

F02000004473

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07 JUN 25 PM 2:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend em  
6-25-07*

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** First Acceptance Insurance Company, Inc.  
(Name of Corporation)

**DOCUMENT NUMBER:** F02000004473

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Debora Carroll, Director of Compliance  
(Name of Contact Person)

First Acceptance Insurance Company, Inc.  
(Firm/Company)

3322 West End Avenue, Suite 1000  
(Address)

Nashville, TN 37203  
(City/State and Zip Code)

For further information concerning this matter, please call:

Debora Carroll, Director of Compliance at ( 615 ) 844-1290  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |   |  |   |
|--|---|--|---|
| <input checked="" type="checkbox"/> \$35.00 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input 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  
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)**

F02000004473

(Document number of corporation (if known))

**FILED**  
**07 JUN 25 PM 2:46**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

1. First Acceptance Insurance Company, Inc.  
(Name of corporation as it appears on the records of the Department of State)

2. Texas 3. 8/30/2002  
(Incorporated under laws of) (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? \_\_\_\_\_

5. \_\_\_\_\_  
(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.


\_\_\_\_\_  
(New duration)

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

Redomiciled from TN to Texas

(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)

Stephen J. Harrison

(Typed or printed name of person signing)

President

(Title of person signing)

No. **08-1211**

OFFICIAL ORDER  
of the  
COMMISSIONER OF INSURANCE  
of the  
STATE OF TEXAS  
AUSTIN, TEXAS

Date:

**NOV 20 2006**

Subject Considered:

FIRST ACCEPTANCE INSURANCE COMPANY, INC.  
Nashville, Tennessee  
TDI No. 08-95886

REDOMESTICATION AND CERTIFICATE OF AUTHORITY

General remarks and official action taken:

On this day came on for consideration by the Commissioner of Insurance, the application of FIRST ACCEPTANCE INSURANCE COMPANY, INC., Nashville, Tennessee, to redomesticate and to amend its Certificate of Authority to change its home office from Nashville, Tennessee, to Grand Prairie, Texas.

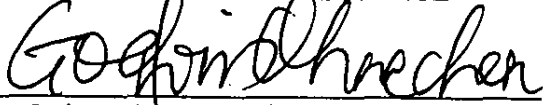
Pursuant to TEX. INS. CODE ANN. §983.051 and §983.057, evidence has been submitted that FIRST ACCEPTANCE INSURANCE COMPANY, INC. has amended its Certificate of Incorporation by restatement and changed the home office of the Company from Nashville, Tennessee to Grand Prairie, Texas. The Assistant Commissioner of the Department of Commerce and Insurance, Insurance Division of the State of Tennessee has issued a letter of no objection to the redomestication.

THEREFORE, based upon the representations made by FIRST ACCEPTANCE INSURANCE COMPANY, INC. and upon recommendation by staff, the Commissioner of Insurance finds that the redomestication of FIRST ACCEPTANCE INSURANCE COMPANY, INC. should be, and is hereby approved.


Further, it is ORDERED that the Certificate of Authority No. 14046, dated March 16, 2006, issued to FIRST ACCEPTANCE INSURANCE COMPANY, INC., Nashville, Tennessee, be, and the same is hereby canceled and that an amended Certificate of Authority be issued to FIRST ACCEPTANCE INSURANCE COMPANY, INC., Grand Prairie, Texas.

MIKE GEESLIN  
COMMISSIONER OF INSURANCE

BY:

  
Godwin Ohaechesi, Director  
Company Licensing & Registration  
Order 01-0692

Recommended By:

  
Christopher Osuna, Insurance Specialist  
Company Licensing & Registration

**ARTICLES OF REDOMESTICATION  
AND  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
FIRST ACCEPTANCE INSURANCE COMPANY, INC.**

Pursuant to Chapter 983 of the Texas Insurance Code, the undersigned individuals, do hereby submit these Articles of Redomestication and Amended and Restated Articles of Incorporation, and certify the following:

1. The name of the corporation is First Acceptance Insurance Company, Inc. (the "Company").

2. The Company was incorporated in Tennessee on July 12, 1995 under the name of USAuto Insurance Company, Inc. Effective January 6, 2006, the Company changed its name to First Acceptance Insurance Company, Inc.

