

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM501806

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Heritage Insurance Holdings, LLC		05/22/2014	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Heritage Insurance Holdings, Inc.		
<b>Street Address:</b>	3600 McCormick Drive		
<b>Internal Address:</b>	Suite 300		
<b>City:</b>	Clearwater		
<b>State/Country:</b>	FLORIDA		
<b>Postal Code:</b>	33759		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5086892	H	
<b>Registration Number:</b>	4421493	HERITAGE INSURANCE	
<b>Registration Number:</b>	4421489	H HERITAGE INSURANCE PILLARS OF STRENGTH	
<b>Registration Number:</b>	4425187	PLATINUM PREFERRED H	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Email:</b>	stokesb@gtlaw.com		
<b>Correspondent Name:</b>	Bethany Stokes		
<b>Address Line 1:</b>	Greenberg Traurig, LLP		
<b>Address Line 2:</b>	One International Place, Suite 2000		
<b>Address Line 4:</b>	Boston, MASSACHUSETTS 02110		
<b>NAME OF SUBMITTER:</b>	Bethany A. Stokes		
<b>SIGNATURE:</b>	/Bethany A. Stokes/		
<b>DATE SIGNED:</b>	12/12/2018		
<b>Total Attachments: 15</b>			
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# Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "HERITAGE INSURANCE HOLDINGS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE THIRTIETH DAY OF DECEMBER, A.D. 2013, AT 10:35 O`CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013, AT 9:21 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2014 AT 12:01 O`CLOCK A.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "HERITAGE INSURANCE HOLDINGS, LLC" TO "HERITAGE INSURANCE HOLDINGS, INC.", FILED THE TWENTY-SECOND DAY OF MAY, A.D. 2014, AT 2:24 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

5433362 8100H  
SR# 20187767137

Authentication: 203950287  
Date: 11-21-18

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 006499 FRAME: 0301

# Delaware

The First State

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*CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SECOND DAY OF  
MAY, A.D. 2014, AT 2:24 O`CLOCK P.M.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID  
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE  
AFORESAID CORPORATION, "HERITAGE INSURANCE HOLDINGS, INC.".*



  
Jeffrey W. Bullock, Secretary of State

5433362 8100H  
SR# 20187767137

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 203950287  
Date: 11-21-18

**TRADEMARK**  
**REEL: 006499 FRAME: 0302**

STATE of DELAWARE  
LIMITED LIABILITY COMPANY  
CERTIFICATE of FORMATION of  
HERITAGE INSURANCE HOLDINGS, LLC

The undersigned, for the purpose of forming a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.) hereby certifies as follows:

- FIRST. The name of the limited liability company hereby formed is "Heritage Insurance Holdings, LLC".
- SECOND. The address of the registered office of the limited liability company in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801. The name of the registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned, an authorized person of the limited liability company, has executed this Certificate of Formation as of December 30, 2013.

By:



Bruce Lucas, Authorized Person

**CERTIFICATE OF MERGER  
MERCING  
HERITAGE INSURANCE HOLDINGS, LLC  
WITH AND INTO  
HERITAGE INSURANCE HOLDINGS, LLC**

The undersigned, pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, hereby certifies to the following facts:

FIRST: The name of the surviving limited liability company is Heritage Insurance Holdings, LLC, a Delaware limited liability company (the "Surviving Company");

SECOND: The name of the corporation being merged with and into the Surviving Company is Heritage Insurance Holdings, LLC, a Florida limited liability company (the "Terminating Company");

THIRD: The Agreement and Plan of Merger dated as of January 1, 2014 (the "Merger Agreement") by and between the Surviving Company and the Terminating Company, has been approved, adopted, certified, executed and acknowledged by each of the constituent companies;

FOURTH: The name of the surviving limited liability company shall be "Heritage Insurance Holdings, LLC";

FIFTH: The merger shall be effective as of 12:01 A.M. Eastern Standard Time on the 1st day of January, 2014.


