FILED

AUG 18 2025

INSURANCE REGULATION

OFFICE OF INSURANCE REGULATION

MICHAEL YAWORSKY
COMMISSIONER

Index: OIR 2025-140
CASE NO.: 401730-25-CO

IN THE MATTER OF:

ORANGE INSURANCE EXCHANGE
_____/

CONSENT ORDER

THIS CAUSE came for consideration upon review of the corporate governance practices of ORANGE INSURANCE EXCHANGE ("ORANGE") by the FLORIDA OFFICE OF INSURANCE REGULATION ("the OFFICE"). After a complete review of the entire record, and upon consideration thereof, and otherwise being fully advised in the premises, the OFFICE hereby finds as follows:

1. The OFFICE has jurisdiction over the parties and subject matter of this action.

2. ORANGE is a domestic property and casualty reciprocal insurer authorized to transact insurance business in the State of Florida through a Certificate of Authority issued on October 6, 2023, to ORANGE INSURANCE MANAGERS, LLC ("ATTORNEY-IN-FACT"), in the name of ORANGE INSURANCE EXCHANGE by the OFFICE, pursuant to the Florida Insurance Code and the terms of Consent Order 314873-23-CO ("ORANGE's Licensing Consent Order").

3. ORANGE and ATTORNEY-IN-FACT have violated two provisions of ORANGE's Licensing Consent Order.

FINDING I

Neither ORANGE nor ATTORNEY-IN-FACT Obtained the OFFICE's Prior Approval for Patrick Barton's Appointment

4. Paragraph 15.ee of ORANGE's Licensing Consent Order states:

> For the first 3 years following APPLICANT's receipt of a Certificate of Authority, any change in the officers and directors of ATTORNEY-IN-FACT shall be subject to the prior written approval of the OFFICE.

5. ORANGE's 2024 Annual Financial Statement, as of December 31, 2024, listed Patrick Barton as the Chief Financial Officer ("CFO").

6. Paragraph 15.ee of ORANGE's Licensing Consent Order requires the OFFICE's prior written approval for any CFO appointment by ATTORNEY-IN-FACT.

7. Neither ORANGE nor ATTORNEY-IN-FACT obtained the OFFICE's prior written approval for Mr. Barton's appointment to serve as ATTORNEY-IN-FACT's CFO.

8. The OFFICE finds that ATTORNEY-IN-FACT violated Paragraph 15.ee of ORANGE'S Licensing Consent Order because it failed to obtain the OFFICE's prior written approval before its appointment of Mr. Barton as ATTORNEY-IN-FACT's CFO.

FINDING II

Neither ORANGE nor ATTORNEY-IN-FACT Obtained the OFFICE's Prior Approval for Marcus Havens' Appointment

9. ORANGE's 2024 First Quarter Financial Statement, as of March 31, 2024, listed Marcus Havens as a Director of the Board of ATTORNEY-IN-FACT.

10. Paragraph 15.ee of ORANGE's Licensing Consent Order requires the OFFICE's prior written approval for any Director appointment by ATTORNEY-IN-FACT.

11. Neither ORANGE nor ATTORNEY-IN-FACT obtained the OFFICE's prior written approval for Mr. Havens' appointment to serve as a Director of the Board of ATTORNEY-IN-FACT.

12. The OFFICE finds that ATTORNEY-IN-FACT violated Paragraph 15.ee of ORANGE's Licensing Consent Order because it failed to obtain the OFFICE's prior written approval before its appointment of Mr. Havens as a Director of the Board of ATTORNEY-IN-FACT.

CONCLUSION

13. As a result of Findings I and II, ATTORNEY-IN-FACT shall, within thirty days after the execution of this Consent Order, pay an administrative fine to the OFFICE of $40,000 U.S. Dollars ("USD") and administrative costs of $5,000 USD. ATTORNEY-IN-FACT shall not issue payment until this Consent Order's execution. ATTORNEY-IN-FACT shall not fund payment or obtain reimbursement for the above-mentioned administrative fine and costs from ORANGE. ATTORNEY-IN-FACT's payment shall be funded solely through ATTORNEY-IN-FACT's assets. ATTORNEY-IN-FACT shall send $45,000 USD in accordance with the invoice instructions attached hereto as Exhibit A.

