

834432

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

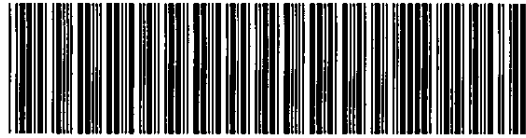
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2015 MAR 31 AM 10:51

cc/CLIS
Amend/changing
jurisdiction
@ 4/3/15

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Southland National Insurance Corporation
Name of Corporation

DOCUMENT NUMBER: 834432

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ann Sapala

Name of Contact Person

Southland National Insurance Corporation

Firm/Company

2200 Jack Warner Pkwy, Suite 150

Address

Tuscaloosa, AL 35401

City/State and Zip Code

asapala@southlandbenefit.com

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

For further information concerning this matter, please call:

Ann Sapala

Name of Contact Person

at (205) 343-1222

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

834432

(Document number of corporation (if known))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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1. Southland National Insurance Corporation

(Name of corporation as it appears on the records of the Department of State)

2. Alabama

(Incorporated under laws of)

3. 1975

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? NA - no name change

5. NA - no name change

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

December 15, 2014

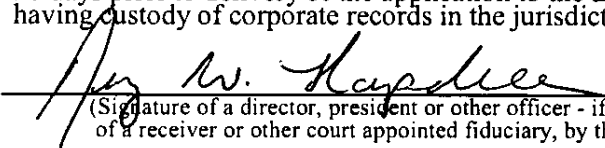
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

North Carolina

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Jeremy W. Ragsdale

(Typed or printed name of person signing)

President

(Title of person signing)

C2014 346 00633

**ARTICLES OF REDOMESTICATION
AND
ARTICLES OF INCORPORATION INCLUDING ARTICLES OF CONVERSION
OF
SOUTHLAND NATIONAL INSURANCE CORPORATION**

Pursuant to Chapters 58 and 55 of the North Carolina General Statutes, pursuant to the Code of Alabama, and with approvals of the Commissioners of Insurance of the States of North Carolina and Alabama, the undersigned does present these Articles of Incorporation Including Articles of Conversion for the purpose of redomesticating Southland National Insurance Corporation (the "Company") from the State of Alabama to the State of North Carolina, and for the purpose of amending the Articles of Incorporation of the Company consistent with such redomestication.

1. These Articles of Incorporation Including Articles of Conversion are submitted pursuant to the order of Wayne Goodwin, Commissioner of the North Carolina Department of Insurance, approving the November 21, 2014 Petition for Redomestication filed on behalf of the Company.
2. The Articles of Incorporation Including Articles of Conversion set forth herein and attached as Exhibit A have been approved by the Company and reflect the Company's redomestication to the State of North Carolina and to further conform such Articles of Incorporation Including Articles of Conversion to the requirements of the laws of the State of North Carolina.
3. It is the purpose of these Articles of Incorporation Including Articles of Conversion that the Company shall be and continue to be possessed of all privileges, franchise, and powers to the same extent as if it had originally incorporated under the laws of the State of North Carolina; and all privileges, franchise and powers belonging to the Company, and all property, real, personal and mixed, and all debts due on whatever account, all certificates of authority, agent appointments, policy forms and rates, outstanding insurance policies, capital structure and all choses in action, shall be and the same hereby are, ratified, approved, and confirmed and assured to the Company with like effect and to all intents and purposes as if it had originally incorporated under the laws of the State of North Carolina.

SOUTHLAND NATIONAL INSURANCE CORPORATION

By: 

Name: Greg Lindberg

Title: Chairman

EXHIBIT A

ARTICLES OF INCORPORATION INCLUDING ARTICLES OF CONVERSION

Pursuant to Sections 55-2-02 and 55-11A-03 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following Articles of Amendment Including Articles of Conversion for the purpose of effectuating its redomestication.

ARTICLE I

The name of the resulting corporation is Southland National Insurance Corporation. The corporation is being formed pursuant to a conversion of foreign business entity.

ARTICLE II

The name of the converting business entity is Southland National Insurance Corporation. The converting business entity is a foreign insurance company, and the organization and internal affairs of the converting business entity are governed by the laws of the state of Alabama. A plan of conversion has been approved by the converting business entity as required by law.

ARTICLE III

The corporation is authorized to issue one class of shares to be designated as Common Stock. The total number of shares the corporation has the authority to issue is 1,250,000 shares, \$6.00 par value].

