

F04000000323

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

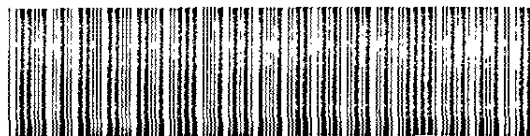
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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10/21/03--01108--006 **78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 12, 2004

KENNETH H. UHRIG
7000 MIDLAND BLVD
AMELIA, OH 45102

SUBJECT: AMERICAN MODERN HOME INSURANCE COMPANY
Ref. Number: W03000031394

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for AMERICAN MODERN HOME INSURANCE COMPANY and your check(s) totaling \$96.25. However, the document has not been filed and is being retained in this office for the following:

Please accept our apology for failing to mention this in our previous letter.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$17,311.25.

If you have any questions concerning the filing of your document, please call (850) 245-6890.

Jason Merrick
Document Specialist

Letter Number: 304A00002070



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 28, 2003

KENNETH H. UHRIG
7000 MIDLAND BLVD
AMELIA, OH 45102

SUBJECT: AMERICAN MODERN HOME INSURANCE COMPANY
Ref. Number: W03000031394

04 JAN 20 PM 4:43
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for AMERICAN MODERN HOME INSURANCE COMPANY and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6890.

Jason Merrick
Document Specialist

Letter Number: 003A00058578

TEW • CARDENAS LLP
ATTORNEYS AT LAW
MIAMI • TALLAHASSEE • WASHINGTON D.C.

REPLY TO: Tallahassee

WRITER'S DIRECT LINE: (850) 841-7000

E-MAIL: kl@tewlaw.com

101 NORTH MONROE STREET

SUITE 725

TALLAHASSEE, FLORIDA 32301

T 850.841.7778

F 850.841.7778

WWW.TEWLAW.COM

January 12, 2004

By Hand Delivery

Glenda E. Hood, Secretary of State
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: **American Modern Home Insurance Company**
Document Number W03000031394

Dear Madame Secretary:

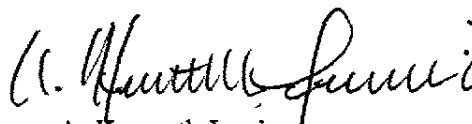
We are pleased to enclose herewith an original certificate of good standing from the Office of the Ohio Secretary of State, the state in which American Modern Home Insurance Company is incorporated.

We understand that this document is all that is required to ensure active status in your records. So that we may adequately inform our client of this status, we enclose a check in the amount of \$17.50 to cover the costs of providing us with **two** certificates of status from your office.

If unable to provide the requested certificates upon receipt of this letter, please contact Aaron Coch, of our Tallahassee office, at 841-7770, when the two certificates have been prepared so that we may send our courier to retrieve them. Please do not place them in the mail.

If can provide any further information with regard to this matter, please do not hesitate to contact me.

Sincerely,


A. Kenneth Levine

Enclosure

TEW • CARDENAS LLP
ATTORNEYS AT LAW
MIAMI • TALLAHASSEE • WASHINGTON D.C.

REPLY TO: Tallahassee
WRITER'S DIRECT LINE (850) 841-7000
E-MAIL: tl@tewlaw.com
101 NORTH MONROE STREET
SUITE 725
TALLAHASSEE, FLORIDA 32301
T 850.841.7775
F 850.841.7775
WWW.TEWLAW.COM

January 20, 2004

Via Hand Delivery

Jason Merrick, Document Specialist
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: **American Modern Home Insurance Company**
Ref. Number: W09000031394

Dear Mr. Merrick:

This will respond to your letter of January 12, 2004, concerning the above-referenced entity. It is our understanding that this filing is now in order, with our filing with your office of a certificate of good standing from the entity's domiciliary state of Ohio.

Your letter poses one follow-up question as to whether the entity has already "transacted business" in Florida as that term is described in section 607.1501(1), Florida Statutes. As discussed below, the entity is in the business of entering into insurance contracts with qualified Floridians or with regard to qualified property situated in Florida. These contracts are developed in Ohio, issued from Ohio, and full-execution and the establishment of a contractual relationship occurs in Ohio. Performance under the contracts, on the part of the entity, occurs at the behest of personnel in Ohio.

Your letters refer to subsection 607.1501(1), Florida Statutes, which provides as follows: "A foreign corporation *may not* transact business in this state until it obtains a certificate of authority from the Department of State." (Emphasis added to highlight discretionary language, versus "shall not"). Subsection 607.1501(2) qualifies this subsection by indicating as follows:

"The following activities among others, do not constitute transacting business....

(c) Maintaining bank accounts.

* * * *

(e) Selling through independent contractors.

Jason Merrick, Document Specialist
Department of State, Division of Corporations
January 20, 2004
Page 2

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TALLAHASSEE, FLORIDA

(f) Soliciting or obtaining orders, whether by mail or through employees, agents, or otherwise, if the orders require acceptance outside this state before they become contracts.

