

F00000007042

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INNSBROOK OFFICE:
TELEPHONE: (804) 270-0070
NORFOLK OFFICE:
TELEPHONE: (757) 624-1454

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A PROFESSIONAL CORPORATION
ATTORNEYS AT LAW
ELEVENTH FLOOR, 707 EAST MAIN STREET
RICHMOND, VIRGINIA 23219
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E-MAIL: dryan@leclairryan.com

December 18, 2000

VIA FEDERAL EXPRESS

Michael Colodny, Esq.
Colodny, Fass & Talenfeld, P.A.
2000 W. Commercial Blvd. - Suite 232
Ft. Lauderdale, Florida 33309

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-12/20/00--01022--001
*****87.50 *****87.50

Dear Mike:

As discussed, I am enclosing for filing the "Application by Foreign Corporation for Authorization to Transact Business in Florida" for Preferred National Insurance Company. As exhibits for such filing, I have enclosed a certified copy of the articles of amendment and restatement filed with the State Corporation Commission of Virginia, together with the insurance license issued by the Bureau of Insurance in Virginia. As you can see, the effective date for the redomestication in Virginia is December 11, 2000.

I understand that you will hand deliver these documents to Susan Payne with the Florida Department of State in Tallahassee. Please let us know the effective date of filing in Florida.

If you should have any questions, please do not hesitate to give me a call.

Yours very truly,



Dennis M. Ryan

Enclosures

Cc: Edward Desch
Gail Kimpler

SP
12/20/00

FILED
00 DEC 20 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PREFERRED NATIONAL INSURANCE COMPANY (K35432) REDOMESTICATED TO THE STATE OF VIRGINIA UNDER (F00000007042) - FILED 12/20/00-THE REDOMESTICATION OF A FLORIDA CORPORATION TO A FOREIGN JURISDICTION IS DEEMED A MERGER PURSUANT TO SECTION 607.1107(5), F.S.

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Preferred National Insurance Company
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Edward Desch

(Name of Person)

Preferred National Insurance Company

(Firm/Company)

9201 Forest Hill Avenue, Suite #200

(Address)

Richmond, VA 23235

(City/State and Zip code)

For further information concerning this matter, please call:

Edward Desch

(Name of Person)

at (804) 327-1711

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

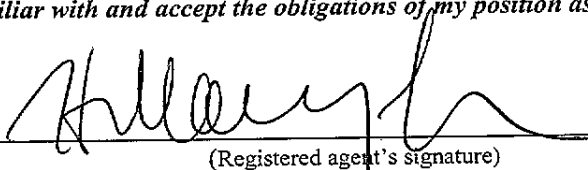
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Preferred National Insurance Company
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Virginia 3. 65-0075940
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 09/29/88 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 03/10/89 (as a Florida Corporation)
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 9201 Forest Hill Avenue, Suite #200 Richmond, VA 23225
(Principal office address)
Same as above
(Current mailing address)
8. Insurance Company
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: CT Corporation Systems
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

FILED
00 DEC 20 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

Hillary A. England
Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: J. Adam Abram

Address: 2801 Slater Road, Suite #110
Morrisville, NC 27560

Vice Chairman: Gregg T. Davis

Address: 2801 Slater Road, Suite #110
Morrisville, NC 27560

Director: John K. Latham

Address: 9201 Forest Hill Avenue, Suite #200
Richmond, VA 23235

Director: John Yediny

Address: 654 Main Street
Rockwood, PA 15557-1098

B. OFFICERS

President: John K. Latham

Address: 9201 Forest Hill Avenue, Suite #200
Richmond, VA 23235

Vice President: Edward Desch

Address: 9201 Forest Hill Avenue, Suite #200
Richmond, VA 23235

Secretary: J. Adam Abram

Address: 2801 Slater Road, Suite #110 Morrisville, NC 27560

Treasurer: Gregg T. Davis

Address: 2801 Slater Road, Suite #110, Morrisville, NC 27560

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Edward Desch
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Edward Desch, Senior Vice President
(Typed or printed name and capacity of person signing application)

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

On December 11, 2000 articles of amendment and restatement were filed in this office by Preferred National Insurance Company.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
December 13, 2000*

Joel H. Peck

Joel H. Peck, Clerk of the Commission

PREFERRED NATIONAL INSURANCE COMPANY
ARTICLES OF AMENDMENT

1. The name of the Corporation is Preferred National Insurance Company (the "Corporation"). The Corporation was originally incorporated as a Florida corporation on September 29, 1988. The Corporation now wishes to become a Virginia corporation.

2. Pursuant to sections 38.2-1000 and 38.2-1019 of the Code of Virginia regarding redomestication of an insurance company, the amendment adopted is to restate the articles of incorporation, a copy of the text of such restated articles of incorporation is attached hereto as Exhibit A.

3. Upon the taking effect of the redomestication of the Corporation to Virginia and the restated articles of incorporation attached hereto as Exhibit A, the Corporation shall be and continue to be possessed of all privileges, franchises and powers to the same extent as if it had been originally incorporated under the laws of the Commonwealth of Virginia; and all privileges, franchises and powers belonging to the Corporation, 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 choices in action, shall be and the same hereby are, ratified, approved, confirmed and assured to the Corporation, with like effect and to all intents and purposes as if it had been originally incorporated under the laws of the Commonwealth of Virginia.

4. On November 30, 2000, the Board of Directors of the Corporation found the restated articles of incorporation and the amendments therein to be in the best interests of the Corporation and directed such amendments be submitted to its stockholders for approval. The holders of all of the outstanding capital stock of the Corporation executed an unanimous written consent to the restated articles of incorporation and the amendments therein, which consent contained a text of the restated articles of incorporation, and such consent was dated November 30, 2000.

4. The effective date of these Articles of Amendment shall be December 11, 2000.

Dated: November 30, 2000

Preferred National Insurance Company

By: _____

Its: _____

EXHIBIT A

**RESTATED ARTICLES OF INCORPORATION
OF
PREFERRED NATIONAL INSURANCE COMPANY**

I.

The name of the corporation is Preferred National Insurance Company.

II.

The purpose of this Corporation is to conduct the business of an insurance company, including without limitation, engaging in every aspect of the property and casualty insurance business that the laws of the Commonwealth of Virginia permits.

III.

The maximum number of shares of common stock that this Corporation is authorized to issue is 5,000,000 shares of common stock having \$1.00 par value per share.

IV.

The registered office shall be located at 707 East Main Street, Eleventh Floor, in the City of Richmond, Virginia 23219, and the registered agent shall be Dennis M. Ryan, who is a resident of Virginia and a member of the Virginia State Bar, and whose business address is the same as the address of the registered office.

V.

1. To the full extent that the Virginia Stock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation (which limitation shall be (i) \$1 or the minimum

amount allowed to be stated by such Act if a specific dollar amount is required to be stated or (ii) the full extent of the limitation set forth in such Act if no specific dollar amount is required to be stated) or elimination of the liability of directors or officers, a Director or officer of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages. Any amendment to or repeal of this Article V shall not adversely affect any right or protection of a Director or officer of the Corporation for or with respect to any acts or omissions of such Director or officer occurring prior to such amendment or repeal.

2. To the full extent permitted and in the manner prescribed by the Virginia Stock Corporation Act and any other applicable law, the Corporation shall indemnify a Director or officer of the Corporation who is or was a party to any such proceeding by reason of the fact that he is or was such a Director or officer or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested Directors, to contract in advance to indemnify any Director or officer.

3. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested Directors, to cause the Corporation to indemnify or contract in advance to indemnify any person not specified in Section 2 of this Article who was or is a party to any proceeding, by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in Section 2.

4. The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a Director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by any such person in any such capacity or arising from his status as such, whether or not the Corporation would have power to indemnify him against such liability under the provisions of this Article.

5. In the event there has been a change in the composition of a majority of the Board of Directors after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to Section 2 of this Article V shall be made by special legal counsel agreed upon by the Board of Directors and the proposed indemnitee. If the Board of Directors and the proposed indemnitee are unable to agree upon such special legal counsel, the Board of Directors and the proposed indemnitee each shall select a nominee, and the nominee shall select such special legal counsel.

6. The provisions of this Article V shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Article shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

7. Reference herein to Directors, officers, employees or agents shall include former Directors, officers, employees and agents and their respective heirs, executors and administrators.

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

December 11, 2000

The State Corporation Commission has found the accompanying articles submitted on behalf of
Preferred National Insurance Company

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT AND RESTATEMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the
Commission, effective December 11, 2000, at 11:14 AM.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, appearing to read "T.V. Morrison". The signature is fluid and cursive, with a large, stylized "M" and a long, sweeping tail.

Commissioner

00-12-13-0501
AMENACPT
CIS0352

Commonwealth of Virginia

STATE CORPORATION COMMISSION

DECEMBER 11, 2000

PREFERRED NATIONAL INSURANCE COMPANY
9201 FOREST HILL AVENUE
SUITE 200
RICHMOND VA 23235-6865

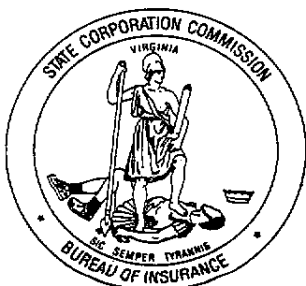
is hereby licensed to transact the business of

FIRE
MISCELLANEOUS PROPERTY
COMMERCIAL MULTIPLE PERIL
INLAND MARINE
LIABILITY OTHER THAN AUTO
AUTOMOBILE LIABILITY
AUTOMOBILE PHYSICAL DAMAGE
GLASS
BURGLARY AND THEFT

in the Commonwealth of Virginia through the thirtieth day of
June next succeeding the date hereof unless this license
shall be sooner revoked or otherwise cancelled.

ID: 34118

This company was originally incorporated as a Florida corporation on September 29, 1988, and has been licensed to transact the business of insurance in the Commonwealth of Virginia since July 26, 1999. Effective December 11, 2000, Preferred National Insurance Company completed a redomestication to the Commonwealth of Virginia pursuant to § 38.2-1019 of the Virginia Insurance Code. The Virginia corporation retains all the rights, titles and interest in the assets of the original corporation, as well as all of its liabilities and obligations.



State Corporation Commission

Bureau of Insurance

By

Alfred W. Smith

Commissioner