ARTICLE IV

The street address and county of the initial registered office of the corporation is 3110 Edwards Mill Road, Suite 300, Raleigh, North Carolina 27612 in the County of Wake. The mailing address of the initial registered office is the same as the street address.

The name of the initial registered agent at such address is HLG Agent LLC.

ARTICLE V

The corporation has a principal office and the street address and county of the principal office of the corporation is 2015 Ayrsley Town Boulevard, Suite 202, Charlotte, North Carolina 28273 in the County of Mecklenburg. The mailing address of the principal office of the corporation is the same as the street address.

ARTICLE VI

To the full extent then permitted by the North Carolina Business Corporation Act as it may be amended from time to time, any action which is required or permitted to be taken at a meeting of the shareholders may be taken by written consent without a meeting and without prior notice by shareholders having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all shares entitled to vote thereon were present and voted, except that, in accordance with Section 55-7-04(a1) of the General Statutes of North Carolina, the action of election of directors at the annual meeting may be taken without a meeting only by all the shareholders entitled to vote on such

action. Such signed and dated consent must be filed with the Secretary of the corporation to be kept in the corporate minute book, whether done before or after the action so taken, but in no event later than sixty (60) days after the earliest dated consent delivered in accordance with this section. Delivery made to the Secretary of the corporation shall be by hand or by certified or registered mail, return receipt requested. When corporate action is taken without a meeting by less than unanimous written consent, notice shall be given to those shareholders who have not consented in writing within ten (10) days after such action is taken. A shareholders' consent to action taken without meeting may be in electronic form and delivered by electronic means.

Notwithstanding the provisions of Section 55-7-04(d) of the General Statutes of North Carolina, the corporation is not required to give the shareholders written notice of the proposed action at least ten (10) days before the action is taken in the event that shareholder approval is required for (i) an amendment to the articles of incorporation; (ii) a plan of merger or share exchange; (iii) a plan of conversion; (iv) the sale, lease, exchange, or other disposition of all, or substantially all, of the corporation's property; or (v) a proposal for dissolution, and the approval is to be obtained through action without meeting.

ARTICLE VII

The provisions of Articles 9 and 9A of Chapter 55 of the General Statutes of North Carolina shall not apply to the corporation.

ARTICLE VIII

No director of the corporation shall have personal liability arising out of an action whether by or in the right of the corporation or otherwise for monetary damages for breach of any duty as a director; provided, however, that the foregoing shall not limit or eliminate the personal liability of a director with respect to (i) acts or omissions that such director at the time of such breach knew or believed were clearly in conflict with the best interests of the corporation, (ii) any liability under Section 55-8-33 of the North Carolina General Statutes or any successor provision, (iii) any transaction from which such director derived an improper personal benefit, or (iv) acts or omissions occurring prior to the date of the effectiveness of this Article. As used in this Article, the term "improper personal benefit" does not include a director's reasonable compensation or other reasonable incidental benefit for or on account of his or her services as a director, officer, employee, independent contractor, attorney or consultant of the corporation.

Furthermore, notwithstanding the foregoing provision, in the event that Section 55-2-02 or any other provision of the North Carolina General Statutes is amended or enacted to permit further limitation or elimination of the personal liability of the director, the personal liability of the corporation's directors shall be limited or eliminated to the fullest extent permitted by the applicable law.

This Article shall not affect a provision permitted under the North Carolina General Statutes in the articles of incorporation, bylaws or contract or resolution of the corporation indemnifying or agreeing to indemnify a director against personal liability. Any repeal or modification of this Article shall not adversely affect any limitation hereunder on the personal liability of the director with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE IX

Pursuant to North Carolina General Statute 58-7-60, the corporation adopts North Carolina as its corporate domicile and shall be a continuation of its corporate existence in Alabama, with the original date of incorporation in Alabama as its date of incorporation.

ARTICLE X

The Articles of Conversion were adopted by the sole shareholder on the 21st day of November, 2014 in the manner prescribed by law.

ARTICLE XI

The period of duration of this corporation is perpetual.

ARTICLE XII

The purposes for which this corporation is organized are as follows:

- (1) To transact life insurance and accident and health insurance described in and as authorized by Section 58-7-15(1), (2) and (3a) of the General Statutes of North Carolina as it now exists or hereafter may be amended.