* * * *

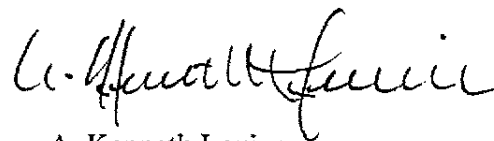
(i) Transacting business in interstate commerce.

(Emphasis added to highlight broad scope of listed and unlisted exceptions). Subsection 607.1501(3), confirms the expansive breadth of exceptions by indicating that "[t]he list of activities in subsection (2) is not exclusive." These and other exceptions cover the various activity performed by this entity.

We also note that Florida's courts have reviewed similar situations. In the case of *Direct Mail Specialist, Inc. v. Terra Mar Group, Inc.*, for example, the foreign corporation accepted a service agreement out of state and the services rendered under that agreement transpired exclusively within the stream of interstate commerce. As such, the court ruled that these transactions were protected by the Commerce Clause of the United States Constitution. *Direct Mail Specialist, Inc. v. Terra Mar Group, Inc.*, 434 So. 2d 1027, 1029 (Fla. 2nd DCA 1983). In 1931, the Florida Supreme Court instructed that the corporate status of a foreign corporation will be recognized in Florida by comity in all cases where recognition is not specifically prohibited by local laws. *Herbert H. Pape, Inc. v. Finch*, 102 Fla. 425, 136 So. 496 (1931). The United States Court of Appeals for the Fifth Circuit ruled that Florida cannot require a foreign corporation to obtain a certificate of authority to do business when the corporation is engaged only in interstate business in Florida. And, the fact that a foreign corporation sends salesmen into Florida, if they are sent there only to promote interstate business, does not itself subject the corporation to regulations imposed by Florida. *Norman M. Morris Corp. v. Weinstein*, 466 F.2d 137, 142 (5th Cir.1972).

So, concerning Item 6 of the subject filing, the entity has "transacted business" but not within the meaning of section 607.1501(1), Florida Statutes. On behalf of this entity, we trust that the foregoing adequately responds to the Department's letter of January 12, 2004, and that the Department's records will bear no suggestion of non-compliance or penalty. If we can provide any further information, please do not hesitate to contact us directly.

Respectfully,



A. Kenneth Levine

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AMERICAN MODERN HOME INSURANCE COMPANY

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

KENNETH N. UHRIG

(Name of Person)

AMERICAN MODERN HOME INSURANCE COMPANY

(Firm/Company)

7000 MIDLAND BLVD.

(Address)

AMELIA, OHIO 45102

(City/State and Zip code)

For further information concerning this matter, please call:

KENNETH N. UHRIG

(Name of Person)

at (513) 947-5251

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☒ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. AMERICAN MODERN HOME INSURANCE COMPANY

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. OHIO

(State or country under the law of which it is incorporated)

3. 31-0715697

(FEI number, if applicable)

4. JANUARY 25, 1965

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. 1989

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 7000 MIDLAND BLVD. AMELIA, OHIO 45102-2607

(Principal office address)

P.O. BOX 5323 CINCINNATI, OHIO 45201-5323

(Current mailing address)

8. PROPERTY & CASUALTY INSURER

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: COMMISSIONER OF INSURANCE

Office Address: STATE CAPITOL - PLAZA LEVEL 11

TALLAHASSEE

(City)

, Florida 32399-0300

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: JOHN WEBER HAYDEN

Address: 7000 MIDLAND BLVD
AMELIA, OHIO 45102

Vice Chairman: JOSEPH PAGE HAYDEN III

Address: 7000 MIDLAND BLVD
AMELIA, OHIO 45102

Director: JOHN IGNATIUS NON LENNAN

Address: 7000 MIDLAND BLVD
AMELIA, OHIO 45102

Director: PAUL THOMAS BRIZZOLARA

Address: 7000 MIDLAND BLVD
AMELIA, OHIO 45102

B. OFFICERS

President: JOHN WEBER HAYDEN

Address: 7000 MIDLAND BLVD
AMELIA, OHIO 45102

Vice President: KENNETH GERALD BOBERG

Address: 7000 MIDLAND BLVD
AMELIA, OHIO 45102

Secretary: MICHAEL LYNN FLOWERS

Address: 7000 MIDLAND BLVD. AMELIA, OH 45102

Treasurer: JAMES PAUL TIERNEY

Address: 7000 MIDLAND BLVD AMELIA, OHIO 45102

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. James P. Tierney
(Signature of Director or Officer listed in number 12 of the application)

14. JAMES PAUL TIERNEY, TREASURER
(Typed or printed name and capacity of person signing application)

04 JAN 20 PM 4:43
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF COMPLIANCE

Ohio Department of Insurance

Printed: 12-13-2002

Effective: 7/1/200

THIS IS TO CERTIFY, THAT

Expires: 6/30/200

AMERICAN MODERN HOME INSURANCE COMPANY

CITY OF AMELIA

STATE OF OHIO

NAIC No. 23469

is organized under the laws of the state and is authorized to issue policies and transact business under the following sections of the Ohio Revised Code:

