

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED  
Apr 07 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P13970 (9)  
1. Corporation Name  
THE SHELBY INSURANCE COMPANY

Principal Place of Business 175 MANSFIELD AVE. SHELBY OH 44875-0467	Mailing Address 175 MANSFIELD AVE. SHELBY OH 44875-861 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29		3. Date Incorporated or Qualified 04/08/1987	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29		4. FEI Number 34-1532771 Applied For Not Applicable	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

FLORIDA INSURANCE COMMISSIONER  
CAPITOL BLDG.  
TALLAHASSEE FL 32301

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

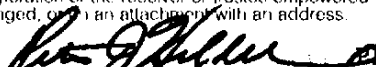
(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D TOPPER, J. RAPHAEL 1707 MARIETTA RD LANCASTER OH	1.1 TITLE	C/D HUFFMAN, ROBERT Y. 3760 RIVER RUN DRIVE BIRMINGHAM, AL 35243
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	D SHERIDAN, PATRICK M. 120 MONUMENT CIRCLE INDIANAPOLIS IN	2.1 TITLE	P/D GAYLE, NORMAN W. III 3760 RIVER RUN DRIVE BIRMINGHAM, AL 35243
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	V ADKINS, GREGORY S 175 MANSFIELD AVE SHELBY OH	3.1 TITLE	V/D PATRICK, BARRY A. 3760 RIVER RUN DRIVE BIRMINGHAM, AL 35243
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	V ALBERT, TODD E 175 MANSFIELD AV SHELBY OH	4.1 TITLE	V/D ANGELL, CHARLES M. 3760 RIVER RUN DRIVE BIRMINGHAM, AL 35243
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	D NOALL, ROGER 127 PUBLIC SQUARE CLEVELAND OH	5.1 TITLE	V/T MEREDITH, BRIAN R. 3760 RIVER RUN DRIVE BIRMINGHAM, AL 35243
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	D NEILL, SCOTT G. 100 N TRYON ST CHARLOTTE NC	6.1 TITLE	SEE ATTACHED LIST
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. 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 annual report or supplemental annual 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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or in an attachment with an address.

SIGNATURE:



PETER J. HILDEBRAND

3-30-98

205-970-7000

CR2E034 (10/97)

## THE SHELBY INSURANCE COMPANY

<u>Officers &amp; Directors</u>	<u>Title Code</u>	<u>Title Name</u>
Robert Y. Huffman	C/D	Chairman
Norman W. Gayle, III	P/D	President & Chief Executive Officer
Barry A. Patrick	V/D	Executive Vice President-Administration and Assistant Treasurer
Charles M. Angell	V/D	Senior Vice President-Insurance Operations
Brian R. Meredith	V/T	Senior Vice President-Finance and Treasurer
Bobby L. Nolen	V	Senior Vice President-Field Operations
Donald W. Thornton	V/S/D	Senior Vice President-General Counsel and Secretary
X Peter J. Hildebrand	V	Vice President-Claims and Regulatory Compliance
Stephen P. Russell	V	Vice President-Actuarial
Stephen P. Solimine	V	Vice President-General Manager
Mary Beth Heibei		Controller, Principal Accounting Officer, Assistant Treasurer & Assistant Secretary
Arthur J. Gonzales		Assistant Secretary

The business address for each of the above listed officers and directors is as follows:

3760 River Run Drive  
Birmingham, AL 35243