2002 UNIFORM BUSINESS REPORT (UBR)

FILED
Feb 19, 2002 8:00 am
Secretary of State
02-19-2002 90016 033 ****61.25

DO NOT WRITE IN THIS SPACE

DOCUMENT # N03959

1. Entity Name

THE MICANOPY HISTORICAL SOCIETY, INC.

Principal Place of Business	Mailing Address
CORNER OF CHOLOKKA BLVD & BAY ST P.O. BOX 462 MICANOPY FL 32667 US	PO BOX 462 MICANOPY FL 32667-0462 US

2. Principal Place of Business		3. Mailing Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country

4. FEI Number 59-2631148 ☐ Applied For ☐ Not Applicable

5. Certificate of Status Desired ☐ **$8.75** Additional Fee Required

6. Name and Address of Current Registered Agent

~~HOWARD, H.C. JR~~
~~402 NE CHOLOKKA BLVD~~
~~MICANOPY FL 32667~~

HRH Insurance Co. of FLA

7. Name and Address of New Registered Agent

Name: HRH Insurance Co of FLA.
Street Address (P.O. Box Number is Not Acceptable): 4880 Newberry RD Suite 100
City: Gainesville FL Zip Code: 32607

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the state of Florida.

- Same Agent - Different Name & Address

SIGNATURE: See purchase Agreement Attached — 1-31-02

Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

FILE NOW: FEE IS $61.25

9. Election Campaign Financing Trust Fund Contribution. ☐ **$5.00** May Be Added to Fees

Make Check Payable to Department of State

10. OFFICERS AND DIRECTORS			11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 10	
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	SD CARR, MIMI 1673 NW 19TH CIRCLE GAINESVILLE FL 32605	☐ Delete	TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	PD AUFMUTH, JOE 101 BARR ROAD MICANOPY FL 32667	☒ Delete	TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	Geers, Edwin VP 10715 SW 10 Terrace Micanopy, FL. 32667 ☒ Change ☒ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	VD BARR, MELANIE 815 NE 3 AV GAINESVILLE FL 32602	☒ Delete	TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	Staley, Tom Sec. PO Box 713 Micanopy. FL. 32667 ☒ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	TD STREAM, SEAN 21465 NW 39 TERR MICANOPY FL 32667	☒ Delete	TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	Stream, Sean, T 21465 NW 39 Terr Micanopy. FL. 32667 ☒ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	D CARMEN, SMYTH 103 OCALA STEET MICANOPY FL 32667	☐ Delete	TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		☐ Delete	TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	☐ Change ☐ Addition

CR2E037 (9/01)

12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: Sean Stream (SIGNATURE REQUIRED) 1-31-02 352-384-6023

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

Attachment

HOWARD HALL AGENCY, INC. Doc.# N03959

A SUBSIDIARY OF AMERICAN PHOENIX CORPORATION

Insurance Professionals Since 1898

738418

April 19, 1999

To Our Valued Clients:

As a highly valued client of Howard Hall Agency/American Phoenix Corporation, we want to personally inform you of the proposed acquisition of American Phoenix by Hilb, Rogal and Hamilton Company (HRH), as announced in the attached press release. This acquisition, which is expected to be consummated in May 1999, represents an important milestone in the history of both companies and presents significant opportunities for our clients, shareholders and employees.

The combination of these two financially sound agency systems, which currently represent 76 offices in 18 states and a revenue base in 1998 of over $250 million, will bring to you and all of our clients a broader array of services, products and expertise. Both American Phoenix and HRH share a common vision and strategic direction for becoming the premier commercial middle-market insurance agency in the U.S. We can assure you that the high standards of quality that you have enjoyed as a client of Howard Hall Agency/American Phoenix will only be enhanced by our relationship with HRH.

We understand that the strength of our organization rests on the shoulders of the insurance professionals that currently work directly with you. We can assure that you will continue to receive the same high level of service from those same individuals.

In order to better familiarize you with HRH, their 1998 Annual Report to Shareholders will be available to you in the latter part of April. In the meantime, you can obtain additional information by visiting their web site at www.hrh.com. We look forward to meeting with you in the near future to discuss this transaction. However, in the meantime, feel free to call me should any questions or concerns arise.

Thank you for the opportunity to serve you and to share this exciting time for both Howard Hall Agency/American Phoenix and HRH.

Sincerely,

James B. Karl

James B. Karl, President
Howard Hall Agency

Martin L. Vaughn III
Chief Executive Officer
American Phoenix Corp.

HRH.
4880 Newberry
Suite 100
G 32607.

605 N.E. First Street • Gainesville, FL 32601 • P.O. Box 790 • Gainesville, FL 32602-0790
(352) 372-3456 • Facsimile (352) 373-3481

Attachment
Doc. # N03959

Hilb, Rogal and Hamilton Company (ticker: HRH, exchange: The New York Stock Exchange)
News Release - Tuesday, March 30, 1999 738418

Hilb, Rogal and Hamilton Company Agrees to Acquire American Phoenix Corporation

RICHMOND, Va--(BUSINESS WIRE)--March 30, 1999--Hilb, Rogal and Hamilton Company (HRH) (NYSE: HRH) today announced the signing of a definitive agreement to acquire American Phoenix Corporation (American Phoenix), the property and casualty brokerage subsidiary of Phoenix Home Life Mutual Insurance Company (Phoenix).

American Phoenix, based in Hartford, Connecticut, is the 14th largest property and casualty insurance brokerage firm in the United States. With 16 offices located primarily in the Mid-Atlantic states, New England and Florida, American Phoenix generated approximately $73 million in revenues in 1998.

Under the terms of the proposed transaction, HRH will exchange approximately $49 million in cash, $32 million (principal amount) of convertible notes and 1.0 million shares of Common Stock for all of American Phoenix's outstanding stock. The convertible notes, which will be subordinated to HRH's other debt, will mature in 2014 and pay a 5.25% coupon, with a conversion price of $22.75 per share. The acquisition, which will be accounted for as a purchase, is expected to be accretive to HRH's earnings and cash flow per share. The transaction is subject to regulatory, but not shareholder, approval and is targeted for completion in May 1999.

Following the transaction, HRH and Phoenix will enter into a strategic marketing relationship under which HRH will distribute selected financial products of Phoenix. Initially, the companies will focus on distribution of Phoenix's group products and services, as well as individual life insurance and annuity products, through HRH's Employee Benefits Division.

President and Chief Executive Officer Andrew L. Rogal commented, ``The proposed acquisition of American Phoenix represents a unique opportunity to further strengthen Hilb, Rogal and Hamilton Company. Combining with American Phoenix is expected to increase HRH's middle market distribution capabilities, further enhance our relationships with key insurance carriers and add specialty and industry-specific programs and expertise--all objectives under the Company's strategic plan. The acquisition will also offer opportunities to provide additional services and risk management expertise to our clients with costs spread over a broader revenue base and to accelerate revenue growth through expanded cross-selling programs."

Mr. Rogal continued, ``The many strategic advantages, the fair price and terms, potential for cost savings and the favorable impact on our earnings and outlook make the acquisition compelling for HRH. Although the transaction will increase our borrowings, we are comfortable with the added financial leverage in view of the substantial cash flows expected from the combination and the fact that a portion of the debt is convertible. By combining the strengths of the two firms, our confidence in HRH's ability to meet its earnings growth targets for 1999 and beyond will be significantly enhanced."

Attachment
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Robert W. Fiondella, Phoenix's Chairman, President and Chief Executive Officer, said, "This transaction is part of our strategy to focus on wealth management. We will be better served in the pursuit of this strategy through our equity ownership position and our strategic marketing relationship with HRH. We believe this relationship represents significant advantages for Phoenix and HRH."

Phoenix will become a large shareholder of HRH, with ownership on a diluted basis, assuming conversion of the notes, of approximately 16% of HRH's Common Stock. Subsequent to the transaction, the size of the board of directors will be increased from nine to thirteen members and American Phoenix's current President and Chief Executive Officer, Martin L. Vaughan, III will join the Company in the role of Chief Operating Officer. Mr. Vaughan will also join the board of directors. Also joining the expanded board will be Mr. Fiondella, David W. Searfoss, Phoenix's Executive Vice President and Chief Financial Officer, and HRH's Executive Vice President, Timothy J. Korman.

The Company intends to finance the cash portion of the purchase price with a new bank credit facility providing total debt capacity of $110 million. Bank borrowings under existing credit facilities totaled $40 million at the end of 1998.

The Company also announced that it has scheduled its 1999 Annual Meeting of Shareholders for June 8, 1999 to follow the expected consummation of the acquisition in May 1999.

The Company cautions readers that the statements contained herein regarding the Company's future operations and business prospects are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements are based upon management's current knowledge and assumptions about future events and involve risks and uncertainties that could cause actual results to differ materially from anticipated results. For more details on factors that could affect expectations, see the Company's Annual Report on Form 10-K for the year ended December 31, 1997, as filed with the Securities and Exchange Commission.

Hilb, Rogal and Hamilton Company provides insurance agency services to a wide spectrum of clients through a network of 59 insurance agencies in the United States. The Company is traded on the New York Stock Exchange, symbol HRH, and is ranked as the 8th largest United States insurance agency.

Contact:

Hilb, Rogal and Hamilton Company
Andrew L. Rogal, 804/747-6500
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Phoenix Contact: Alice S. Ericson, 860/403-5946
Fax: 860/403-7887