

CT CORPORATION NAME

F01000006556

CORPORATION NAME

Vesta Insurance Group, Inc.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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☐ Profit

☐ Amendment

☐ Merger

☐ Nonprofit

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Reinstatement

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ LLC

☐ Name Registration

☐ Change of RA

☐ Fictitious Name

☐ UCC

☒ Certified Copy

☐ Photocopies

☒ CUS

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name

12/26/01

Order#: 5011217

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Amount: \$ _____

660 East Jefferson Street

Tallahassee, FL 32301

Tel. 850 222 1092

Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

**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*

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1. Vesta Insurance Group, Inc.
(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. Delaware 3. 63-1097283
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 7/9/93 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(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. 1819 Main Street, Suite 700, Sarasota, Florida 34236
(Principal office address)
1819 Main Street, Suite 700, Sarasota, Florida 34236
(Current mailing address)
8. Holding company for group of insurance related companies.
(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: C T Corporation System
c/o C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

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.

Joan Bolden
(Registered agent's signature)

Joan Bolden, Asst. 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: _____ (Please see attached "List A")

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____ (Please see attached "List B")

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Norman W. Gayle, III, President
(Typed or printed name and capacity of person signing application)

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List "A"

Vesta Insurance Group, Inc.

Officers

James E. Tait
Norman W. Gayle, III
W. Perry Cronin
Donald W. Thornton
John W. McCullough
Hopson B. Nance
Thomas J. Chana

Chairman
President
Senior Vice President and Chief Financial Officer
Senior Vice President-General Counsel and Secretary
Vice President, Associate General Counsel and Assistant Secretary
Vice President and Controller
Treasurer

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List "B"

Vesta Insurance Group, Inc.

Directors

James E. Tait, Chairman
Norman W. Gayle, III
Robert B. D. Batlivala, Ph.D.
Walter M. Beale, Jr.
Ehney A. Camp, III
Alan S. Farrior
T. Owen Vickers, Sr.
Stephen R. Windom

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State of Delaware
Office of the Secretary of State

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TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VESTA INSURANCE GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF DECEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VESTA INSURANCE GROUP, INC." WAS INCORPORATED ON THE NINTH DAY OF JULY, A.D. 1993.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2343202 8300

AUTHENTICATION: 1518078

010656794

DATE: 12-19-01