

F97000001288

DIRECT GENERAL CORPORATION

SHEILA M. GORMAN
(615) 365-3604

April 28, 1998

VIA FEDERAL EXPRESS DELIVERY

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Ms. Susan Payne
Amendment Section
Florida Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Direct General Insurance Company ("DGIC") f/k/a Independent Property and
Casualty Insurance Company ("IPC")

Dear Ms. Payne:

Pursuant to our conversation last week, enclosed please find a completed Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for DGIC (#F97000002687), and a completed Application to File Amendment to Application for Authorization to Transact Business in Florida for IPC (#F97000001288). Attached with the Application to File Amendment is a certified copy of the Charter, issued by the State of Tennessee, indicating the name change from IPC to DGIC.

As we discussed, DGIC acquired IPC early last year after IPC redomesticated to the State of Tennessee. After DGIC acquired the corporation the name and FEI number was changed. Due to some confusion as to how to document this acquisition with your Department, DGIC filed a new application for a Florida Certificate of Authority. It is my sincere hope that the aforementioned transactions will correct this inadvertent error.

Additionally, the Profit Corporation Annual Report for IPC (now known as DGIC) has been filed under separate cover.

If you should have any questions or comments regarding these filings, please feel free to contact me. Thank you in advance for all of your assistance regarding this matter.

Very truly yours,

Sheila M. Gorman

Sheila M. Gorman
Legal Assistant

Foreign
NIC Amend
Sf

1281 MURFREESBORO ROAD • NASHVILLE, TENNESSEE • 37217
PHONE: (615) 365-3604 • FAX: (615) 366-3722

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DIVISION OF CORPORATIONS
98 APR 29 PM 12:44

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Independent Property and Casualty Insurance Company (F97000001288)
Name of corporation as it appears on the records of the Department of State.
2. Tennessee 3. 3/11/97
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? April 1, 1997
5. Direct General Insurance Company
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction

Sheila M. Gorman
Signature

April 28, 1998

Date

Sheila M. Gorman

Typed or printed name

Legal Assistant

Title

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 04/28/1998
REQUEST NUMBER: 98118024

CHARTER/QUALIFICATION DATE: 03/06/1997
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0326631
JURISDICTION: TENNESSEE

TO:
DIRECT GENERAL INSURANCE CO.
1281 MURFREESBORO RD

NASHVILLE, TN 37217

REQUESTED BY:
DIRECT GENERAL INSURANCE CO.
1281 MURFREESBORO RD

NASHVILLE, TN 37217

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"DIRECT GENERAL INSURANCE COMPANY"

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE
ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE
DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION								
			NAM	DUR	STK	PRN	OFC	AGT	INC	MAL	FYC
3316-3333	04/01/1997	AMD RESTATE CHT	X				X	X	X		

FOR: REQUEST FOR COPIES

ON DATE: 04/28/98

FEES

FROM:
DIRECT INSURANCE COMPANY
1281 MURFREESBORO RD

NASHVILLE, TN 37217-0000

RECEIVED: \$10.00 \$10.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00002300340
ACCOUNT NUMBER: 00136365



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

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**AMENDED AND RESTATED CHARTER
OF
INDEPENDENT PROPERTY AND CASUALTY INSURANCE COMPANY**

Pursuant to the provisions of Section 48-20-107 of the Tennessee Business Corporation Act, the undersigned corporation hereby amends and restates its Charter to supersede the original Charter and any and all prior amendments thereto and restatements thereof as follows:

I. The name of the corporation is Independent Property and Casualty Insurance Company.

II. The text of the Amended and Restated Charter is as follows:

1. Name. The name of the corporation is **Direct General Insurance Company.**

2. Capitalization. The authorized amount of capital stock of the corporation shall be ten million (10,000,000) shares of common stock having a par value of ten dollars (\$10.00) per share ("Common Stock"). Each share of Common Stock shall be entitled to one vote for all matters that may properly come before the shareholders. No holder of any Common Stock of the corporation, now or hereafter authorized, shall have any preemptive right, as such holder, to purchase, subscribe for, or otherwise acquire any shares of stock of the corporation, or any securities or obligations convertible into or exchangeable for, or any right, warrant, or option to purchase, any shares of any class of capital stock which the corporation may at any time hereafter issue or sell, whether now or hereafter authorized.

3. Registered Office and Agent. The address of the registered office of the corporation is 1281 Murfreesboro Road, Nashville, Tennessee 37217, located in Davidson County Tennessee. The name of the registered agent is Jacqueline C. Adair.

4. Incorporators. The names of the incorporators when the corporation was redomesticated to the State of Tennessee were James S. D'Agostino, Jr., Joe Kelley, and Marcus B. Bergh, Jr. The address for each of the incorporators was American General Center, Nashville, Tennessee, 37250.

5. Principal Office. The address of the principal office of the corporation is 1281 Murfreesboro Road, Nashville, Tennessee 37217. The corporation may establish such branch offices and agencies elsewhere in the State of Tennessee and in any other states of the United States and in any foreign country where the corporation may obtain the lawful authorization to do so.

6. Duration. The time for which the corporation shall exist is perpetual.

7. Profit Status. The corporation is for profit

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STATE

8. Purpose and Powers. The corporation shall engage in the business of a multiple line insurance company, writing and issuing casualty, property, surety, vehicle, and other permitted insurance policies as defined under Title 56 of the Tennessee Code Annotated, as amended from time to time, in the State of Tennessee and elsewhere, where authorized, and may engage in any other lawful business that is not legally inconsistent with the foregoing. The corporation shall have the power to:

- (a) appoint licensed agents in the State of Tennessee and elsewhere, where authorized, and to write and issue policies of insurance directly to insureds;
- (b) solicit the issuance of policies of insurance through licensed insurance agents, or directly to insureds, or both;
- (c) enter into any reinsurance treaty or contract as the ceding or assuming company;
- (d) have and exercise all of the rights and powers of authorized insurance companies in the State of Tennessee and elsewhere, where authorized; and
- (e) have and exercise all of the rights and powers of corporations under the Tennessee Business Corporation Act, where not inconsistent with the Tennessee Insurance Statutes.

9. Limitation of Director Liability. To the extent allowed by the laws of the State of Tennessee, no present or future director of the corporation (or his or her estate, heirs, and personal representatives) shall be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director of the corporation. Any liability of a director (or his or her estate, heirs and personal representatives) shall be further eliminated or limited to the fullest extent allowed by the laws of the State of Tennessee, as may hereafter be adopted or amended. Nothing in this charter shall exempt an officer or director from any provision of Title 56, Tennessee Code Annotated as it may be amended, supplemented or superseded.

10. Indemnification of Directors and Officers. With respect to claims or liabilities arising out of service as a director or officer of the corporation, the corporation shall indemnify and advance expenses to each present and future director or officer (and his or her estate, heirs and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

III. The restatement as set forth above contains amendments to the Charter of the corporation that require shareholder approval.

IV. The Amended and Restated Charter as set forth above was duly adopted by the Board of Directors and the sole shareholder of the corporation as of March 14, 1997.

V. This certificate, and the Amended and Restated Charter as set forth above, shall become effective when approved by the Tennessee Commissioner of Insurance and filed with the Secretary of State of the State of Tennessee.

IN WITNESS WHEREOF the corporation has caused its duly authorized officer to execute on its behalf this certificate and Amended and Restated Charter this 17th day of March 1997.

INDEPENDENT PROPERTY AND CASUALTY
INSURANCE COMPANY
(By this instrument being renamed Direct General
Insurance Company)

BY: Jacqueline C. Adair
Jacqueline C. Adair
President

APPROVED
This 1st day of April 19 97

The Commissioner of Insurance
STATE OF TENNESSEE

By: Sharon K. Hester
Deputy Commissioner of Insurance