

2008 FOR PROFIT CORPORATION ANNUAL REPORT

FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

08 MAR 26 AM 11:22

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| DOCUMENT # P96000048677 1. Entity Name SOUTHERN FAMILY INSURANCE COMPANY | | | |  | |
| Principal Place of Business TWO HARBOUR PLACE 302 KNIGHTS RUN AVENUE, SUITE 700 TAMPA, FL 33602 US | | | Mailing Address TWO HARBOUR PLACE 302 KNIGHTS RUN AVENUE, SUITE 700 TAMPA, FL 33602 US | | |
| 2. Principal Place of Business - No P.O. Box # 2020 Capital Circle SE | | 3. Mailing Address 2020 Capital Circle SE | | | |
| Suite, Apt. #, etc. Suite 310 | | Suite, Apt. #, etc. Suite 310 | | | |
| City & State Tallahassee, FL | | City & State Tallahassee, FL | | 4. FEI Number 59-3365558 | |
| Zip 32301 | | Country USA | | 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required | |
| 6. Name and Address of Current Registered Agent CHIEF FINANCIAL OFFICER P O BOX 6200 (32314-6200) 200 E. GAINES ST TALLAHASSEE, FL 32399-0000 | | | | 7. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) City <div style="display: flex; justify-content: space-between;"> FL Zip Code </div> | |
| 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. I am familiar with, and accept the obligations of registered agent. SIGNATURE _____ <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE</small> | | | | | |
| FILE NOW!!! FEE IS \$150.00 After May 1, 2008 Fee will be \$550.00 | | 9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> \$5.00 May Be Added to Fees | | | |
| 10. OFFICERS AND DIRECTORS | | | 11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11 | | |
| TITLE NAME STREET ADDRESS CITY - ST - ZIP | DR JOHNSON, WAYNE 2020 CAPITAL CIRCLE SE, SUITE 310 TALLAHASSEE, FL 32301 <div style="text-align: right;"><input type="checkbox"/> Delete</div> | | TITLE NAME STREET ADDRESS CITY - ST - ZIP | <div style="text-align: right;"><input type="checkbox"/> Change <input type="checkbox"/> Addition</div> | |
| TITLE NAME STREET ADDRESS CITY - ST - ZIP | DR TURPIN, PATTI 2020 CAPITAL CIRCLE SE, SUITE 310 TALLAHASSEE, FL 32301 <div style="text-align: right;"><input type="checkbox"/> Delete</div> | | TITLE NAME STREET ADDRESS CITY - ST - ZIP | <div style="text-align: right;"><input type="checkbox"/> Change <input type="checkbox"/> Addition</div> | |
| TITLE NAME STREET ADDRESS CITY - ST - ZIP | DR SCHWANTES, MARY 2020 CAPITAL CIRCLE SE, SUITE 310 TALLAHASSEE, FL 32301 <div style="text-align: right;"><input type="checkbox"/> Delete</div> | | TITLE NAME STREET ADDRESS CITY - ST - ZIP | <div style="text-align: right;"><input type="checkbox"/> Change <input type="checkbox"/> Addition</div> | |
| TITLE NAME STREET ADDRESS CITY - ST - ZIP | DR CASTELLANOS, ROBERT J 2020 CAPITAL CIRCLE SE, SUITE 310 TALLAHASSEE, FL 32301 <div style="text-align: right;"><input type="checkbox"/> Delete</div> | | TITLE NAME STREET ADDRESS CITY - ST - ZIP | <div style="text-align: right;"><input type="checkbox"/> Change <input type="checkbox"/> Addition</div> | |
| TITLE NAME STREET ADDRESS CITY - ST - ZIP | DR PUCKETT, ALLYSON 2020 CAPITAL CIRCLE SE, SUITE 310 TALLAHASSEE, FL 32301 <div style="text-align: right;"><input type="checkbox"/> Delete</div> | | TITLE NAME STREET ADDRESS CITY - ST - ZIP | <div style="text-align: right;"><input type="checkbox"/> Change <input type="checkbox"/> Addition</div> | |
| TITLE NAME STREET ADDRESS CITY - ST - ZIP | SDR SVELDI, MICHAEL J 2020 CAPITAL CIRCLE SE, SUITE 310 TALLAHASSEE, FL 32301 <div style="text-align: right;"><input checked="" type="checkbox"/> Delete</div> | | TITLE NAME STREET ADDRESS CITY - ST - ZIP | <div style="text-align: right;"><input type="checkbox"/> Change <input type="checkbox"/> Addition</div> | |
| 12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, 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 607, 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: <i>Scott Turpin</i> <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</small> | | | Date 3/14/08 Daytime Phone # 850.528.8053 | | |

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IN THE CIRCUIT COURT OF THE
SECOND JUDICIAL CIRCUIT, IN
AND FOR LEON COUNTY, FLORIDA

In Re: The Receivership of
SOUTHERN FAMILY
INSURANCE COMPANY,
A Florida Corporation

