

F68550

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200417270312

WILLIAM H. ADAMS
 THOMAS H. BAUMER
 DANA G. BRADFORD
 ANDREW C. BROWN
 PETER C. CLARKE
 JUDITH PARKER
 ROBERT H. FINE
 JOHN G. GIBNEY
 CAROL D. HADLOW
 GEORGE C. HODGKIN
 MICHAEL HUGHES
 KENNETH W. KLEIN
 WILLIAM E. KYLE
 JEFFREY L. LAYTON
 DOUGLAS R. MCELROY
 FRANK W. MOSE
 CHRISTOPHER MITCHELL
 LUTHER F. SADLER
 JOHN R. SETH
 HAROLD T. SMITH
 ERIC H. STEFFER
 JERRY W. SURFACE
 JOHN W. TAYLOR
 JAMES J. MAHONEY
 JR.

MAHONEY HADLOW & ADAMS, P.A.
 ATTORNEYS AND COUNSELLORS

BARNETT BANK BUILDING • Post Office Box 4099
 JACKSONVILLE, FLORIDA 32201
 1004 354-4000 • TELE: 58-361 FLAWLAW JAV.

February 22, 1982

DAVID S. AMLER
 HARVEY T. BOWEN
 CATHERINE CLIFF COOK
 BRIAN J. DAVIS
 THOMAS F. HARRIS, JR.
 CHARLES V. HEDRICK
 DAVID J. HULL
 SHARON STRAUCH JAMISON
 KEVIN R. JEWELL
 JAMES T. R. JONES
 LINDA CONNOR JANE
 KIM T. KELSO
 JILL LANGFORD
 JOHN G. METCAL
 FRANK E. MILLER
 LORI Y. MOORHOUSE
 RONALD MAX GORDEIER
 N. LINDA HARRIS
 DAVID H. HERR
 JOHN H. SMITH
 LISA ANNE STAYER
 ANDREW S. STRAUSS
 MICHAEL J. TANNER
 RAND G. TAYLOR III
 MARK C. TAYLOR
 MICHAEL B. WEAVER
 FREDERICK W. WILLIAMS
 ROBERT J. WINCH

F68550

Re: AMFI Subsidiary, Inc.

*my
2/25*

Gentlemen:

Enclosed are the Articles of Incorporation for the above-referenced corporation and the Certificate designating the registered office and registered agent of the above-referenced corporation, along with our check, payable to the Secretary of State in the amount of \$63.00 in payment of the following:

- | | |
|--|----------------|
| 1. Minimum charter tax | \$30.00 |
| 2. Filing fee | 15.00 |
| 3. Certified copy of Articles of Incorporation | 15.00 |
| 4. Registered agent filing fee | 3.00 |
| | <u>\$63.00</u> |

Please return the certified copy of the Articles of Incorporation to the attention of the undersigned. Thank you for your cooperation in this matter.

Sincerely,

Frank E. Miller
 Frank E. Miller

FILED
 FEB 24 1982
 TALLAHASSEE, FLORIDA

2-24-82
 FEM:wb
 Enclosures
 SAG
R.M. 2/24/82
D.M. 2-24-82
MU 2/24/82
GW 2/24/82

EFFECTIVE DATE
1/24/82

EFFECTIVE DATE
Feb 22 1962

ARTICLES OF INCORPORATION
OF
AMPI SUBSIDIARY, INC.

F68550

The undersigned, for the purpose of forming a corporation for profit under the law of Florida, adopts the following Articles of Incorporation:

Article I

Name

Section 1.1. Name. The name of the corporation is AMPI Subsidiary, Inc.

Article II

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III

Purposes

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

Article IV

Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 4.3. Approval of Shareholders Required for Merger. The approval of two-thirds of the outstanding shares of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Article V

Initial Registered Office and Agent

Section 5.1. Name and Address. The street address of the initial registered office of this corporation is Suite 800, 100 Laura Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Frank E. Miller.

Article VI

Directors

Section 6.1. Number. This corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2. Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

| <u>NAME</u> | <u>STREET ADDRESS</u> |
|----------------|---|
| C. P. Woodbury | 4060 Barrancas Avenue Pensacola, Florida 32507 |
| H. F. Baggett | 4060 Barrancas Avenue Pensacola, Florida 32507 |
| R. E. Mertins | 4060 Barrancas Avenue Pensacola, Florida 32507 |

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

Bylaws

Section 7.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII

Incorporator

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is:

Frank E. Miller
100 Laura Street
Jacksonville, Florida 32202

Article IX

Amendment

Section 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 22nd day of February, 1982.



STATE OF FLORIDA)
) SS
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me
this 22nd day of February, 1982, by Frank E. Miller.

Wanda S. Baynt
Notary Public, State of Florida
at Large

My Commission Expires:
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires Oct. 12, 1985

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with FLA. STAT. §§ 48.091, 607.034, the
following is submitted:

AMFI Subsidiary, Inc., desiring to organize or qualify under
the laws of the State of Florida hereby designates Frank E.
Miller as its registered agent to accept service of process
within the State of Florida and the address of its registered
office shall be 100 Laura Street, Jacksonville, Florida 32202.

Frank E. Miller
Frank E. Miller

Dated: February 22, 1982

Having been named to accept service of process for the
above stated corporation, at the place designated in this
certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.

Frank E. Miller
Frank E. Miller

Dated: February 22, 1982

ARTICLES OF MERGER
PROFIT CORPORATION

NOTE

AMFI SUBSIDIARY, INC. (Charter #F68550)

-----merging into-----

AMERICAN FIDELITY LIFE INSURANCE COMPANY

Surviving Charter Number: 195805

Filing Date: July 30, 1982

F68550

5/2
JK