

FO20000000614

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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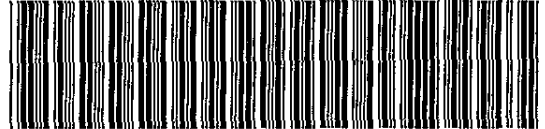
(Business Entity Name)

(Document Number)

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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: McNeary Insurance Consulting, Inc.
(Name of corporation)

DOCUMENT NUMBER: F02000000614

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jolene Beaty
(Name of person)

Kennedy Covington Lobdell & Hickman, L.L.P.
(Name of firm/company)

Hearst Tower, 47th Floor, 214 N. Tryon Street
(Address)

Charlotte, NC 28202
(City/state and zip code)

For further information concerning this matter, please call:

Jolene Beaty at (704) 331-5731
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|---|---|
| <input type="checkbox"/> \$35.00 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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
409 E. Gaines Street
Tallahassee, FL 32399



**State of North Carolina
Department of The Secretary of State**

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

MCNEARY, INC.

the original of which was filed in this office on the 26th day of June, 2003.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 19th day of August, 2003

Elaine F. Marshall
Secretary of State



A
STEP
AHEAD

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

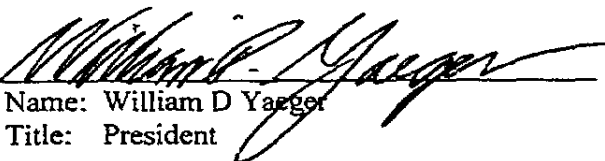
MCNEARY INSURANCE CONSULTING, INC.

The undersigned corporation (the "Corporation") hereby submits these Amended and Restated Articles of Incorporation for the purpose of integrating into one document its original Articles of Incorporation and all amendments thereto and also for the purpose of further amending its Articles of Incorporation:

1. The name of the Corporation is McNeary Insurance Consulting, Inc.
2. Attached hereto are the Amended and Restated Articles of Incorporation of the Corporation, which contain amendments to the Articles of Incorporation, as amended, requiring shareholder approval.
3. The Amended and Restated Articles of Incorporation of the Corporation, including the amendments contained therein, were adopted and approved by the shareholders of the Corporation on June 20, 2003, as and in the manner required by the North Carolina Business Corporation Act

This the 20th day of June, 2003.

MCNEARY INSURANCE CONSULTING, INC.

By 
Name: William D Yaeger
Title: President

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MCNEARY, INC.**

**ARTICLE I
CORPORATE NAME**

The corporate name of the corporation is McNeary, Inc. (the "Corporation").

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation in the State of North Carolina is 6525 Morrison Boulevard, Suite 200, Charlotte, North Carolina 28222. The name of its registered agent at that address is William D. Yaeger.

**ARTICLE III
CORPORATE PURPOSE**

The purposes for which the Corporation is organized shall include the transaction of any and all lawful business for which corporations may be organized under the provisions of the North Carolina Business Corporation Act and the duration of the Corporation is perpetual.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue 530,000 shares of stock, \$1.00 par value, all of one class, designated as Common Stock.

**ARTICLE V
DIRECTORS**

The number of directors of the Corporation shall be as set forth in the Bylaws of the Corporation.

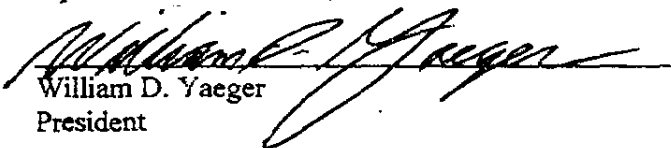
**ARTICLE VI
LIABILITY OF DIRECTORS**

To the full extent from time to time permitted by law, no person who is serving or who has served as a director of the Corporation shall be personally liable in any action for monetary damages for breach of his or her duty as a director, whether such action is brought by or in the right of the Corporation or otherwise. Neither the amendment or repeal of this Article, nor the

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adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the protection afforded by this Article to a director or former director of the Corporation with respect to any matter which occurred, or any cause of action, suit or claim which but for this Article would have accrued or arisen prior to such amendment, repeal or adoption. This paragraph shall not impair any right to indemnity from the Corporation that any director may now or hereafter have.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this Amended and Restated Certificate of Incorporation as of June 20, 2003.


William D. Yaeger
President