3. The Amended and Restated Articles of Incorporation set forth herein amend and restate the Charter of the Company by calling it the Amended and Restated Articles of Incorporation, changing the address and location of the Company's principal business office, and further conforming such Amended and Restated Articles of Incorporation to the requirements of the Texas Insurance Code.

4. Effective upon the date of the issuance of these Amended and Restated Articles of Redomestication and Amended and Restated Articles of Incorporation by and under the seal of the Department of Insurance of the State of Texas, the Company hereby changes its domicile from the State of Tennessee to the State of Texas, and hereby adopts the Amended and Restated Articles of Incorporation set forth herein.

5. Upon the effectiveness of these Articles of Redomestication and Amended and Restated Articles of Incorporation, the Company 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 State of Texas, and all privileges, franchises 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 choices in action, shall be and the same hereby are ratified, approved, confirmed and assured to the Company, with like effect and to all intents and purposes as if it had been originally incorporated under the laws of the State of Texas. Without limitation to the foregoing, the Company shall be given recognition as a domestic company of the State of Texas pursuant to 983.001 et seq. of the Texas Insurance Code, from and after the effective date of these Articles of Redomestication and Amended and Restated Articles of Incorporation.

6. These Articles of Redomestication and Amended and Restated Articles of Incorporation were duly adopted and approved by unanimous written consent of the Board of Directors of the Company and by the sole shareholder of the Company.

7. The Articles of Incorporation of the Company are amended and restated to read in full as follows:

#### "ARTICLE I

The name of the corporation is First Acceptance Insurance Company, Inc. (the "Company")

#### ARTICLE II

The purpose of the Company is to engage in and conduct the business of writing and underwriting any and all kinds, classes, types and forms of property and casualty insurance contracts of every type and combination of any two or more of such insurance business as is now or hereafter permitted and authorized under the laws of the State of Texas; to reinsure any such risk or any part thereof ceded to it by other insurance companies; to establish and hold reserves; to hold or own one or more insurance subsidiaries; to generally engage in any business and have authority to do anything as is now or hereafter permitted and authorized under the laws of the State of Texas; and to exercise all activities necessary, customary, convenient or incident to any of the foregoing.

#### ARTICLE III

The term for which this Company shall exist is and shall be perpetual. The Company is for profit.

#### ARTICLE IV

The amount of authorized capital stock of this Corporation is Six Million Dollars (\$6,000,000) divided into Three Million (3,000,000) common shares, which common shares shall be equal in all respects, shall have a par value of Two Dollars (\$2.00) per share, shall be nonassessable, and which shall be issued only upon payment of at least the full par value thereof, and a minimum of at least fifty percent (50%) of such authorized common capital shares shall be issued and fully paid for at all times.

The amount of paid in capital of the Corporation on the date of its redomestication from the State of Tennessee to the State of Texas shall be Three Million Dollars (\$3,000,000) and the number of issued, outstanding and fully paid for common shares of the Corporation on the date of its redomestication from the State of Tennessee to the State of Texas shall be One Million, Five Hundred Thousand (1,500,000) shares and the corporation shall be possessed of a minimum of Two Million Dollars (\$2,000,000) paid in and unassigned surplus.

#### ARTICLE V

The address of the registered office and principal business office of the Company is 2993 Highway 360, #200, Grand Prairie, Tarrant County, Texas 75052, and the name of its registered agent at such address is Jeff Noon. The Company may also have,

maintain and operate such other offices, either within or without the State of Texas, as shall be proper or advisable in the discretion of the officers of the Board of Directors of the Company, provided such offices complies with the laws of the State of Texas. The Company will comply with the requirements of Chapter 803 of the Texas Insurance Code and any other applicable requirements to the extent its home and administrative offices and/or all or any part of its books, records or accounts are located or maintained outside of the State of Texas.