Section 3929.01 (A) - Allied Lines
Section 3929.01 (A) - Boiler & Machinery
Section 3929.01 (A) - Burglary & Theft
Section 3929.01 (A) - Commercial Auto - Liability
Section 3929.01 (A) - Commercial Auto - No Fault
Section 3929.01 (A) - Commercial Auto - Phys. Damage
Section 3929.01 (A) - Credit
Section 3929.01 (A) - Earthquake
Section 3929.01 (A) - Fidelity
Section 3929.01 (A) - Fire
Section 3929.01 (A) - Glass
Section 3929.01 (A) - Group Accident & Health
Section 3929.01 (A) - Inland Marine
Section 3929.01 (A) - Multiple Peril - Commercial
Section 3929.01 (A) - Multiple Peril - Farmowners
Section 3929.01 (A) - Multiple Peril - Homeowners
Section 3929.01 (A) - Ocean Marine
Section 3929.01 (A) - Other Accident only
Section 3929.01 (A) - Other Liability
Section 3929.01 (A) - Private Passenger Auto - Liab.
Section 3929.01 (A) - Private Passenger Auto-Other
Section 3929.01 (A) - Private Passenger-Phys Damage
Section 3929.01 (A) - Surety


Director of Insurance

Office of Financial
Regulation Services
2100 Stella Court
Columbus, OH 43215-1067
(614) 644-2658
Fax (614) 644-3256
www.ohioinsurance.gov

Ohio Department of Insurance
Bob Taft - Governor
Ann Worner Benjamin - Director



**Application for Certificate of Authority
Property and Casualty Companies**

Federal ID 31-715697 NAIC Number 23469 Date 02/2

The American Modern Home Insurance Company
(Company Name)

Applicant's Certificate of Authority
American Modern Home Insurance Company
Yr. 2002 Doc:005 Entity:000023469 Type: State Annual

of Amelia in the State of Ohio
(Statutory City)

hereby applies for a Certificate of Authority to transact in the State of Ohio, in accordance with the laws thereof,
the business of insurance on the Stock plan, including the lines of business checked below:
(Stock or mutual)

Property & Casualty 3929.01 (A)

- | | | | |
|-------------------------------------|--|-------------------------------------|-----------------------------|
| ☒ | (1) Fire | ☒ | (18) Aircraft (all perils) |
| ☒ | (2) Allied Lines | ☐ | (19) Fidelity |
| ☒ | (3) Farmowners Multiple Peril | ☒ | (20) Surety |
| ☒ | (4) Homeowners Multiple Peril | ☒ | (21) Glass |
| ☒ | (5) Commercial Multiple Peril | ☒ | (22) Burglary & Theft |
| ☒ | (6) Ocean Marine | ☒ | (23) Boiler & Machinery |
| ☒ | (7) Inland Marine | ☒ | (24) Credit |
| ☐ | (8) Financial Guaranty | ☐ | (25) Reinsurance Only |
| ☐ | (9) Medical Malpractice | ☐ | (26) Other (please specify) |
| ☒ | (10) Earthquake | | |
| ☒ | (11) Group A&H | | |
| ☐ | (12) Credit A&H (Group & Individual) | | |
| ☐ | (13a) Collectively Renewable A&H | | |
| ☐ | (13b) Noncancellable A&H | | |
| ☐ | (13c) Guaranteed Renewable A&H | | |
| ☐ | (13d) Nonrenewable for stated reasons only | | |
| ☒ | (13e) Other Accident Only | | |
| ☐ | (13f) All Other A&H | | |
| ☐ | (14) Workers' Compensation (to the extent permitted by law) | | |
| ☒ | (15f) Other Liability | | |
| ☒ | (16a) Private Passenger Auto No-fault (personal injury protection, to the extent permitted by law) | | |
| ☒ | (16b) Other Private Passenger Auto Liability | | |
| ☒ | (16c) Commercial Auto No-fault (personal injury protection to the extent permitted by law) | | |
| ☒ | (16d) Other Commercial Auto Liability | | |
| ☒ | (17a) Private Passenger Auto Physical Damage | | |
| ☒ | (17b) Commercial Auto Physical Damage | | |

It is hereby certified that the Articles of Incorporation empower the above company to transact all of the kinds of insurance in the divisions enumerated. The classes of insurance applied for above are limited to the classes of insurance the Company is authorized to transact in its home state.

President or
Asst. Vice President

Asst. Vice President
Secretary

**United States of America
State of Ohio
Office of the Secretary of State**

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show AMERICAN MODERN HOME INSURANCE COMPANY, an Ohio corporation, Charter No. 337099, having its principal location in Amelia, County of Clermont, was incorporated on January 25, 1965 and is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 9th day of January, A.D. 2004*

J. Kenneth Blackwell

Ohio Secretary of State

Validation Number: V20049J3BFAC

**United States of America
State of Ohio
Office of the Secretary of State**

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show AMERICAN MODERN HOME INSURANCE COMPANY, an Ohio corporation, Charter No. 337099, having its principal location in Amelia, County of Clermont, was incorporated on January 25, 1965 and is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 9th day of January, A.D. 2004*

J. Kenneth Blackwell

Ohio Secretary of State

Validation Number: V20049J3BFAC