14. Any prior Orders or Consent Orders that ORANGE and ATTORNEY-IN-FACT have entered into with the OFFICE prior to the issuance of this Consent Order shall remain in full force and effect for ORANGE and ATTORNEY-IN-FACT, except where provisions of such Orders or Consent Orders have expired; have been superseded by subsequent Orders or Consent Orders; or are inconsistent with this Consent Order.

15. Any deadlines, reporting requirements, other provisions, or requirements set forth in this Consent Order may be altered or terminated by written approval of the OFFICE. Such approval must be requested in writing prior to any proposed deviation from the terms of this Consent Order.

16. ORANGE and ATTORNEY-IN-FACT expressly waive their rights to a hearing in this matter, the making of findings of fact and conclusions of law by the OFFICE, and all further

and other proceedings herein to which they may be entitled by law or rules of the OFFICE. ORANGE and ATTORNEY-IN-FACT hereby knowingly and voluntarily waive all rights to challenge or contest this Consent Order in any forum now or in the future available to them, including the rights to any administrative proceeding, state or federal court action, or any appeal.

17. ORANGE and ATTORNEY-IN-FACT affirm that all representations are true, and all requirements set forth herein are material to the issuance of this Consent Order.

18. ORANGE and ATTORNEY-IN-FACT agree that, upon execution of this Consent Order, failure to adhere to one or more of the terms and conditions of this Consent Order, or of ORANGE's Licensing Consent Order, shall constitute a willful violation of a lawful order of the OFFICE.

19. ORANGE and ATTORNEY-IN-FACT agree that, upon execution of this Consent Order, failure to adhere to one or more of the terms and conditions contained herein may result in administrative action as the OFFICE deems appropriate in accordance with Florida law including, without further proceedings, in the OFFICE suspending, revoking, or taking other administrative action as it deems appropriate upon TRIDENT's Certificate of Authority in this state in accordance with sections 120.569(2)(n) and 120.60(6), Florida Statutes.

20. Except as otherwise provided in this Consent Order, each party to this action shall bear its own costs and fees.

[REMAINDER OF PAGE LEFT BLANK INTENTIONALLY]

21. The parties agree that this Consent Order shall be deemed to be executed when the OFFICE has signed a copy of this Consent Order bearing the notarized signatures of the authorized representatives of ORANGE and ATTORNEY-IN-FACT.

WHEREFORE, the agreement between ORANGE INSURANCE MANAGERS, LLC, ORANGE INSURANCE EXCHANGE, and the FLORIDA OFFICE OF INSURANCE REGULATION, the terms and conditions of which are set forth above, is APPROVED.

DONE and ORDERED this 18 day of August, 2025.

OFFICE OF INSURANCE REGULATION STATE OF FLORIDA

Michael Yaworsky, Commissioner
Office of Insurance Regulation

By execution hereof, ORANGE INSURANCE EXCHANGE consents to entry of this Consent Order, agrees without reservation to all the above terms and conditions, and shall be bound by all provisions herein. The undersigned represents that they have the authority to bind ORANGE INSURANCE EXCHANGE to the terms and conditions of this Consent Order.

ORANGE INSURANCE EXCHANGE

By: _____

[Corporate Seal]

Print Name: Donald C. Mate, JR

Title: CEO

Date: 8-5-2025

STATE OF Florida

COUNTY OF Alachua

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 5th day of Aug., 2025, by Donald C. Mate Jr. (name of person) as CEO (type of authority; e.g., officer, trustee, attorney in fact) for Orange Insurance Exchange. (company name)

_____
(Signature of the Notary)

Jason Hardy
(Print, Type or Stamp Commissioned Name of Notary)

Personally Known X OR Produced Identification _____

Type of Identification Produced ID

My Commission Expires 9/28/2025

JASON S. HARDY
MY COMMISSION # HH 180239
EXPIRES: September 28, 2025
Bonded Thru Notary Public Underwriters

By execution hereof, ORANGE INSURANCE MANAGERS, LLC consents to entry of this Consent Order, agrees without reservation to all the above terms and conditions, and shall be bound by all provisions herein. The undersigned represents that they have the authority to bind ORANGE INSURANCE MANAGERS, LLC to the terms and conditions of this Consent Order.