CIVIL ACTION NO.: 2006-1060

FLA BAR NO.:

0530

FILED
CIRCUIT CIVIL DIV.
06 APR 27 PM 12:59
BOB INZER
CLERK CIRCUIT COURT
LEON COUNTY, FLORIDA

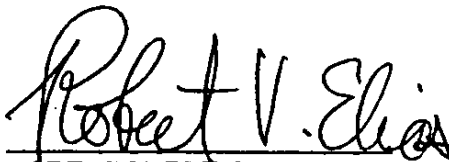
NOTICE REGARDING DEPUTY RECEIVERS

PLEASE TAKE NOTICE:

The State of Florida, Department of Financial Services as court-appointed Receiver of this company, pursuant to the provisions of Chapter 631, Florida Statutes, has designated Patti Turpin, of the Division of Rehabilitation and Liquidation, Mary Schwantes, of the Division of Rehabilitation and Liquidation, Robert J. Castellanos, of the Division of Rehabilitation and Liquidation, Wayne Johnson, of the Division of Rehabilitation and Liquidation and Allyson Puckett, of the Division of Rehabilitation and Liquidation.

Said individuals shall serve as Deputy Receivers until this appointment is revoked by notice filed with this Court. All prior appointments are hereby revoked.

DATED this 27th day of April, 2006.



ROBERT V. ELIAS
ATTORNEY FOR THE RECEIVER
POST OFFICE BOX 110
TALLAHASSEE, FLORIDA 32302
(850) 413-3179
(850) 488-1510 FAX



Division of Rehabilitation and Liquidation
www.floridainsurancereceiver.org

CONSENT TO ORDER OF LIQUIDATION

IT IS HEREBY agreed as follows:

1. Southern Family Insurance Company (herein "Respondent"), is a Florida corporation and is a domestic insurer authorized to transact an insurance business in the State of Florida.

2. The Respondent was placed into Court Ordered Rehabilitation on April 25, 2006.

3. The Respondent admits that on June 1, 2006, grounds will exist for the appointment of a Receiver under Section 631.061, Florida Statutes (**Grounds for liquidation.**), in that the Respondent does not have (1) capital and surplus that is equal to or greater than the minimum surplus required by Section 624.408, Florida Statutes and (2) adjusted risk-based capital calculated in accordance with Section 624.4085 that is above the mandatory control level risk-based capital as defined in Section 624.4085(1)(c), Florida Statutes.


4. The Respondent admits that it is incapable of paying its liabilities in the normal course of business, should they become due.

5. The Respondent consents to the entry of an Order Appointing the Florida Department of Financial Services, Division of Rehabilitation and Liquidation as Receiver (hereinafter "Receiver") and that the Receiver on June 1, 2006, or any time thereafter may apply to the Court for an Order for Liquidation.

Dated this 12th day of MAY, 2006.

SOUTHERN FAMILY INSURANCE COMPANY

(Corporate seal)



William F. Poe, Jr., President

**JOINT RESOLUTION OF THE PRESIDENT, DIRECTORS AND
MAJORITY STOCKHOLDERS OF SOUTHERN FAMILY INSURANCE COMPANY**

The undersigned, being the Directors and Sole Shareholder of Southern Family Insurance Company (the "Company"), hereby certify that the following excerpt is a true and correct copy of resolutions adopted at a combined meeting of the Directors and Sole Shareholder of the Company:


RESOLVED, that if on June 1, 2006, the Company does not have the minimum surplus required by Section 624.408, Florida Statutes, and adjusted risk-based capital calculated in accordance with Section 624.4085 that is above the company action level risk-based capital as defined in Section 624.4085(1)(c), Florida Statutes, the Board of Directors and Sole Shareholder of the Company consent to the entry of an Order Appointing the Florida Department of Financial Services as Receiver for Liquidation;

FURTHER RESOLVED, that the President of the Company is hereby authorized to execute any and all consent agreements or other documents on behalf of Southern Family Insurance Company to obtain entry of an Order for Liquidation and is authorized to take any and all additional actions deemed necessary or appropriate by the Department of Financial Services to effectuate the foregoing or to comply with the Order, without further approval of the Directors and Sole Shareholder.

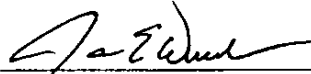
Dated this 5th day of MAY, 2006.

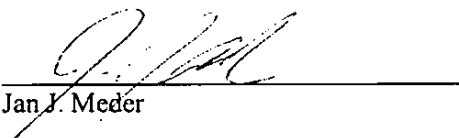
DIRECTORS OF SOUTHERN FAMILY INSURANCE COMPANY:

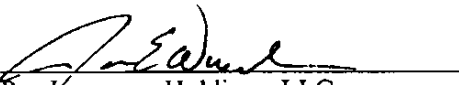

William F. Poe


William F. Poe, Jr.


Charles E. Poe


James E. Wurdeman


Jan J. Meder


Poe Insurance Holdings, LLC
Sole Shareholder of Southern Family
Insurance Company

ATTACHMENT A