

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Bestchoice Insurance
of the South, Inc

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*****78.75 *****78.75

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99 NOV 16 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rollen
Dover
850-434-2411

K. Rolfe NOV 17 1999

Signature

Requested by: *Bestchoice*

Name

Date

Time

Walk-In

Will Pick Up

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

RECEIVED
99 NOV 16 AM 9:53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BestChoice Insurance of the South, Inc.

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ARTICLE I - NAME

The name of this corporation is BestChoice Insurance of the South, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of assisting banks in offering customers the ability to acquire insurance through banks and conducting businesses incidental thereto and for the purpose of transacting any or all other lawful business or businesses.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which the shareholder already holds, shall have the right to purchase the shareholder's pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the corporation is Post Office Box 720475, Atlanta, Georgia, 30358. The street address of the initial principal office of this corporation, and its registered office is, 2120 U.S. 1 South, St. Augustine, Florida, 32086, and the name of the initial registered agent of this corporation at that address is Greg T. Mills. A separate Designation of Registered Office and Registered Agent and a

separate Acceptance of Position of Registered Agent are filed with these articles.

ARTICLE VI - INITIAL DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation, and the offices to be held by each until a successor is duly elected, are:

| NAMES | ADDRESSES |
|--|--|
| William D. Mills, Director and President | 1562 Rochelle Court Dunwoody, GA 30338 |
| George A. Zellner, Director and Executive Vice-President | 530 Park Street Jacksonville, FL 32204 |
| Greg T. Mills, Director and Vice-President | 2120 U.S. 1 South St. Augustine, FL 32086 |
| William D. Mills, Jr. Director, Secretary and Treasurer | 1356 Michael Way Marietta, GA 30062 |

ARTICLE VII - INCORPORATORS

The name and address of the person signing these articles is:
William D. Mills, whose residence address is set forth above.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - RESTRICTIONS ON TRANSFER OF STOCK

The corporation, and subject to the priority of the corporation, the remaining shareholders of the corporation, shall have a preference in the purchase of any shares of the capital stock of the corporation, and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a shareholder, the shareholder's personal representatives, heirs, devisees, legatees,

pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privity with any shareholder, desires to sell the shareholder's shares of stock, the shareholder shall file notice in writing of such intention with the Secretary of the corporation, stating the price and terms upon which the shareholder desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the Secretary of the corporation shall mail a written notice to all of the remaining shareholders, by certified mail, return receipt requested, advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other shareholders within ten days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the shareholders or the person in privity with the shareholder desiring to sell shall be at liberty to effect a sale upon the terms of such offer.

No shareholder who has given notice pursuant to this article, may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this article. Neither the corporation, nor the remaining shareholders (collectively), may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such offer.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any

provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this X 9th day of November, 1999.

William D. Mills
William D. Mills
Incorporator

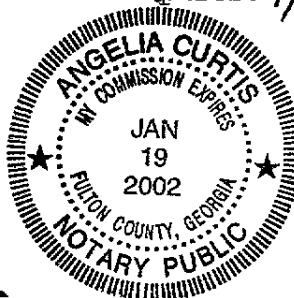
STATE OF GEORGIA

COUNTY OF Fulton

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared William D. Mills, personally known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the state and county aforesaid this X day of November, 1999.

Angelia M. Curtis
NOTARY PUBLIC STATE OF GEORGIA
Print name: Angelia M. Curtis
My commission expires: 1/19/2002



DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

BestChoice Insurance of the South, Inc., a Florida corporation, whose mailing address is P. O. Box 720475, Atlanta, Georgia 30358, does hereby designate 2120 US 1 South, St. Augustine, Florida, 32086, as its registered office in the State of Florida. It does further appoint Greg T. Mills at that address as its registered agent to accept service of process.

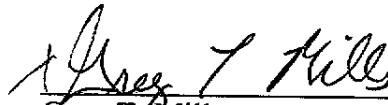
BestChoice Insurance of the South, Inc
a Florida corporation,

By William D Mills
Its President

ACCEPTANCE OF POSITION OF REGISTERED AGENT

Having been named to accept service of process for BestChoice Insurance of the South, Inc., a Florida corporation, at its registered office at 2120 U.S. 1 South, St. Augustine, Florida, 32086, I hereby agree to act in that capacity at that address. I am familiar with the duties of the registered agent in Florida as set forth in Florida Statutes, Section 607.051, Section 607.0502, and Section 607.0505. I agree to comply with the provisions of those statutes and all other statutes of the State of Florida relative to the proper and complete performance of my duties, accepting the obligations of my position as set forth in Florida Statutes.

DATED this 29 day of November, 1999.



Greg T. Mills

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA