

P31910

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February 6, 1998

FILED
99 FEB -1 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA HAND DELIVER

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

500002424225--2
-02/09/98--01001--010
*****35.00 *****35.00

Re: Preferred Abstainers Insurance Company

500002424225--2
-02/12/98--01063--001
*****70.00 *****17.50

Dear Sir:

Please find enclosed the original and one copy of the amendment to the articles of incorporation for the above corporation. Also enclosed is our check in the amount of \$35.00 to cover your fee. We will forward the completed application to you on Monday. Please provide us with a date stamped copy of the articles.

Should you require any additional information, please do not hesitate to contact me.

Sincerely yours,



Clyde W. Galloway, Jr.

CWG/vrm
Enc.



TLL

FEB 11 1999

RECEIVED
98 FEB -6 PM 3:31
DIVISION OF CORPORATION

*00789, 00524, 00672



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 13, 1998

Clyde W. Galloway Jr., Esq.
Maida, Galloway & Neal, P.A.
300 East Park Avenue
Tallahassee, FL 32302

SUBJECT: PREFERRED ABSTAINERS INSURANCE COMPANY
Ref. Number: P31910

We have received your document for PREFERRED ABSTAINERS INSURANCE COMPANY and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please see the certified copy of the name change from Iowa. It shows two name changes filed. Guidant Abstainers Insurance Company apparently changed its name to Guidant Elite Insurance Company.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 298A00008471

**APPLICATION BY FOREIGN NONPROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA
(Pursuant to s. 617.1504, F.S.)**

(1-3 must be completed)

FILED
99 FEB -1 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AIRS in Florida

- (4-7 complete only the applicable changes)

- Tide

89537

**AMENDMENT TO THE ARTICLES OF INCORPORATION
OF PREFERRED ABSTAINERS INSURANCE COMPANY**

DEC 1 1997

NOTICE OF SPECIAL MEETING OF THE SHAREHOLDERS

SECRETARY OF STATE

A Special Meeting of the Shareholders of Preferred Abstainers Insurance Company was held at 8:00 a.m., Monday, October 27, 1997 at 1111 Ashworth Road, West Des Moines, Iowa. All shareholders were represented at said meeting and all notice requirements were waived by assent of the shareholders. The following Amendment was adopted by a unanimous vote of members present or represented:

RESOLVED,

That Article I and the first paragraph of Article VIII of Preferred Abstainers Insurance Company be amended in the following respects:

ARTICLE I

The name of the corporation is Guidant Abstainers Insurance Company.

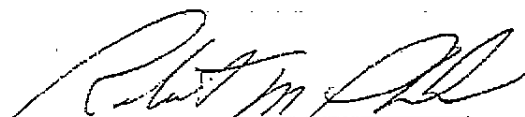
ARTICLE VIII

The annual meeting of the shareholders shall be held on the second Thursday in February of each year at 8:00 a.m., for the purposes of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for the annual meeting of the shareholders, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as conveniently may be.

These Amendments shall become effective February 1, 1998.

WHEREFORE, pursuant to the foregoing action of the Special Meeting of said corporation, I, the Chairman of the Board of Directors of said corporation have executed this instrument and do hereby sign and acknowledge the same for and on behalf of the said corporation this 27th day of October, 1997.

517240 AMEND 04/2/15


CHAIRMAN, BOARD OF DIRECTORS
PREFERRED ABSTAINERS INSURANCE COMPANY

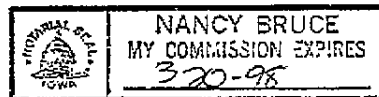
ATTEST:


SECRETARY

STATE OF IOWA)
)
COUNTY OF POLK) SS

BE IT REMEMBERED that on this 27th day of October, 1997, before me, a Notary Public in and for said County and State, personally appeared Robert M. Plunk, who being duly sworn did say that he is the Chairman of the Board of Directors of Preferred Abstainers Insurance Company, West Des Moines, Iowa, and that the foregoing instrument was signed on behalf of said corporation by authority of its members and that he acknowledged said instrument to be the voluntary act and deed of said corporation by them voluntarily executed.

Nancy Bruce
NOTARY PUBLIC, STATE OF IOWA



**CERTIFICATE OF APPROVAL
ATTORNEY GENERAL**

Pursuant to provisions of the Iowa Code, the undersigned approves the Amendment to the Articles of Incorporation (adopted October 27, 1997) for Preferred Abstainers Insurance Company and finds them in conformance with the laws of the United States and with the laws and Constitution of the State of Iowa.

THOMAS J. MILLER
Attorney General of Iowa

12-1-97
Date

By: Scott M. Galenbeck
SCOTT M. GALENBECK
Assistant Attorney General

**CERTIFICATE OF APPROVAL
COMMISSIONER OF INSURANCE**

Pursuant to the provisions of the Iowa Code, the undersigned approves the Amendment to the Articles of Incorporation (adopted October 27, 1997) for Preferred Abstainers Insurance Company.

THERESE M. VAUGHAN
Commissioner of Insurance

12.1.97
Date

By: Robert L. Howe
ROBERT L. HOWE
Deputy Commissioner of Insurance

FILED
IOWA
SECRETARY OF STATE

12-1-1997

3:01 pm

W164817



STATE OF IOWA
Secretary of State Office

C9031

I hereby certify that this is a true and complete document(s) to which the seal is affixed as filed in this office beginning 1st day of December 97 to and including the date below.

DATED February 9, 1992


SECRETARY OF STATE

BY: Charles C. Babin
Secretary of State

M Russell
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