ORANGE INSURANCE MANAGERS, LLC

By: _____

[Corporate Seal]

Print Name: DONALD C. MATZ, JR

Title: CEO

Date: 8-5-2025

STATE OF Florida

COUNTY OF Alachua

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 5th day of Aug. 2025, by Donald C. Matz Jr. (name of person) as CEO (type of authority; e.g., officer, trustee, attorney in fact) for Orange Insurance Managers, LLC. (company name)

_____
(Signature of the Notary)

Jason Hardy
(Print, Type or Stamp Commissioned Name of Notary)

Personally Known X OR Produced Identification _____

Type of Identification Produced ID

My Commission Expires 9/28/2025

JASON S. HARDY
MY COMMISSION # HH 180239
EXPIRES: September 28, 2025
Bonded Thru Notary Public Underwriters

COPIES FURNISHED TO:

DONALD C. MATZ, JR., CHIEF EXECUTIVE OFFICER
Orange Insurance Managers, LLC
301 NW. 138th Terrace
Newberry, FL 32669
Telephone: (352) 682-9021
Email: dmatz@orangeinsure.com

WILLIAM ANDERSON, ESQUIRE
Meenan, P.A.
300 South Duval Street, Suite 410
Tallahassee, Florida 32301
Telephone: (850) 425-4000
Email: william@meenanlawfirm.com

JANE NELSON, DIRECTOR
Property & Casualty Financial Oversight
Florida Office of Insurance Regulation
200 East Gaines Street
Tallahassee, Florida 32399
Email: jane.nelson@floir.com

STEPHANIE ROMAN CABAN, ASSISTANT GENERAL COUNSEL
Florida Office of Insurance Regulation
200 East Gaines Street
Tallahassee, FL 32399
Telephone: (850) 413-4292
Email: stephanie.romancaban@floir.com

Exhibit A

FLORIDA OFFICE OF
Insurance
Regulation

MICHAEL YAWORSKY
COMMISSIONER

INVOICE

ORANGE INSURANCE EXCHANGE
301 NW. 138TH TERRACE
NEWBERRY, FL 32669

INVOICE DATE: July 30, 2025

INVOICE #: OIR 25-040667

P&C Financial Oversight/ Requested by Carson Gaines/ Matter Number 401730-25

Description	Units	Rate	Price
1105J: FINE	1.00	$40,000.00	$40,000.00
1249J: ADMINISTRATIVE COSTS	1.00	$5,000.00	$5,000.00

TOTAL: **$45,000.00**

PAYMENT DUE UPON RECEIPT: **$45,000.00**

Pay by Wire (ACH) Instructions:

1. Do not alter the amount due
2. Remember to include the OIR invoice number in the body of the wire payment
3. Include company name

Bank: WELLS FARGO, N.A.
1 INDEPENDENT DRIVE, JACKSONVILLE, FL 32202

Account Title: STATE OF FLORIDA DEPARTMENT OF FINANCIAL SERVICES DFS – **OFFICE OF INSURANCE REGULATION** – LOCATION 4300430

Account Number: 4834783854

ACH and Incoming Wire and ABA/Routing Number: 121000248

Pay by Check Instructions:

1. Do not alter the amount due
2. Make check payable to the Florida Office of Insurance Regulation
3. Include a copy of this invoice to ensure your payment is applied correctly

Mail check and a copy of this invoice to:
Florida Department of Financial Services
Revenue Processing Section
P.O. Box 6100
Tallahassee, FL 32314-6100

Please contact Lisa Stinson at (850) 413-2458 or Lisa.Stinson@floir.com if you have any questions regarding your invoice.