#### ARTICLE VI

The management of this Company shall be vested in a Board of Directors consisting of not less than seven (7) directors who need not be shareholders of the Company, and who, upon being elected and qualified, shall manage the affairs and concerns of the Company until their successors are chosen and qualified, subject to the Bylaws as adopted or amended from time to time and to the laws of the State of Texas. The directors are to be elected by the holders of the common stock or by such terms as may be described in the Bylaws. Vacancies on the Board of Directors that may occur during the year shall be filled by a vote of the directors. Meetings of the Board of Directors shall be held at such place and time as specified in the Bylaws of the Company or as from time to time fixed by Resolution of the Board, and the Board of Directors shall keep of full and correct record of such Board meetings and actions.

#### ARTICLE VII

The annual meeting of the shareholders of the Company shall be held on or before April 30<sup>th</sup>, with such notice, and pursuant to such procedures, as specified in the Bylaws of the Company, to elect the Board of Directors and conduct other appropriate business.

#### ARTICLE VIII

The shareholders of the Company shall not have the preemptive right to purchase or subscribe for any new or additional shares of stock of this Company of any class, kind or designation. This shall include the stock herein authorized as well as all stock authorized by future amendments to the Company's Articles of Incorporation.

#### ARTICLE IX

The fiscal year of the Company shall commence on the first day of January and end on the 31<sup>st</sup> day of December of each year.

#### ARTICLE X

The Board of Directors or the shareholders shall have power to make, alter, amend and repeal the Bylaws, not inconsistent with the laws of the State of Texas and these Amended and Restated Articles of Incorporation, as they may deem proper for the management of the affairs of the Corporation, but the Board of Directors shall not alter, amend or repeal any Bylaws adopted by the shareholders if the shareholders specifically

provide that such Bylaw is not subject to amendment or repeal by the Board of Directors. The Company may, in its Bylaws, confer powers upon its Board of Directors in addition to the provisions herein contained and to the extent permitted by law. The Board of Directors shall choose one of the Directors to serve as the Company's President and shall elect other officers of the Company in accordance with the Bylaws. In addition to the powers and authorities hereinabove or by statute expressly conferred, the Board of Directors is hereby authorized to exercise all such powers and do all such acts and things as may be exercised or done by a Corporation organized and existing under the provisions of the Texas Insurance Code.

## ARTICLE XI

The Company shall indemnify any and all persons whom it may have the power to indemnify under the Texas Business Corporation Act, as the same may be amended and supplemented, against any and all of the expenses, liabilities and other matters referred to in or covered by the Texas Business Corporation Act and to the full extent as authorized thereby.

## ARTICLE XII

12.1 Limit of Liability. A Director of the Company shall not be liable to the Company or its shareholders for monetary damages for an act or omission in the Director's capacity as a Director, except that this Article does not eliminate or limit the liability of a Director for: (1) a breach of a Director's duty of loyalty to the Company or its shareholders; (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which a Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office; (4) an act or omission for which the liability of a Director is expressly provided for by a statute; or (5) an act related to an unlawful stock repurchase or payment of a dividend.

12.2 Indemnification and Related Matters. The following provisions apply to the indemnification by the Company of members of the Board of Directors, officers, employees and agents of the Company:

12.3 Power to Indemnify - Action by Third Parties. The Company has power to indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Company) by reason of the fact that he is or was a member of the Board of Directors, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, partner, member, trustee, employee or agent of another Company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith in a manner he reasonably believed to be in, or not opposed to, the best interests of the Company, and, with respect to any



criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person (1) did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Company, and (2) with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

