

FD6000003311

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

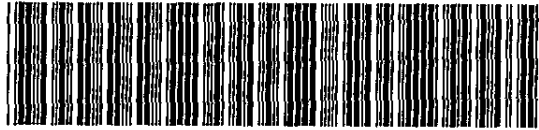
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200073127372

05/05/06--01036--015 **87.50

06 MAY -5 PM 1:17
PROPERTY OF STATE
TALLAHASSEE, FLORIDA

FILED

D. WHITE MAY - 8 2006

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Auto Club Services, Inc.
(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:

Susan M. Morman

(Name of Person)

Auto Club Services, Inc.-Office of General Counsel

(Firm/Company)

1 Auto Club Drive

(Address)

Dearborn, MI 48126

(City/State and Zip code)

For further information concerning this matter, please call:

Susan M. Morman at (313) 336-1049
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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. Auto Club Services, Inc.
(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. Michigan 3. 38-3370446
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 09/11/1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1 Auto Club Drive, Dearborn, MI 48126
(Principal office address)

1 Auto Club Drive, Dearborn, MI 48126
(Current mailing address)

FILED
06 MAY -5 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8. Management services and any lawful activity for which a business may be formed under
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) The Michigan Business Corporation Act.

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

Name: CT Corporation

Office Address: 1200 S. Pine Island Road

Plantation, Florida 33324
(City) (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.

Claudia L. Saari
(Registered agent's signature)

Claudia L. Saari
Secretary

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.

FILED

06 MAY -5 PM 1:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: (See Attached List of Directors and Officers)

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Charles H. Podowski

Address: 1 Auto Club Drive, Dearborn, MI 48126

Vice President: Ann F. Federici

Address: 1 Auto Club Drive, Dearborn, MI 48126

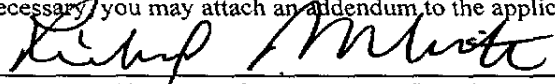
Secretary: Richard T. White

Address: 1 Auto Club Drive, Dearborn, MI 48126

Treasurer: J. Terry McElroy

Address: 1 Auto Club Drive, Dearborn, MI 48126

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

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

14. Richard T. White, Secretary
(Typed or printed name and capacity of person signing application)

AUTO CLUB SERVICES, INC.

Officers:

President & Chief Executive Officer

Charles H. Podowski
5185 Deer Run Circle
Orchard Lake, MI. 48323

President & Chief Operating Officer, