

**FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00**

**FILED**  
**May 01 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # 814785 (2)**  
 1. Corporation Name  
**COTTON STATES LIFE INSURANCE COMPANY**

Principal Place of Business <b>244 PERIMETER CENTER PARKWAY, N.E.                  P.O. BOX 105303                  ATLANTA GEORGIA 30348</b>	Mailing Address <b>244 PERIMETER CENTER PARKWAY, N.E.                  P.O. BOX 105303                  ATLANTA GEORGIA 30348</b>
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DO NOT WRITE IN THIS SPACE

<b>2.</b> Principal Place of Business	<b>2a.</b> Mailing Address
<b>21</b> Suite, Apt. #, etc	<b>26</b> Suite, Apt. #, etc
<b>22</b> City & State	<b>27</b> City & State
<b>23</b> Zip	<b>28</b> Zip
<b>24</b> Country	<b>29</b> Country
<b>25</b>	<b>30</b>

<b>3.</b> Date Incorporated or Qualified <b>10/08/1960</b>	
<b>4.</b> FEI Number <b>58-0830829</b>	Applied For <input type="checkbox"/> Not Applicable
<b>5.</b> Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
<b>6.</b> Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
<b>8.</b> This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

**9. Name and Address of Current Registered Agent**

**INSURANCE COMMISSIONER OF FLORIDA,  
 CAPITOL BUILDING,  
 TALLAHASSEE FL 32304**

**10. Name and Address of New Registered Agent**

<b>B1</b> Name
<b>B2</b> Street Address (P.O. Box Number is Not Acceptable)
<b>B3</b>
<b>B4</b> City
<b>B5</b> Zip Code

**11.** Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

**12. OFFICERS AND DIRECTORS**

TITLE	<b>WV</b>	<input type="checkbox"/> DELETE
NAME	<b>FINCHER, ROBERT L.</b>	
STREET ADDRESS	<b>8395 CLUBLANDS DRIVE</b>	
CITY-ST-ZIP	<b>ALPHARETTA GA</b>	
TITLE	<b>V</b>	<input checked="" type="checkbox"/> DELETE
NAME	<b>HOLCOMBE, L. B</b>	
STREET ADDRESS	<b>5675 GROVE POINT RD</b>	
CITY-ST-ZIP	<b>ALPHARETTA GA</b>	
TITLE	<b>DC</b>	<input type="checkbox"/> DELETE
NAME	<b>GASTON, W W</b>	
STREET ADDRESS	<b>244 PERIMETER CTR PKWY</b>	
CITY-ST-ZIP	<b>ATLANTA, GA 00000</b>	
TITLE	<b>PD</b>	<input type="checkbox"/> DELETE
NAME	<b>HOWARD, JOHN RIDLEY</b>	
STREET ADDRESS	<b>1176 BROOKGATE WAY</b>	
CITY-ST-ZIP	<b>ATLANTA GA</b>	
TITLE	<b>VT</b>	<input type="checkbox"/> DELETE
NAME	<b>MEADER, GARY W.</b>	
STREET ADDRESS	<b>200 WALHALLA COURT</b>	
CITY-ST-ZIP	<b>ATLANTA GA</b>	
TITLE	<b>VS</b>	<input type="checkbox"/> DELETE
NAME	<b>SWINSON, CINDY M.</b>	
STREET ADDRESS	<b>4588 E BROOKHAVEN DR</b>	
CITY-ST-ZIP	<b>ATLANTA GA</b>	

**13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12**

<b>1.1</b> TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
<b>1.2</b> NAME	
<b>1.3</b> STREET ADDRESS	
<b>1.4</b> CITY-ST-ZIP	
<b>2.1</b> TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
<b>2.2</b> NAME	
<b>2.3</b> STREET ADDRESS	
<b>2.4</b> CITY-ST-ZIP	
<b>3.1</b> TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
<b>3.2</b> NAME	
<b>3.3</b> STREET ADDRESS	
<b>3.4</b> CITY-ST-ZIP	
<b>4.1</b> TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
<b>4.2</b> NAME	
<b>4.3</b> STREET ADDRESS	
<b>4.4</b> CITY-ST-ZIP	
<b>5.1</b> TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
<b>5.2</b> NAME	
<b>5.3</b> STREET ADDRESS	
<b>5.4</b> CITY-ST-ZIP	
<b>6.1</b> TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
<b>6.2</b> NAME	
<b>6.3</b> STREET ADDRESS	
<b>6.4</b> CITY-ST-ZIP	

**14.** I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *William I. Bayler* William I. Bayler, V.P. (Controller) 4/7/98 370 201 8827

CP2E034 (10/97)

*Cotton States Insurance  
Principle Officers  
1998*

*Cotton States Insurance Group*

**John Ridley Howard**  
Chairman of the Board, President  
and Chief Executive Officer  
1176 Brookgate Way  
Atlanta, Georgia 30319

**Gary Warrington Meader, CPA**  
Senior Vice President - Chief Financial  
Officer and Treasurer  
200 Walhalla Court  
Atlanta, Georgia 30360

**Robert LeTournou Fincher**  
Senior Vice President - Property and Casualty  
9396 Clublands Drive  
Alpharetta, Georgia 30201

**William J. Barlow, CPA**  
Vice President - Controller  
610 Ridgebrook Point  
Roswell, Georgia 30075

**Wendy M. Chamblee**  
Vice President - Human Resources  
111 Ivy Chase Lane  
Norcross, Georgia 30092

*Cotton States Insurance  
Principle Officers  
1998*

*Cotton States Insurance Group (Continued)*

**Cindy M. Swinson, J.D.**  
Vice President /Secretary - General Counsel  
4588 East Brookhaven Drive  
Atlanta, Georgia 30319

**Jim W. Davis, FLMI**  
Vice President - MIS  
1125 Riverside Road  
Buford, Georgia 30518

**Harry V. Scott, Jr., CPCU**  
Vice President - Marketing  
1793 Johnson Ferry Road  
Atlanta, Georgia 30319

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*Cotton States Life Insurance Company*

**Norma Y. Christopher, FSA, MAAA**  
Vice President - Life Actuary  
3062 Gant Quarters Circle  
Marietta, Georgia 30068

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*Cotton States Life Insurance Company - Subsidiaries*

*CSL Brokerage Services, Inc.*

**R. Donald Henry, CLU**  
Vice President  
2962 Moorings Parkway  
Lithonia, Georgia 30058

*Cotton States Marketing Resources, Inc.*

*Cotton States Insurance  
Principle Officers  
1998*

**R. Donald Henry, CLU**  
Director  
2962 Moorings Parkway  
Lithonia, Georgia 30058

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***Cotton States Mutual and Shield Insurance Companies***

**William Michael Cook**  
Vice President - Underwriting  
1035 Thimblegate Court  
Alpharetta, Georgia 30203

**John W. Cook**  
Vice President - Claims  
6946 Grand View Way  
Suwanee, Georgia 30174