12.4 Power to Indemnify - Actions Brought in the Right of the Company.

The Company has power to indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Company to procure a judgment in its favor by reason of the fact that he is or was a member of the Board of Directors, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, partner, member, trustee, employee or agent of another Company, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of the Company, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Company unless, and only to the extent that, the court in which such action or suit was brought shall determine upon applications that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

12.5 Right of Indemnification. To the extent that a member of the Board of Directors, officer, employee or agent of the Company has been successful on the merits or otherwise in defense of any action, suite or proceeding referred to in clauses 12.3 and 12.4 of these Articles of Incorporation, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

12.6 Determination of Entitlement to Indemnification. Any indemnification under clauses 12.3 and 12.4 of these Amended and Restated Articles of Incorporation (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the member of the Board of Directors, officer, employee or agent of the Company is proper in the circumstances because he/she has met the applicable standard of conduct set forth in clauses 12.3 and 12.4 of these Amended and Restated Articles of Incorporation. Such determination shall be made (1) by the Board of Directors of the Company, by a majority vote of a quorum consisting of at least three of the members of the Board of Directors who were not parties to such action, suit or proceeding ("disinterested members"), or (2) if such a quorum is not obtainable, by written opinion of independent legal counsel selected by the Company, or (3) even if such a quorum is obtainable if a quorum of disinterested members so directs, by written opinion of independent legal counsel selected by the Company or by

the holders of a majority of the issued and outstanding shares of Common Stock. In the event such disinterested members do not make any such direction under (3) above within thirty (30) days after receipt of written notice from a claimant member, officer, employee or agent to do so, then such latter individual may cause such determination to be made by either a written opinion of independent legal counsel customarily employed by the Company or the holder of a majority of the issued and outstanding shares of Common Stock.

12.7 Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Company in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in clause 12.6 of these Amended and Restated Articles of Incorporation upon receipt of an undertaking by or on behalf of the member of the Board of Directors, officer, employee or agent of the Company involved to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Company as authorized in this Article.

12.8 Savings Clause. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any provision of the Amended and Restated Articles of Incorporation of the Company, the Bylaws of the Company, agreement, vote of holders of a majority of the issued and outstanding shares of Common Stock, vote of a majority of at least three disinterested members of the Board of Directors of the Company, as a matter of law, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a member of the Board of Directors, officers, employee or agent of the Company and shall inure to the benefit of the heirs, executors and administrators of such a person.

12.9 Insurance. The Company has power to purchase and maintain insurance on behalf of any person who is or was a member of the Board of Directors, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, partner, member, trustee, employee or agent of another Company, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Company would have the power to indemnify him against such liability under the provisions of this Article.


12.10 For purposes of this Article, reference to "the Company" includes all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving Company so that any person who is, or was a director, officer, employee or agent of such a constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would if he had served in the resulting or surviving corporation in the same capacity.

ARTICLE XIII


From time to time, any provision of these Amended and Restated Articles of Incorporation may be amended, altered or repealed and other provisions authorized by the State of Texas at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all contracts and rights at the time conferred upon the shareholders of the Company by these Amended and Restated Articles of Incorporation are granted subject to the provisions of this Article."

IN WITNESS WHEREOF, First Acceptance Insurance Company, Inc. has caused these Articles of Redomestication and Amended and Restated Articles of Incorporation to be executed in it name by its President and Secretary on this 31st day of October, 2006.

FIRST ACCEPTANCE INSURANCE COMPANY, INC.

By   
Stephen J. Harrison, President

Attest:

  
Thomas M. Harrison, Jr., Secretary/Treasurer

STATE OF TENNESSEE )

COUNTY OF DAVIDSON )

I, Shannon S. Thompson, a notary public, on this day personally appeared Stephen J. Harrison and Thomas M. Harrison, Jr., known to me to be the President and Secretary/Treasurer of First Acceptance Insurance Company, Inc., being by me first duly sworn, declared that the statements contained in the foregoing document are true and correct.

In witness whereof, I have hereunto set my hand and seal of office this 31 day of October, 2006.