ARTICLE XIII

The paid-in capital of the corporation shall be not less than \$1,000,000 and the paid-in surplus of the corporation shall be not less than \$1,500,000.

ARTICLE XIV

These articles of redomestication and articles of conversion shall be effective at the time of filing.

ARTICLE XV

The name of the incorporator is Greg Lindberg and the address of the incorporator is 2222 Sedwick Road, Durham, NC 27713.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation Including Articles of Conversion on November 21st, 2014.

**SOUTHLAND NATIONAL INSURANCE
CORPORATION**


Name: Greg Lindberg
Title: Chairman

North Carolina
DEPARTMENT OF INSURANCE

Wayne Goodwin | Commissioner of Insurance

FINANCIAL EVALUATION

I, Wayne Goodwin, Commissioner of Insurance in and for the State of North Carolina, do hereby certify that I have examined the attached Articles of Redomestication and Articles of Incorporation of Southland National Insurance Corporation, an Alabama corporation, redomesticating from Alabama to North Carolina and find said Articles of Redomestication and Articles of Incorporation to be in compliance with applicable insurance laws, and do hereby approve and certify them to the Secretary Of State of North Carolina for filing.

In testimony whereof, I have hereunto set my
hand and affixed my official seal at the city of
Raleigh, this the 11th day of December, 2014



Commissioner of Insurance

By: Brenda C. Young
Brenda C. Young
Corporate Records Administrator
Financial Evaluation Division

CC: Devin Solow ✓



ROBERT BENTLEY
GOVERNOR

JIM L. RIDLING
COMMISSIONER

STATE OF ALABAMA
DEPARTMENT OF INSURANCE
201 MONROE STREET, SUITE 502
POST OFFICE BOX 303351
MONTGOMERY, ALABAMA 36130-3351
TELEPHONE: (334) 269-3550
FACSIMILE: (334) 241-4192
INTERNET: www.aldoi.gov

DEPUTY COMMISSIONER
CHARLES M. ANGELL

CHIEF EXAMINER
RICHARD L. FORD

STATE FIRE MARSHAL
EDWARD S. PAULK

GENERAL COUNSEL
REYN NORMAN

COPY

November 12, 2014

Mr. Greg Lindberg, Chairman
Southland National Holdings, LLC
2222 Sedwick Road
Durham, NC 27713

Re: Redomestication of Southland National Insurance Corporation

Dear Mr. Lindberg:

The Department has reviewed the explanations provided in your request to redomesticate Southland National Insurance Corporation to North Carolina and found them to be reasonable. Therefore, your request to redomesticate Southland National Insurance Corporation to North Carolina is granted.

If you should need further assistance or have any questions, please contact the Financial Analyst, Glenda Wilson at glenda.wilson@insurance.alabama.gov or at 334-241-4125.

Sincerely,

A handwritten signature in cursive script, reading "Jim L. Ridling".

Jim L. Ridling
Commissioner

JR/gw

Applicant Name: Southland National Insurance Corporation

NAIC No.: 79057

FEIN: 63-0572745

AFFIDAVIT OF LOST CERTIFICATE OF AUTHORITY

STATE OF North Carolina

COUNTY OF Mecklenburg

BEFORE ME, the undersigned authority, on this day personally appeared

who after being by me duly sworn upon oath deposes and states:

That he/she is the President of
(Position with Company)

Southland National Insurance Corporation
(Name of Company)

Charlotte, North Carolina
(City of domicile) (State of domicile)

and that he/she has custody and control of the minutes and other records of said corporation and that diligent search has been made for the current Certificate of Authority issued to said corporation by the FLDOI
(State Department of Insurance)

This said Certificate of Authority, issued in 1975, can not be located and is considered lost, misplaced or
(Year)
destroyed and it is therefore impossible to surrender said Certificate to the FLDOI. In the event
(State Department of Insurance)
that original Certificate of Authority is located, the company will immediately return the Certificate of Authority to the
FLDOI
(State Department of Insurance)

DATED this the 8 day of January, 20 15

State of North Carolina

County of Mecklenburg

Personally appeared before me the above named Jeremy Ragsdale
personally known to me, who, being duly sworn, deposes and says that he/she executed the above instrument and that the statements and answers contained therein, are true and correct to the best of his/her knowledge and belief.

Subscribed and sworn to before me this 8 day of January, 20 15

(Signature)

(Notary Public)

My commission expires: 04/17/2018

