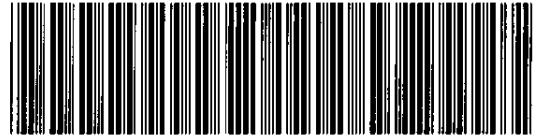


835827



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01/12/11--01018--026 \*\*52.50

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

(Business Entity Name)

(Document Number)

Certified Copies  Certificates of Status

Special Instructions to Filing Officer:

Office Use Only

1-13-11

Amendment  
Domestication  
[Signature]

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
2011 JAN 12 PM 12:54

FILED

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Vinings Insurance Company  
Name of Corporation

**DOCUMENT NUMBER:** 835827

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

June Stracener  
Name of Contact Person

Mitchell Williams Law Firm  
Firm/Company

5414 Pinnacle Point Drive, Suite 500  
Address

Rogers, AR 72758  
City/State and Zip Code

nsayne@bldrs.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

June Stracener at ( 479 ) 464-5668  
Name of Contact Person 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



# Delaware

PAGE 1

## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DOMESTICATION OF "VININGS INSURANCE COMPANY", FILED IN THIS OFFICE THE SEVENTH DAY OF DECEMBER, A.D. 2010, AT 1:13 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF DOMESTICATION IS THE FIFTEENTH DAY OF DECEMBER, A.D. 2010.

4899569 8100D

110010258



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8471418

DATE: 01-04-11

**CERTIFICATE OF DOMESTICATION**

**OF**

**VININGS INSURANCE COMPANY**

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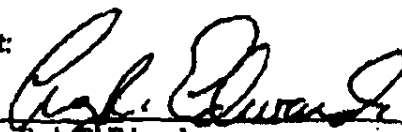
1. The name of the company, as set forth in the attached Certificate of Incorporation, is Vinings Insurance Company (the "Company").
2. The Company was originally incorporated in North Carolina on November 26, 1962. Articles of Domestication and Articles of Incorporation were filed with the South Carolina Secretary of State on May 24, 2004, which changed the name of the Company from "Tyvola Insurance Company" to "Vinings Insurance Company" and redomesticated the Company from North Carolina to South Carolina.
3. The principal place of business of the Company is 1441 Main Street, Suite 1500 Columbia, SC 29202.
4. The Company desires to redomesticate to the State of Delaware as a domiciled Delaware insurance corporation.
5. The proposed transfer of domicile and redomestication has been approved by the State of South Carolina and the State of Delaware.
6. The Company will formalize the redomestication by filing in Delaware this Certificate of Redomestication and the attached Certificate of Incorporation, as amended, with the necessary or appropriate provisions for a Delaware corporation.
7. This Certificate of Domestication will be filed, along with the attached Amended and Restated Certificate of Incorporation, with the South Carolina Insurance Department and the South Carolina Secretary of State's Office after it is approved by the Delaware Division of Corporations.
8. The effective date of this Certificate of Domestication shall be December 15, 2010.

*(Signatures on Next Page)*

Signed December 7, 2010

**VININGS INSURANCE COMPANY**

By:   
Name: Patrick J. Mitchell  
Title: President and Chief Executive Officer

Attest:  
By:   
Name: Craig B. Edwards  
Title: Secretary

# Delaware

PAGE 1

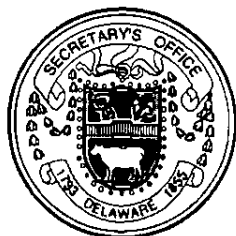
*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "VININGS INSURANCE COMPANY" FILED IN THIS OFFICE ON THE SEVENTH DAY OF DECEMBER, A.D. 2010, AT 1:13 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE FIFTEENTH DAY OF DECEMBER, A.D. 2010.

4899569 8100D

110010258



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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8471418

DATE: 01-04-11

**CERTIFICATE OF INCORPORATION  
OF  
VININGS INSURANCE COMPANY**

---

**ARTICLE ONE**

**Name**

The name of the Company is Vinings Insurance Company (the "Company"). The Company's original state of incorporation is North Carolina. The company's original date of incorporation is November 26, 1962.

On May 24, 2004 the Company redomesticated from North Carolina to South Carolina

**ARTICLE TWO**

**Attached Documents**

Attached hereto are copies of the following:

1. Articles of Restatement filed with the North Carolina Secretary of State on August 20, 2002.
2. Articles of Domestication and Incorporation of Vinings Insurance Company filed with the South Carolina Secretary of State on May 24, 2004.
3. Articles of Amendment filed with the South Carolina Secretary of State on June 10, 2010.

