

P96000048677

LAW OFFICES
COBB COLE & BELL

131 N. GARDEN STREET
TALLAHASSEE, FLORIDA 32301
TELEPHONE (904) 881-3833
TELECOPIER (904) 881-3841

June 4, 1996

Secretary of State
Certification Section
Post Office Box 6327
Tallahassee, Florida 32314

Re: Southern Family Insurance Company

Dear Sir/Madam:

Enclosed are checks totalling \$131.25. Please file the enclosed Articles of Incorporation, provide a Certificate of Status and a certified copy of same at your earliest convenience.

If you have any questions with regard to this request, please do not hesitate to call my office.

Very truly yours,

Michael Carlson
Michael W. Carlson

MWC:pm
enclosure

*Call when Ready
after 1:00*

THOMAS F. COBB
W. WARREN COLE, JR.
MANUEL D. BELL, III
JAY D. BOND, JR.
JONATHAN D. KANEY, JR.
J. LESTER KANEY
JOHN J. UPCHURCH
JAMES M. BARCLAY
O. ALLEN WATTS
LARRY D. HANSEN
KEVIN R. CHOWLEY
THOMAS B. HART
TERRENCE M. WHITE
THEODORE E. HACK
JANET E. MARTINEZ
KENNETH H. ANTON
GREGORY D. SHELL
SCOTT W. CICHON
J. JOAQUIN FRADELDO
JOHN PAUL JOHNS
ROBERT A. KENNEL III
DENNIS K. BAYER
CAROL A. FONTINHA
MIGUEL A. OLIVELLA, JR.
DARYL L. BUTLER
LISA J. LOHO
NENKE K. FEHR
WILLIAM H. HUGHES III
STEVEN M. MALONE
BRUCE A. HANNA
ROBERT W. LLOYD
JOHN P. FERGUSON
JAMES ANDREW HADAM
JONATHAN D. KANEY III
DOUGLAS S. BELL
LEONARD MARINACCIO III
MICHAEL W. CARLSON
JOHN H. UPCHURCH

OF COUNSEL
PHILIP H. ELLIOTT, JR.
CASEY J. GLUCKMAN
PAUL N. UPCHURCH
BARBARA J. STAROS

MEDIATION COUNSEL
C. WELBOHN DANIEL
ROBERT H. MILLER
MICHELLE J. OROCOCK
CANDACE W. WATSON
JOHN S. NEELY, JR.

GOVERNMENTAL CONSULTANT
PAIGE CARTER-SMITH

DAYTONA BEACH
180 MAGNOLIA AVENUE
POST OFFICE BOX 8491
DAYTONA BEACH, FLORIDA 32115
(904) 255-8171
ELLAND (904) 738-7700
TELECOPIER (904) 250-5066

ORLANDO
SUNTRUST CENTER, STE. 1428
800 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801
(407) 843-3337
TELECOPIER (407) 843-0853

MAITLAND
900 WINDERLEY PLACE, STE. 122
MAITLAND, FLORIDA 32751
(407) 681-1123
TELECOPIER (407) 681-9743

PALM COAST
1 FLORIDA PARK DRIVE SOUTH
SUITE 350
PALM COAST, FLORIDA 32137
(904) 446-2622
TELECOPIER (904) 446-2654

TAMPA BAY
100 CARILLON PARKWAY, STE. 190
ST. PETERSBURG, FLORIDA 33718
(813) 556-0077
TELECOPIER (813) 556-0087

RECEIVED
96 JUN -4 AM 11:30
DIVISION OF CORPORATIONS
STATE OF FLORIDA
FILED
96 JUN -4 AM 11:18
SAB
6/7/96

FROM HOLLAND & KNIGHT TAMPA

06.07.1996 10:20

P.02

Law Offices

HOLLAND & KNIGHT

408 North Ashley Drive, Suite 2700
P.O. Box 1988 (RIP 89601-1988)
Tampa, Florida 33602

813-227-8500
FAX 813-226-0134

A Partnership Including Professional Corporations

Atlanta	Orlando
Fort Lauderdale	St. Petersburg
Jacksonville	Tallahassee
Key West	Washington, D.C.
Miami	West Palm Beach

June 7, 1996

RECEIVED BY WIRE
219-227-2092

VIA FAX

Secretary of State
Division of Corporation
Tallahassee, Florida 32314

Re: SOUTHERN FAMILY INSURANCE COMPANY

Dear Sir or Madam:

We hereby release our name reservation and consent to the filing of articles of incorporation by COBB COLE & BELL for SOUTHERN FAMILY INSURANCE COMPANY.

If you have any questions or anything further is necessary please contact me.

Very truly yours,

HOLLAND & KNIGHT



Kathleen T. Wheeler,
Legal Assistant to
Byrne Mitschgi, Esq.

/ktw

TPA2-348939

APPROVED
INSURANCE COMMISSIONER
AND TREASURER

FEB 5 1996

By

[Signature]
Legal Division

**ARTICLES OF INCORPORATION
OF
SOUTHERN FAMILY INSURANCE COMPANY**

FILED

06 JUN -6 AM 11:19

DEPT. OF REVENUE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of SOUTHERN FAMILY INSURANCE COMPANY, adopt the following Articles of Incorporation to form a stock insurer corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: SOUTHERN FAMILY INSURANCE COMPANY

ARTICLE II. ADDRESS

The principal place of business of the corporation is in Hillsborough County at the following address:

1901 N. 13th Street
Tampa, Florida 33605

ARTICLE III. COMMENCEMENT & TERM OF EXISTENCE

The existence of the corporation will commence at 12:01 A.M. on the date of filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE IV. PURPOSE

The corporation is organized to engage in every aspect of property & casualty insurance and to engage in any other activities in which a stock insurer corporation are permitted to conduct under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, and the name of the corporation's initial registered agent at that address is INTRASTATE REGISTERED AGENT CORPORATION.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have six directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than five. The names and residential addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Charles E. Poe	70 Ladoga Avenue Tampa, Florida 33606
Janice Mitchell	744 S. Davis Blvd. Tampa, Florida 33606
Keren Poe Foster	525 Suwanee Circle Tampa, Florida 33606
William F. Poe, Jr.	206 Locust Drive Brandon, Florida 33511
Marilyn C. Lunskis	74 Columbia Drive Tampa, Florida 33606
Thomas S. Krzesinski	1901 13th Street Tampa, Florida 33605

ARTICLE VIII. INCORPORATORS

The names and residential addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Thomas S. Krzesinski	1901 13th Street Tampa, Florida 33605
Janice Mitchell	744 S. Davis Blvd. Tampa, Florida 33606
Keren Poe Foster	525 Suwanee Circle Tampa, Florida 33606
William F. Poe, Jr.	206 Locust Drive Brandon, Florida 33511
Marilyn C. Lunskis	74 Columbia Drive Tampa, Florida 33606

The incorporators of the corporation assigns to this corporation their rights under Section 607.0201, Florida Statutes, to constitute a corporation, and they assigns to those persons designated by the board of directors any rights they may have as incorporators to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporators, for the purpose of forming a stock insurer corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 21st day of May, 1996.

Thomas S. Krzesinski
Thomas S. Krzesinski, Incorporator

Keren Poe Foster
Keren Poe Foster, Incorporator

Janice Mitchell
Janice Mitchell, Incorporator

William F. Poe, Jr.
William F. Poe, Jr., Incorporator

Marilyn C. Lunsis
Marilyn C. Lunsis, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30th day of May, 1996, by THOMAS S. KRZESINSKI, who is personally known to me/has produced _____ as identification.



KATHLEEN WHEELER
MY COMMISSION # CC 201406 EXPIRES
JUNE 24, 1998
BONDED THRU TROY FARM INSURANCE, INC.

Kathleen Wheeler

(SEAL)

Printed/Typed Name: Kathleen Wheeler

Notary Public-State of Florida

Commission Number:

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 31st day of May, 1996, by JANICE MITCHELL, who is personally known to me/has produced _____ as identification.

Margaret D. Alison

(SEAL)

Printed/Typed Name: _____

Notary Public-State of Florida

Commission Number:



MARGARET D. ALISON
MY COMMISSION # CC281008 EXPIRES
JANUARY 21, 1997
BONDED THRU TROY FARM INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 31st day of May, 1996, by KEREN POE FOSTER, who is personally known to me/has produced _____ as identification.

Margaret D. Alison

(SEAL)

Printed/Typed Name: _____

Notary Public-State of Florida

Commission Number:



MARGARET D. ALISON
MY COMMISSION # CC281008 EXPIRES
JANUARY 21, 1997
BONDED THRU TROY FARM INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30th day of May, 1996, by WILLIAM F. POE, JR., who is personally known to me/has produced _____ as identification.



KATHLEEN WHEELER
MY COMMISSION # CC 201406 EXPIRES
JUNE 24, 1998
BONDED THRU TROY FARM INSURANCE, INC.

Kathleen Wheeler

(SEAL)

Printed/Typed Name: Kathleen Wheeler

Notary Public-State of Florida

Commission Number:

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 31st day of May, 1996, by MARILYN C. LUNSKIS, who is personally known to me/has produced _____ as identification.

Margaret D. Alison

(SEAL)

Printed/Typed Name: _____

Notary Public-State of Florida

Commission Number: _____



MARGARET D. ALISON
MY COMMISSION # 00281008 EXPIRES
January 21, 1997
BONDED THRU TROY FARM INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

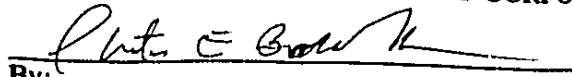
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That SOUTHERN FAMILY INSURANCE COMPANY, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Avenue, Suite 3000, City of Miami, State of Florida, has named INTRASTATE REGISTERED AGENT CORPORATION as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

INTRASTATE REGISTERED AGENT CORPORATION



By:

Its:

22853-1
TPA2-318329.1

FILED
96 JUN -4 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA