

F98000003324

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: AMERICA FIRST INSURANCE 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:

DONALD J. MEYERS

(Name of Person)

THE NETHERLANDS INSURANCE COMPANY

(Firm/Company)

62 MAPLE AVENUE

(Address)

KEENE, NEW HAMPSHIRE 03431

(City/State/Zip)

500002530465--5

-06/12/98--01033--001

***1150.00 ***1150.00

500002530465--5

-05/20/98--01095--001

****227.50 ****131.25

Should you need to call someone concerning this matter, please call:

Donald J. Meyers

(Name of Person)

at (603) 352-3221

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 12 AM 9:59

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P.607



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 20, 1998

DONALD J. MEYERS
THE NETHERLANDS INSURANCE COMPANY
62 MAPLE AVE
KEENE, NH 03431

SUBJECT: AMERICA FIRST INSURANCE COMPANY
Ref. Number: W98000011584

We have received your document for AMERICA FIRST INSURANCE COMPANY and your check(s) totaling \$131.25. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved corporation or limited liability company. The name of a voluntarily dissolved Florida corporation or limited liability company is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved entity provides the Department of State with a notarized affidavit, stating they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

I am returning the certified copy of the articles of incorporation as s. 607.1503(2), F.S., requires that a foreign corporation submit an original "certificate of existence" issued by the New Hampshire Secretary of State dated within the last 90 days. Please contact the New Hampshire Secretary of State at (603) 271-3244 to request such certificate.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call
(850) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 998A00028370

**The Netherlands
Insurance Companies**
Member ING Group



62 Maple Avenue
Keene, NH 03431
603-352-3221

June 9, 1998

Mr. Hart Collins
Senior Corporate Section Administrator
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: America First Insurance Company
Application by Foreign Corporation for Authorization to
Transact Business in Florida

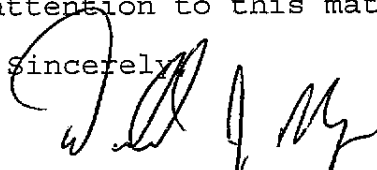
Dear Mr. Collins:

On behalf of America First Insurance Company, I am enclosing the following documents required to complete the above-referenced application recently filed:

1. Notarized affidavit of William L. McCague II stating that America First has no intention of revoking the Articles of Dissolution filed on May 20, 1998.
2. Certificate of Existence from the State of New Hampshire Department of State.
3. Check in the amount of \$1,150.00 made payable to the Florida Department of State to cover the annual report and penalty fee.

Thank you for your immediate attention to this matter.

Sincerely,


Donald J. Meyers
Senior Attorney

DJM/nr
Enclosures


AFFIDAVIT OF WILLIAM L. MCCAGUE II

State of New Hampshire
County of Cheshire

William L. McCague II, being duly sworn by me, the undersigned Notary Public for the State of New Hampshire, deposes and says as follows:

1. That Affiant is Senior Vice President, General Counsel and Secretary for America First Insurance Company;
2. That attached hereto is a copy of The Articles of Dissolution dissolving America First Insurance Company, a Florida Corporation, which were filed May 20, 1998 as a result of the redomestication of the company to the state of New Hampshire;
3. That the Company has no intention of revoking the dissolution;

FURTHER AFFIANT SAITH NOT.



William L. McCague II

STATE OF NEW HAMPSHIRE
COUNTY OF CHESHIRE, SS.

Sworn and subscribed before me on this 14 day of June, 1998



Notary Public

My Commission Expires

NANCY B. RAFFERTY, Notary Public
My Commission Expires February 19, 2002

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ARTICLES OF DISSOLUTION

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Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: AMERICA FIRST INSURANCE COMPANY

SECOND: The date dissolution was authorized: July 1, 1997

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.


☐ Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this 12th day of May, 19 98

Signature 
(By the Chairman or Vice Chairman of the Board, President, or other officer)

William L. McCague II
(Typed or printed name)

Senior Vice President, General Counsel & Secretary
(Title)

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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. AMERICA FIRST INSURANCE COMPANY
(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. NEW HAMPSHIRE 3. 58-0953149
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 31, 1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. July 31, 1997
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 62 MAPLE AVENUE
KEENE, NEW HAMPSHIRE 03431
(Current mailing address)
8. transacting property, casualty and marine insurance
(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: Commissioner of Insurance
- Office Address: Florida Department of Insurance
200 East Gaines Street
Tallahassee, Florida, 32399-0300
(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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Roger L. Jean

Address: 62 Maple Avenue Keene, NH 03431

Vice Chairman: Richard T. Bell

Address: 62 Maple Avenue Keene, NH 03431

Director: Steven A. Fulwood

Address: 4600 Park Rd., Suite 500

Charlotte, NC 28209

Director: William L. McCague II

Address: 62 Maple Avenue Keene, NH 03431

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: RICHARD T. BELL

Address: 62 Maple Avenue Keene, NH 03431

Executive
Vice President: Ronald A. Closser

Address: 62 Maple Avenue Keene, NH 03431

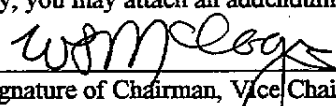
Secretary: William L. McCague II

Address: 62 Maple Avenue Keene, NH 03431

Treasurer: Justin D. Healy

Address: 62 Maple Avenue Keene, NH 03431

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. William L. McCague II Senior Vice President, General Counsel & Secretary
(Typed or printed name and capacity of person signing application)

ADDENDUM TO APPLICATION

Additional Directors:

Joseph P. Tracey
62 Maple Avenue
Keene, NH 03431

Additional Officers:

Vice Presidents:

Mark E. Fiebrink
62 Maple Avenue
Keene, NH 03431

Joseph P. Tracey
62 Maple Avenue
Keene, NH 03431

Donald D. Cheek
62 Maple Avenue
Keene, NH 03431

Steven A. Fulwood
4600 Park Rd., Suite 500
Charlotte, NC 28209

State of New Hampshire
Department of State

CERTIFICATE OF EXISTENCE

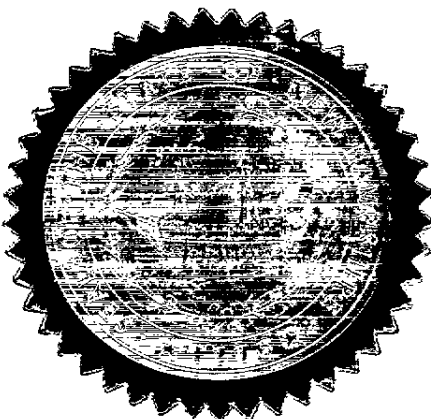
I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify AMERICA FIRST INSURANCE COMPANY was a Florida corporation which redomesticated to New Hampshire on July 31, 1997. I further certify that articles of dissolution have not been filed with this office.

INFORMATION REGARDING ANNUAL REPORTS AND/OR FEES MUST BE
OBTAINED FROM THE NEW HAMPSHIRE INSURANCE DEPARTMENT.

IN TESTIMONY WHEREOF, I hereto
set my hand and cause to be affixed
the Seal of the State of New Hampshire,
this 4th day of June, A.D. 1998

William M. Gardner

William M. Gardner
Secretary of State



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