SIXTH: The Merger Agreement is on file at the principal place of business of the Surviving Company located at 700 Central Ave., Suite 550, St. Petersburg, Florida 33701; and

SEVENTH: A copy of the Merger Agreement shall be furnished by the Surviving Company, on request and without cost, to any member of any constituent company to the merger.

[signature page follows]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Merger this 30th day of December, 2013.

Heritage Insurance Holdings, LLC

By: 

Name: Bruce Lucas

Title: President, Secretary and Treasurer

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A LIMITED LIABILITY COMPANY TO A  
CORPORATION PURSUANT TO SECTION 265 OF  
THE DELAWARE GENERAL CORPORATION LAW

1. The jurisdiction where the limited liability company first formed is Delaware.
2. The jurisdiction immediately prior to filing this Certificate is Delaware.
3. The date the limited liability company first formed is December 30, 2013.
4. The name of the limited liability company immediately prior to filing this Certificate is Heritage Insurance Holdings, LLC.
5. The name of the Corporation as set forth in the Certificate of Incorporation is Heritage Insurance Holdings, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting limited liability company have executed this Certificate on the 22nd day of May, A.D. 2014.

By: /s/ Bruce Lucas  
Name: Bruce Lucas  
Title: Chairman & Chief Executive Officer



**CERTIFICATE OF INCORPORATION  
OF  
HERITAGE INSURANCE HOLDINGS, INC.**

I. Heritage Insurance Holdings, LLC was formed as a limited liability company organized under the Limited Liability Company Act of the State of Delaware.

II. The conversion (the "Conversion") of Heritage Insurance Holdings, LLC to Heritage Insurance Holdings, Inc. pursuant to Section 265 of the General Corporation Law of the State of Delaware (the "DGCL") and this Certificate of Incorporation (the "Certificate of Incorporation") were approved and authorized in the manner provided for by the limited liability company operating agreement of Heritage Insurance Holdings, LLC.

Upon the filing of this Certificate of Incorporation and a certificate of conversion with respect to the Conversion with the office of the Secretary of State of the State of Delaware in accordance with Section 265(b) of the DGCL, the Conversion of Heritage Insurance Holdings, LLC to Heritage Insurance Holdings, Inc. shall be effective (the "Effective Time") and the Certificate of Incorporation of Heritage Insurance Holdings, Inc. shall be as follows.

**ARTICLE I  
NAME**

The name of the Corporation is Heritage Insurance Holdings, Inc. (the "Corporation").

**ARTICLE II  
SOLE INCORPORATOR**

The name and mailing address of the sole incorporator is:

<u>Name</u>	<u>Mailing Address</u>
Bruce T. Lucas	2600 McCormick Drive, Suite 300 Clearwater, Florida 33759

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The address of the Corporation's registered office in the State of Delaware is The Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle, Zip Code 19801. The name of its registered agent at such address is The Corporation Trust Company. The registered office and/or registered agent of the Corporation may be changed from time to time by action of the board of directors.

**ARTICLE IV  
PURPOSE**

The purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the DGCL.

**ARTICLE V  
CAPITAL STOCK**

SECTION 1. The aggregate number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Fifty Five Million (55,000,000) shares, consisting of Five Million (5,000,000) shares of preferred stock, par value \$0.0001 per share (the "Preferred Stock"), and Fifty Million (50,000,000) shares of common stock, par value \$0.0001 per share (the "Common Stock").

SECTION 2. The preferences, limitations, designations and relative rights of the shares of each class and the qualifications, limitations or restrictions thereof shall be as follows:

A. Exchange of Existing Common Units and Warrants.

1. Common Units. Upon the Effective Time, each of Heritage Insurance Holdings, LLC's common units heretofore authorized, issued and outstanding shall be exchanged for one (1) share of Common Stock. Each certificate representing Heritage Insurance Holdings, LLC's common units outstanding immediately prior to the Effective Time shall represent from and after the Effective Time only the number of shares of Common Stock equal to the number of units shown on the face of such certificate, and such shares of Common Stock shall have the rights specified herein.

