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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Zale Indemnity 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:

Carol Yinger, Paralegal
(Name of Person)

Alexander Law Firm, P.C.
(Firm/Company)

216 - 16th Street, Suite 1300
(Address)

Denver, CO 80202
(City/State and Zip code)

For further information concerning this matter, please call:

Carol Yinger at (303) 825-7307
(Name of Person) (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

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**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. Zale Indemnity Company

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Texas

(State or country under the law of which it is incorporated)

3. 75-1428560

(FEI number, if applicable)

4. 06/13/1973

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. N/A

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 901 West Walnut Hill Lane, MS 5 A-9, Irving, TX 75038-1003

(Principal office address)

P.O. Box 152782, MS 5 A-9, Irving, TX 75015-2762

(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 NOT acceptable)

Name: Chief Financial Officer

Office Address: Larson Bldg., 200 East Gaines Street

Tallahassee, , Florida 32399-0301
(City) (Zip code)

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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)

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)

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: (PLEASE SEE ATTACHED LIST)

Address:

Vice President:

Address:

Secretary:

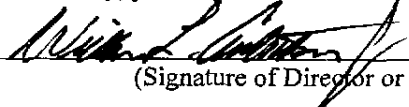
Address:

Treasurer:

Address:

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. William L. Culbertson, Jr President and Chairman of the Board
(Typed or printed name and capacity of person signing application)

ZALE INDEMNITY COMPANY

OFFICERS & DIRECTORS

DIRECTORS:

William L. Culbertson, Jr
Glenn G. Herbst
Mark R. Lenz
Kathryn F. Miller

Frank C. Mroczka
David H. Sternblitz
Steven L. Strong

Address: 901 West Walnut Hill Lane, MS 5 A-9
Irving, TX 75038-1003

OFFICERS:

William L. Culbertson, Jr.	President
Kathryn F. Miller	Secretary
David H. Sternblitz	Treasurer
Mark R. Lenz	Senior Vice President and Chief Financial Officer
Glenn G. Herbst	Senior Vice President and Chief Operating Officer
Michael R. Sabin	Vice President and Controller
Frank P. Machulis	Assistant Controller

Address: 901 West Walnut Hill Lane, MS 5 A-9
Irving, TX 75038-1003

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NAIC: 30325
FEIN: 75-1428560

State of TEXAS Office of MIKE GEESLIN
(Domiciliary state of applicant) (Commissioner, Superintendent, Officer)

and have supervision of insurance business in said State and as such I hereby certify that
 ZALE INDEMNITY COMPANY
 (name of Insurer)

authorized to transact the business of SEE ATTACHED CERTIFICATE OF AUTHORITY
(line of insurance)**

on this 2nd day of SEPTEMBER 2005
(month)

(month)

Jeff Hunt
(signature)

JEFF HUNT
(printed name)

- * Insurance Commissioner, Officer or Superintendent of Insurance authorized to certify to the insurance business within the domiciliary state.
- ** Lines of Insurance as shown on Form 3 of UCAA

Texas Department of Insurance



Certificate No. 11754

Company No. 07-093250

Certificate of Authority

THIS IS TO CERTIFY THAT

ZALE INDEMNITY COMPANY

IRVING, TEXAS

has complied with the laws of the State of Texas applicable thereto and is hereby authorized to transact the business of

Fire; Allied Coverages; Inland Marine; Ocean Marine; Accident; Health; Automobile--Liability & Physical Damage; Liability other than Automobile; Fidelity & Surety; Glass; Burglary & Theft; Forgery; Boiler & Machinery; Credit and Reinsurance on all lines authorized to be written on a direct basis


insurance within the state of Texas. This Certificate of Authority shall be in full force and effect until it is revoked, canceled or suspended according to law.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this

19th day of December A.D. 1997

ELTON BOMER
COMMISSIONER OF INSURANCE

BY


Kathy A. Wilcox
Director
Insurer Services