

FILED

92 AUG -3 PM 1:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

FLOOD INSURANCE SERVICING COMPANIES ASSOCIATION

OF AMERICA, INC.

1. These Amended and Restated Articles are filed pursuant to Section 617.1007, Florida Statutes.

2. The within restatement contains amendments to the Articles requiring shareholder approval, and were unanimously approved by both the Board of Directors and the Shareholders at a duly constituted meeting for the purpose held on the 30th day of May, 1992.

3. The Articles of Incorporation of this corporation are hereby amended and completely restated as follows:

ARTICLE I

NAME

The name of this corporation shall be Flood Insurance Servicing Companies Association of America, Inc.

ARTICLE II

PURPOSES

This Corporation is organized for the purposes of protecting and enhancing the ability of the flood insurance industry to provide necessary coverages and services to the public through educational seminars, regular Association publications and other planned Association activities by:

- (a) Advising the Congress, The Federal Insurance Administration and The National Flood Insurance Program of the concerns and needs of insurance companies writing flood insurance.
- (b) Establishing a source of factual information for the general public, news media and other interested groups.
- (c) Informing the public, the consumers, The Federal Insurance Administration, The National Flood Insurance Program and the Congress of the beneficial contributions of the insurance industry through news releases, reports,

advertising and speaking engagements, and public relations.

- (d) Keeping member companies informed of attitudes of the public, news media and public officials toward the insurance industry.

ARTICLE III

POWERS

This corporation shall have and shall exercise all powers necessary and convenient to effect the purposes for which it is organized that are permitted pursuant to Florida Statutes, Chapter 617, as amended.

ARTICLE IV

QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION

Section One: The members of this corporation shall consist of the following insurance companies engaged in the business of writing flood insurance under the National Flood Insurance Program:

American Bankers Insurance Company of Florida
Bankers Insurance Company
Bankers and Shippers Insurance Co.
Consolidated International Insurance Group, Inc.
Nationwide Mutual Fire Insurance Company
Redland Insurance Company
Selective Insurance Group
The Seibels Bruce Insurance Companies

and such similar companies as may from time to time be elected to membership by the Board of Directors.

Section Two: Each member shall be represented by a person whom the member shall have delegated the authority to act for said member.

ARTICLE V

TERM OF EXISTENCE

The term for which this corporation is to exist shall be perpetual, unless sooner dissolved pursuant to the provisions of Florida Statutes, Chapter 617, as amended.

ARTICLE VI

NAMES AND ADDRESSES OF SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation are as follows:

David K. Meehan	10051 5th St. North, St. Petersburg, FL 33702
Kathleen M. Batson	10051 5th St. North, St. Petersburg, FL 33702
Cecil F. Garrett	3300 Williston Road, Gainesville, FL 32602

ARTICLE VII

OFFICERS AND DIRECTORS

Section One: The affairs of this corporation shall be managed by a governing board called the Board of Directors who shall be elected at the regular annual meeting of the corporation. The number of directors of the Board of Directors may be increased or diminished from time to time in accordance with the By-Laws, but shall never be less than five nor more than eleven but shall always be an odd number. Vacancies in the Board of Directors may be filled until the next annual meeting in such manner as shall be provided by the By-Laws.

Section Two: The officers of the corporation shall be members of the Board of Directors elected by the Board of Directors. There shall be a President, a Vice President, a Secretary and a Treasurer.

Section Three: The officers and members of the Board of Directors shall perform such duties, hold office for such terms and take office at such time as shall be provided in the By-Laws of the corporation.

ARTICLE IX

NAMES AND ADDRESSES OF OFFICERS

The names of the officers who are to serve until the first appointment next following the filing of these Articles of Incorporation pursuant to Florida Statutes, Chapter 617, as amended, are as follows:

David K. Meehan,	Chairman/ Bankers Insurance Company
	President 10051 5th St. North
	St. Petersburg, FL 33702

John Boyne,	V. Pres.	Nationwide Mutual Fire Insurance Company One Nationwide Plaza 29th Floor Columbus, OH 43216
John Carrasco,	V. Pres.	Selective Insurance Group 40 Wantage Avenue Branchville, NJ 07890
Kathleen M. Batson,	Secretary	Bankers Insurance Company 10051 5th St. North St. Petersburg, FL 33702
Larry Palmer,	Treasurer	Redland Insurance Company 525 W. Broadway Council Bluffs, Iowa 51503

ARTICLE X

NAMES AND ADDRESSES OF DIRECTORS

The first Board of Directors who shall serve until the election at the regular meeting next following the filing of these Articles of Incorporation pursuant to Florida Statutes, Chapter 617, as amended, are as follows:

David K. Meehan	Bankers Insurance Company 10051 5th St. North St. Petersburg, Florida 33702
John Boyne	Nationwide Mutual Fire Insurance Company One Nationwide Plaza, 29th Floor Columbus, OH 43216
John Carrasco	Selective Insurance Group 40 Wantage Avenue Branchville, NJ 07890
Kathleen M. Batson	Bankers Insurance Company 10051 5th St. North St. Petersburg, Florida 33702
Larry Palmer	Redland Insurance Company 525 W. Broadway Council Bluffs, Iowa 51503

Violetta Whiting American Bankers Insurance Company of
Florida
11222 Quail Roost Drive
Miami, FL 33157

Barbara Solomon Papa Bankers and Shippers Insurance Co.
3060 S. Church Street
Burlington, N.C. 27215

Joan Wilson Consolidated International Insurance
Group, Inc.
6200 Savoy Drive, Suite 1100
Houston, TX 77036

David Leadbitter The Seibels Bruce Insurance Companies
1501 Lady Street
Columbia, S.C. 29201

ARTICLE XI

BY-LAWS

Section One: The By-Laws of this corporation may be made, altered, or rescinded from time to time in whole or in part at a meeting especially called for such purpose by a majority vote of recognized ballots and votes of members present. Ballots shall be sent to members by certified mail at least 20 days prior to the special meeting date and received by certified mail by the Secretary from members at least 3 days prior to the special meeting date in order to be recognized as properly cast ballots. A majority of the members present, together with said mailed ballots, shall constitute a quorum of the membership.

Section Two:

(a) The By-Laws shall prescribe that a member shall not have any vested right, interest or privileges of, in or to the assets, functions, affairs or franchises of the corporation, or any right, interest or privilege which may be transferable or inheritable, or which shall continue if his membership ceases, or while he is not in good standing.

(b) The By-Laws shall delegate to its Board of Directors the power of fixing initiation fees, dues and assessing fines in such sums as may be fixed or limited as occasions determined, by said By-Laws. The amount so fixed shall become on and after notice; an indebtedness to the corporation collectable by due course of law. The failure to pay any dues or fines assessed shall render the member liable to expulsion.

ARTICLE XII

AMENDMENT OF ARTICLES OF INCORPORATION

These Articles may be amended by a two-thirds vote of the members, present and voting, at any regular or called meeting of the corporation; provided, however, that these Articles of Incorporation shall not be amended unless written notice first is given of the proposed amendment to each member of the corporation not less than fifteen days prior to the regular or called meeting of the corporation. Such notice shall be mailed by certified mail to the members.

IN WITNESS WHEREOF, these amended and Restated Articles of Incorporation have been executed this 9th day of July, 1992.

ATTEST: Kathleen M. Batson
Kathleen M. Batson
Secretary

BY: David K. Meehan
David K. Meehan
President

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 9th day of July, 1992 by David K. Meehan and Kathleen M. Batson, as President and Secretary, respectively, of FLOOD INSURANCE SERVICING COMPANIES ASSOCIATION OF AMERICA, INC., who are personally known to me to be the individuals described herein (or who have produced identification) who did (did not) take an oath and acknowledged that said instrument is the act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the said County and State as of the day and year first above set forth.



Nancy C. Haire
Notary Public

My Commission Expires:

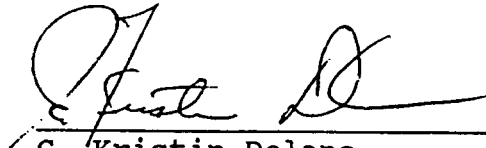
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That Flood Insurance Servicing Companies Association of America, desiring to organize under the laws of the State of Florida with its principal place of business in Pinellas County, Florida, has named G. Kristin Delano, located at 10051 5th Street North, St. Petersburg, Florida, 33702, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



G. Kristin Delano
Registered Agent

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of FLOOD INSURANCE SERVICING COMPANIES ASSOCIATION OF AMERICA, INC., a corporation organized under the Laws of the State of Florida, filed on May 11, 1992, as shown by the records of this office.

The document number of this corporation is N48823.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
11th day of May, 1992.



CR2EO22 (2-91)

Jim Smith
Secretary of State