2. Warrants. Upon the Effective Time, each warrant to purchase Heritage Insurance Holdings, LLC's common units heretofore authorized, issued and outstanding shall be exchanged for a warrant to purchase shares of Common Stock. Each certificate representing a warrant to purchase Heritage Insurance Holdings, LLC's common units outstanding immediately prior to the Effective Time shall represent from and after the Effective Time the right to purchase the number shares of Common Stock equal to the number of units that the exchanged Heritage Insurance Holdings, LLC warrant provided. The Common Stock issued upon exercise of such warrants shall have the rights specified herein.

B. Preferred Stock.

1. Authorization; Series; Provisions. The Board of Directors of the Corporation is hereby expressly authorized, subject to limitations prescribed by law and the provisions of this Article IV, to provide for the issuance of shares of the Preferred Stock in series, and by filing a certificate pursuant to the DGCL, to establish from time to time the number of shares to be included in each such series and to fix the designations, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof. The Preferred Stock may be issued from time to time in one or more series, the shares of each series to have such powers, designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions

thereof, as are stated and expressed herein or in a resolution or resolutions providing for the issuance of such series, adopted by the Board of Directors.

2. Rank. All shares of Preferred Stock shall rank senior to the Common Stock both as to dividends and upon liquidation.

3. Reacquired Shares. Shares of Preferred Stock which shall be issued and thereafter acquired by the Corporation through purchase, redemption, exchange, conversion or otherwise shall return to the status of authorized but unissued Preferred Stock, undesignated as to series, unless otherwise provided in the resolution or resolutions of the Board of Directors.

C. Common Stock.

Except as shall otherwise be stated herein or as otherwise required by applicable law, all shares of Common Stock shall be identical in all respects and shall entitle the holders thereof to the same rights and privileges, subject to the same qualifications, limitations and restrictions. The Common Stock shall be subject to all of the rights, privileges, preferences and priorities of the Preferred Stock as set forth in the resolution or resolutions providing for the respective series of Preferred Stock.

1. Voting Rights. Except as shall otherwise be stated herein or as otherwise required by applicable law, holders of Common Stock shall be entitled to one vote per share on all matters to be voted on by the holders of Common Stock. Holders of Common Stock are not entitled to cumulative voting rights, and holders of Preferred Stock shall not be entitled to notice of any meeting of stockholders.

2. Dividends. Subject to the rights of each series of the Preferred Stock, dividends, or other distributions in cash, securities or other property of the Corporation may be declared and paid or set apart for payment upon the Common Stock by the Board of Directors from time to time out of any assets or funds of the Corporation legally available for the payment of dividends, and all holders of Common Stock shall be entitled to participate in such dividends ratably on a per share basis.

3. Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock of each series shall have been paid in full the amounts to which they respectively shall be entitled in preference to the Common Stock in accordance with the terms of any outstanding Preferred Stock and applicable law, the remaining net assets and funds of the Corporation shall be distributed pro rata to the holders of the Common Stock and the holders of any Preferred Stock, but only to the extent that the holders of any Preferred Stock shall be entitled to participate in such distributions in accordance with the terms of any outstanding Preferred Stock or applicable law. A consolidation or merger of the Corporation with or into another corporation or corporations or a sale, whether for cash, shares of stock, securities or properties, or any combination thereof, of all or substantially all of the assets of the Corporation shall not be deemed or construed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this paragraph.

4. No Preemptive Rights. No holder of Common Stock of the Corporation shall be entitled, as such, as a matter of right, to subscribe for or purchase any part of any new or additional issue of stock of any class or series whatsoever or of securities convertible into stock of any class whatsoever, whether now or hereafter authorized and whether issued for cash or other consideration, or by way of dividend.

5. Ownership. The Corporation shall be entitled to treat the person in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether or not the Corporation shall have notice thereof, except as expressly provided by applicable law.

## ARTICLE VI EXISTENCE

The Corporation is to have perpetual existence.

## ARTICLE VII BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, and the directors need not be elected by written ballot unless required by the By-laws of the Corporation. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter, amend, change, add to or repeal the By-laws of the Corporation.

## ARTICLE VIII NUMBER, ELECTION AND TERMS OF DIRECTORS

SECTION 1. Number of Directors. Subject to the rights of the holders of any series of Preferred Stock to elect additional directors under specified circumstances, the number of directors of the Corporation shall be fixed in such manner as prescribed in the By-laws of the Corporation, or from time to time by action of a majority of the members of the Board of Directors then in office, but in no event shall such number of directors be less than three nor more than fifteen. Elections of members of the Board of Directors, other than those who may be elected by the holders of any series of Preferred Stock under specified circumstances, shall be held at the annual meeting of stockholders, and each member of the Board of Directors shall hold office until such director's successor is elected and qualified, subject to such director's earlier death, resignation, disqualification or removal.

SECTION 2. Stockholder Nominations and Introduction of Business. Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the Corporation shall be given in the manner provided in the By-laws of the Corporation.

SECTION 3. Newly Created Directorships and Vacancies. Subject to the rights of the holders of any series of Preferred Stock, and unless the Board of Directors otherwise determines, newly created directorships resulting from any increase in the authorized number of directors or

any vacancies in the Board of Directors resulting from death, resignation, disqualification, removal from office or other cause may be filled only by a majority vote of the directors then in office, though less than a quorum, and any director so chosen shall hold office for a term expiring at the succeeding annual meeting of stockholders and until such director's successor shall have been duly elected and qualified. No decrease in the number of authorized directors constituting the entire Board of Directors shall shorten the term of any incumbent director.

SECTION 4. Removal. Subject to the rights of the holders of any series of Preferred Stock, any director, or the entire Board of Directors, may be removed, 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; provided, however, that this Section 4 of Article VII shall apply, in respect of the removal without cause of a director or directors elected by the holders of a class or series of stock pursuant to this Certificate, to the vote of the holders of the outstanding shares of that class or series and not to the vote of the outstanding shares as a whole.

SECTION 5. Rights and Powers. Except to the extent prohibited by law, the Board of Directors shall have the right (which, to the extent exercised, shall be exclusive) to establish the rights, powers, duties, rules and procedures that from time to time shall govern the Board of Directors and each of its members, including, without limitation, the vote required for any action by the Board of Directors, and that from time to time shall affect the directors' power to manage the business and affairs of the Corporation; and no by-law shall be adopted by stockholders which shall impair or impede the implementation of the foregoing.

SECTION 6. By-laws. The Corporation may in its By-laws confer powers upon the Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law.

## **ARTICLE IX BOOKS AND RECORDS**

The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-laws of the Corporation. The Board of Directors shall from time to time decide whether and to what extent and at what times and under what conditions and requirements the accounts and books of the Corporation, or any of them, except the stock book, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any books or documents of the Corporation, except as conferred by the laws of the State of Delaware or as authorized by the Board of Directors.

## **ARTICLE X STOCKHOLDER ACTION**

Meetings of stockholders may be held within or without the State of Delaware as the By-laws of the Corporation may provide. Subject to the rights of the holders of any series of Preferred Stock, for so long as either the Corporation's Common Stock is registered under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or the Corporation is required to file periodic reports with the Securities and Exchange Commission pursuant to Section 15(d) of the Exchange Act with respect to the Corporation's Common Stock,

(A) any action required or permitted to be taken by the stockholders of the Corporation must be effected at an annual or special meeting of stockholders of the Corporation and may not be effected in lieu thereof by any consent in writing by such stockholders unless the action to be effected by written consent of the stockholders and the taking of such action by written consent have been approved in advance by a resolution adopted by the Board of Directors, and (B) special meetings of stockholders of the Corporation may be called only by the Chairman of the Board of Directors, the Chief Executive Officer or the Secretary pursuant to a resolution adopted by a majority of the directors then in office, or by stockholders holding at least a majority of the issued and outstanding voting stock of the Corporation.

## **ARTICLE XI STOCKHOLDER VOTE REQUIRED**

Article VII, Article IX and this Article X of this Certificate and Sections 2, 11 and 13 of Article II, Sections 2, 3, 4 and 5 of Article III, Article V and Article VIII of the By-laws of the Corporation shall not be altered, amended or repealed by, and no provision inconsistent therewith shall be adopted by, the stockholders without the affirmative vote of the holders of at least a majority of the issued and outstanding voting stock of the Corporation entitled to vote generally for the election of directors represented at a meeting of stockholders at which a quorum is present (as provided in the By-laws of the Corporation).

## **ARTICLE XII INDEMNIFICATION**

SECTION 1. Each person who is or was a director or officer of the Corporation shall be indemnified by the Corporation to the fullest extent permitted from time to time by the DGCL as the same exists or may hereafter be amended (but, if permitted by applicable law, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) or any other applicable laws as presently or hereafter in effect. The indemnification rights and protections existing hereunder shall be a contract right and shall be provided to each person who is or was a director or officer of the Corporation at any time this Article XII is or was in effect, regardless of whether or not such person continues to serve in his or her capacity as a director or officer of the Corporation at the time such indemnification rights and protections are sought. The Corporation may, by action of the Board of Directors, provide indemnification to employees and agents (other than a director or officer) of the Corporation, to directors, officers, employees or agents of a subsidiary of the Corporation, and to each person serving as a director, officer, partner, member, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise, at the request of the Corporation, with the same scope and effect as the foregoing indemnification of directors and officers of the Corporation. The Corporation shall be required to indemnify any person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors or is a proceeding to enforce such person's claim to indemnification pursuant to the rights granted by this Certificate or otherwise by the Corporation. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article XII. Any amendment or

repeal of this Article XI shall not adversely affect any right or protection existing hereunder in respect of any act, omission, fact or circumstance occurring prior to such amendment or repeal.

SECTION 2. By action of its Board of Directors, notwithstanding any interest of the directors in the action, the Corporation may purchase and maintain insurance, in such amounts as the Board of Directors deems appropriate, to protect any director, officer, employee and agent of the Corporation, any director, officer, employee or agent of a subsidiary of the Corporation, and any person serving as a director, officer, partner, member, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise (including, without limitation, any employee benefit plan) against any liability asserted against such person or incurred by such person in any such capacity or arising out of the person's status as such (including, without limitation, expenses, judgments, fines and amounts paid in settlement) to the fullest extent permitted by the DGCL as it exists on the date hereof or as it may hereafter be amended, and whether or not the Corporation would have the power or would be required to indemnify any such person under the terms of any agreement or by-law or the DGCL. For purposes of this Article XI, "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan.

SECTION 3. If this Article XI or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each person entitled to indemnification under the first paragraph of this Article XI as to all expense, liability and loss (including attorneys' fees and related disbursements, judgments, fines, ERISA excise taxes and penalties, penalties and amounts paid or to be paid in settlement) actually and reasonably incurred or suffered by such person and for which indemnification is available to such person pursuant to this Article XI to the fullest extent permitted by any applicable portion of this Article XI that shall not have been invalidated and to the fullest extent permitted by applicable law.

SECTION 4. Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director, officer or employee of the Corporation existing at the time of such repeal or modification.

### **ARTICLE XIII DIRECTOR LIABILITY**

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) under Section 174 of the DGCL or (4) for any transaction from which the director derived an improper personal benefit. Any amendment or repeal of this Article XII shall not adversely affect any right or protection of a director of the Corporation existing hereunder in respect of any act, omission, fact or circumstance occurring prior to such amendment or repeal.

If the DGCL shall be amended to authorize corporate action further eliminating or limiting the liability of directors, then a director of the Corporation, in addition to the circumstances in which he is not liable immediately prior to such amendment, shall be free of liability to the fullest extent permitted by the DGCL, as so amended.

**ARTICLE XIV  
BUSINESS COMBINATIONS**

The Corporation expressly elects not to be governed by Section 203 of the DGCL.

**ARTICLE XV  
AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate in effect from time to time in the manner now or hereafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.

[signature page follows]



IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed on this 22<sup>nd</sup> day of May, 2014

HERITAGE INSURANCE HOLDINGS, INC.

By: /s/ Bruce Lucas  
Name: Bruce Lucas  
Title: Sole Incorporator