. Elections of Directors need not be by written ballot except and to the extent provided in the Bylaws. Each Director shall discharge his or her duties as a Director, including any duties as a member of a Committee: in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interests of the Company. Unless a Director has knowledge concerning a matter in question that makes reliance unwarranted, a Director, in discharging his or her duties, may rely on information, opinions, reports or statements, including financial statements and other data, if prepared or presented by: one or more Officers or employees of the Company whom the Director reasonably believes to be reliable and competent in the matters presented; legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or a Committee of which the Director is not a member if the Director reasonably believes the Committee merits confidence. A Director shall not be liable for any action taken as a Director, or any failure to take action, if he or she performed the duties of the office in compliance with the foregoing standards. The names and addresses of the initial members of the Board of Directors whose initial term of office shall not be for more than one year after the date of incorporation, and who are all citizens of the United States, are as follows:

First Directors:

Name: Alexander Timm	Address: 80 E Rich St. Ste 500 Columbus, OH 43215
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Name: Jonathan Allison	Address: 80 E Rich St. Ste 500 Columbus, OH 43215
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Name: Megan Binkley	Address: 80 E Rich St. Ste 500 Columbus, OH 43215
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Name: Lawrence Hilsheimer	Address: 80 E Rich St. Ste 500 Columbus, OH 43215
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Name: Julie Szudarek	Address: 80 E Rich St. Ste 500 Columbus, OH 43215
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TWELFTH: The names and addresses of the Incorporators of this Company, none of whom is less than 18 years of age, and all United States Citizens are:

Incorporators:

Name: Jodi Emmert Baker	Residence Address: 6045 Kentigern Ct N Dublin, OH 43017
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Name: Jonathan Alexander Allison	Residence Address: 3936 Chevington Rd Columbus, OH 43221
Name: Taylor Mazie Matthews	Residence Address: 1735 Ashland Ave Columbus, OH 43212
Name: Lawrence Allen Hilsheimer	Residence Address: 7278 Lambton Park Rd, New Albany, OH 43054
Name: Joseph Frank Garber	Residence Address: 8012 Golfview Ct. Columbus, OH 43235

1735 Ashland Ave
Columbus, OH 43212
7278 Lambton Park
Rd, New Albany, OH
43054
8012 Golfview Ct.
Columbus, OH 43235

274

Nicole R Bailey

IN WITNESS WHEREOF, the Incorporators have affixed their signatures the day and year set forth below.

Taylor Mazie Matthews
Taylor Mazie Matthews, Incorporator

State of Ohio

County of Franklin

Sworn to (or affirmed) and subscribed before me, by means of ☒ physical presence or ☐ online] notarization, this 27 day of January 2025, by Taylor Mazie Matthews.

Personally Known ☒ OR Produced Identification ☐

Type of Identification Produced _____

Olivia Speico

Notary Public

My commission expires: 04-22-2026

(Seal)



Olivia Speico
Notary Public, State of Ohio
My Commission Expires:
04-22-2026

IN WITNESS WHEREOF, the Incorporators have affixed their signatures the day and year set forth below.

Jodi Emmert Baker
Jodi Emmert Baker, Incorporator

State of OHIO

County of Franklin

Sworn to (or affirmed) and subscribed before me, by means of ✓ physical presence or 1 online 1 notarization, this 27 day of January 2025, by Jodi Emmert Baker.

Personally Known 1 OR Produced Identification
Type of Identification Produced

Olivia Speice
Notary Public


My commission expires: 04-22-2026

(Seal)



Olivia Speice
Notary Public, State of Ohio
My Commission Expires:
04-22-2026

IN WITNESS WHEREOF, the Incorporators have affixed their signatures the day and year set forth below.



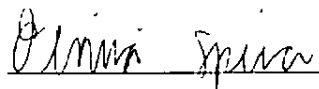
Joseph Frank Garber, Incorporator

State of Ohio

County of Franklin

Sworn to (or affirmed) and subscribed before me, by means of ✓ physical presence or online notarization, this 27 day of JUN 2025, by Joseph Frank Garber.

Personally Known ✓ OR Produced Identification
Type of Identification Produced



Notary Public


My commission expires: 04-22-2026

(Seal)



Olivia Speice
Notary Public, State of Ohio
My Commission Expires:
04-22-2026

IN WITNESS WHEREOF, the Incorporators have affixed their signatures the day and year set forth below.



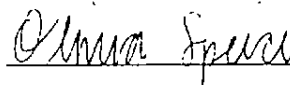
Jonathan Allison, Incorporator

State of Ohio

County of Franklin

Sworn to (or affirmed) and subscribed before me, by means of ✓ physical presence or online notarization, this 27 day of January 2025, by Jonathan Allison.

Personally Known ✓ OR Produced Identification
Type of Identification Produced



Notary Public

My commission expires: 04-22-2026

(Seal)



Olivia Speice
Notary Public, State of Ohio
My Commission Expires:
04-22-2026