**ARTICLE THREE**

**Registered Office and Agent**

The Company's registered office in the states of Delaware shall be located at 160 Greentree Dr., Suite 101, Dover, Delaware, Kent County, 19904. Its registered agent and such address shall be National Registered Agents, Inc.

**ARTICLE FOUR**

**Incorporator**

The name and address of the incorporator who will execute this Certificate of Incorporation is as follows

Craig R. Edwards  
2410 Paces Ferry Road, Suite 300



Atlanta, Georgia, 30339


**ARTICLE FIVE**  
**Effective Date**

This Certificate of Incorporation is being filed with the Delaware Secretary of State on December 7, 2010 shall become effective on December 15, 2010.

*(Signatures on following page)*

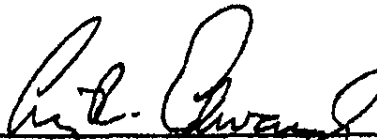
**VININGS INSURANCE COMPANY**

**INCORPORATOR:**

By:   
Name: Craig R. Edwards  
Title: Incorporator

**OFFICERS:**

By:   
Name: Patrick J. Mitchell  
Title: President & Chief Executive Officer

Attest:  
By:   
Name: Craig R. Edwards  
Title: Secretary

**ATTACHMENT 1**



# NORTH CAROLINA

## Department of The Secretary of State

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To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

### ARTICLES OF RESTATEMENT

OF

TYVOLA INSURANCE CO.

the original of which is now on file and a matter of record in this office.



IN WITNESS WHEREOF, I have hereunto  
set my hand and affixed my official seal at the  
City of Raleigh, this 20th day of August, 2002

*Elaine F. Marshall*  
Secretary of State

22 232 9059

SOSID: 0000894  
Date Filed: 8/20/2002 3:51 PM  
Elaine F. Marshall  
North Carolina Secretary of State

State of North Carolina  
Department of the Secretary of State

**ARTICLES OF AMENDMENT AND RESTATEMENT  
FOR BUSINESS CORPORATION**

Pursuant to §55-10-07 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following for the purpose of amending and restating its Articles of Incorporation.

1. The name of the corporation is: Tyvola Insurance Co.
2. The text of the Amended and Restated Articles of Incorporation is attached hereto as Exhibit A.
3. These Amended and Restated Articles of Incorporation contain an amendment requiring shareholder approval, and shareholder approval was obtained as required by Chapter 55 of the North Carolina General Statutes.
4. These Amended and Restated Articles of Incorporation do not contain an amendment providing for an exchange, reclassification and cancellation of issued shares.
5. These articles will be effective upon filing.

This the 6th day of August, 2002.

TYVOLA INSURANCE CO.

By:   
Name: Luther T. Moore  
Title: Secretary

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
TYVOLA INSURANCE CO.

1. The name of the corporation is Tyvola Insurance Co.
2. The corporation shall have the authority to issue shares of one class of \$2.00 per share par value capital stock designated as common stock (the "Common Stock"). The aggregate number of shares of the Common Stock which the corporation shall have authority to issue is 1,000,000. The shares of the Common Stock shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution.
3. The address of the ~~initial~~ registered office of the corporation is 2801 W. Tyvola Road, Charlotte, Mecklenburg County, North Carolina 28217-4500 and the name of the ~~initial~~ registered agent at such address is Luther T. Moore.
4. The purpose for which the corporation is organized is to engage in any lawful act or activity for which corporations may be organized under Chapter 55 of the General Statutes of North Carolina, entitled "North Carolina Business Corporation Act", including, without limitation, any lawful act or activity that stock insurance companies can engage in under Chapter 58 of the General Statutes of North Carolina.
5. To the fullest extent permitted by the North Carolina Business Corporation Act, as the same exists or may hereafter be amended, no person who is serving or has served as a director of the corporation shall be personally liable to the corporation, its shareholders or otherwise for monetary damages for breach of duty as a director. No amendment or repeal of this Article, nor the adoption of any provision to these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal or adoption.



DEPARTMENT OF INSURANCE  
*State of North Carolina*

JIM LONG  
COMMISSIONER OF INSURANCE

P. O. BOX 26607  
RALEIGH, N. C. 27611

COMPANY SERVICES GROUP  
FINANCIAL EVALUATION DIVISION  
(919) 722-6622  
FAX: (919) 718-7220

I, James E. Long, Commissioner of Insurance in and for the State of North Carolina, do hereby certify that I have examined the attached Amended and Restated Articles of Incorporation of Tyvola Insurance Co., a North Carolina corporation, and find the same in conformity with the laws pertaining thereto and do hereby approve the said Articles and certify the same to the Secretary of State of the State of North Carolina.

In testimony whereof, I have hereunto  
set my hand and affixed my official  
seal at the city of Raleigh, this the 20th  
day of August, 2001.



Commissioner of Insurance

By:

*Kathy H. Sykes*  
Kathy H. Sykes  
Administrator  
Corporate Records Unit  
Financial Analysis Section



**ATTACHMENT 2**



CERTIFIED TO BE A TRUE AND CORRECT COPY  
AS TAKEN FROM AND COMPARED WITH THE  
ORIGINAL ON FILE IN THIS OFFICE

MAY 24 2004

  
SECRETARY OF STATE OF SOUTH CAROLINA

ARTICLES OF DOMESTICATION  
OF  
TYVOLA INSURANCE COMPANY  
CONSTITUTING


ARTICLES OF INCORPORATION

OF

VININGS INSURANCE COMPANY

FILED

MAY 24 2004

  
SECRETARY OF STATE 3

Pursuant to SC Code §33-9-100, Tyvola Insurance Company (the "Corporation") redomesticates as a South Carolina corporation and certifies as follows:

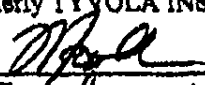
1. The Corporation was incorporated in the State of North Carolina on November 26, 1962.
2. The name of the Corporation immediately before the filing of these Articles of Domestication was: Tyvola Insurance Company. The Corporation's name after the filing of these Articles of Domestication shall be: Vinings Insurance Company.
3. Within five business days after filing these Articles of Domestication, the Corporation shall file Articles of Dissolution or the equivalent in the State of North Carolina.
4. These Articles of Domestication do not contain a provision that would require action by one or more separate voting groups on a proposed amendment pursuant to SC Code §33-10-104.
5. The filing of these Articles of Domestication has been authorized by a majority of the votes cast by all shareholders entitled to vote on the proposal.

Pursuant to SC Code §33-9-100(a)(1), the Corporation includes the following information as part of its Articles of Incorporation:

1. The name of the Corporation is: Vinings Insurance Company.
2. The Corporation is authorized to issue 2,500,000 shares of common stock.
3. The Corporation's initial registered office is: c/o Nexson Pruet, 1441 Main Street, Suite 1500, Columbia, South Carolina, 29201. The Corporation's initial registered agent at such office is: Mark L. Bender.
4. These Articles of Domestication shall be effective upon filing and when effective shall constitute the Corporation's Articles of Incorporation.

EXECUTED: May 21, 2004


VININGS INSURANCE COMPANY  
(formerly TYVOLA INSURANCE COMPANY)

BY:   
TITLE: (President)

I, Craig R. Edwards, do hereby certify that:

1. I am the duly elected and authorized Secretary of Vinings Insurance Company, Inc.; and
2. To the best of my knowledge, information and belief, the attached is a true and correct copy of the *Resolution of the Sole Shareholder of Tyvola Insurance Company* executed on July 18, 2003 by then Assistant Secretary, James G. Leach.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12<sup>th</sup> day of January, 2005.

  
Craig R. Edwards, Secretary

**ATTACHMENT 3**

CERTIFIED TO BE A TRUE AND CORRECT COPY  
AS TAKEN FROM AND COMPARED WITH THE  
ORIGINAL ON FILE IN THIS OFFICE

JUN 10 2010

STATE OF SOUTH CAROLINA  
SECRETARY OF STATE

ARTICLES OF AMENDMENT

Mark Hammond  
SECRETARY OF STATE OF SOUTH CAROLINA

**TYPE OR PRINT CLEARLY IN BLACK INK**

Pursuant Section 33-10-106 of the 1976 South Carolina Code of Laws, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Vinings Insurance Company
2. Date of Incorporation May 24, 2004
3. Agent's Name and Address Albert R. Pierce, Jr., 700 Gervais St. Ste 300, Columbia SC 29201
4. On June 4, 2010 the corporation adopted the following Amendment (s) of its Articles of Incorporation: (Type or attach the complete text of each Amendment)  

See attached

5. The manner, if not set forth in the Amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the Amendment shall be effected, is as follows: (If not applicable, insert "not applicable" or "NA").

The currently issued shares of the sole shareholder will be cancelled and 10,000 shares of common stock shall be authorized, of which 5,000 will be issued and distributed to the sole shareholder.

6. Complete either "a" or "b", whichever is applicable.

- a.  Amendment(s) adopted by shareholder action.  
At the date of adoption of the Amendment, the number of outstanding shares of each voting group entitled to vote separately on the Amendment, and the vote of such shares was:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Number of Undisputed* Shares
BIG	2500000	2500000	2500000	For _____ or _____ Against 2500000

100610-0133 FILED: 06/10/2010  
VININGS INSURANCE COMPANY

Filing Fee: \$110.00 ORIG

Mark Hammond

South Carolina Secretary of State

Vinings Insurance Company

Name of Corporation

\*NOTE: Pursuant to Section 33-10-108(6)(l) of the 1976 South Carolina Code of Laws, as amended, the corporation can alternatively state the total number of disputed shares cast for the amendment by each voting group together with a statement that the number of cast for the amendment by each voting group was sufficient for approval by that voting group.

- b.  The Amendment(s) was duly adopted by the incorporators or board of directors without shareholder approval pursuant to Section 33-6-102(d), 33-10-102 and 33-10-105 of the 1976 South Carolina Code of Laws, as amended, and shareholder action was not required.
7. Unless a delayed date is specified, the effective date of these Articles of Amendment shall be the date of acceptance for filing by the Secretary of State (See Section 33-1-230(b) of 1976 South Carolina Code of Laws, as amended) \_\_\_\_\_

Date June 8, 2010

Vinings Insurance Company

Name of Corporation

  
Signature

Craig R. Edwards, Secretary

Type or Print Name and Office

#### FILING INSTRUCTIONS

- Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed.
- If the space in this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form.
- Filing fees and taxes payable to the Secretary of State at time of filing application.

Filing Fee	\$ 10.00
Filing tax	100.00
Total	\$110.00

Return to: Secretary of State  
P.O. Box 11350  
Columbia, SC 29211

**AMENDMENT OF ARTICLES OF INCORPORATION  
OF  
VININGS INSURANCE COMPANY**

WHEREAS, in its Articles of Incorporation, the Corporation was authorized to issue two million five hundred thousand (2,500,000) shares of common stock. The Corporation desires to reduce the amount of authorized shares of common stock to ten thousand (10,000).

Pursuant Section 33-10-106 of the 1976 South Carolina Code of Laws, as amended, the undersigned corporation amends the following information as part of its Articles of Incorporation:

1. The name of the Corporation is Vnings Insurance Company.
2. The Corporation is authorized to issue 10,000 shares of common stock.
3. The Corporation's registered office is: c/o 700 Gervais St., Ste 300, Columbia, SC 29201. The Corporation's registered agent at such office is Albert R. Pierce, Jr.
4. These Amended Articles of Incorporation shall be effective upon filing.

EXECUTED this 4<sup>th</sup> day of June, 2010.


VININGS INSURANCE COMPANY

By:   
Patrick J. Mitchell, President

I, Craig R. Edwards, do hereby certify that:

1. I am the duly elected and authorized Secretary of Vinings Insurance Company, Inc.; and
2. To the best of my knowledge, information and belief, the attached is a true and correct copy of the Resolution of the Sole Shareholder of Vinings Insurance Company, Inc. executed on June 4, 2010 by its President, Patrick J. Mitchell.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 4th day of June, 2010.

  
Craig R. Edwards, Secretary

UNANIMOUS WRITTEN CONSENT OF THE  
SOLE SHAREHOLDER  
OF  
VININGS INSURANCE COMPANY

The undersigned (the "Shareholder"), being the Sole Shareholder of Vining's Insurance Company, a South Carolina stock company (the "Company"), hereby consents in writing to the adoption of the following resolutions:

WHEREAS, the Shareholder owns all issued and outstanding capital stock of the Company; and

WHEREAS, the Company desires to decrease the number of authorized shares from two million five hundred thousand (2,500,000), to ten thousand (10,000), par value \$500.00; and

IN WITNESS WHEREOF, the undersigned Sole Shareholder of the Company has executed this written consent as of this 4th day of June, 2010.

Builders Insurance Group, Inc.

By:

  
Patrick J. Mitchell  
President and Chief Operating Officer

Attest:

By:

  
Craig Edwards, Secretary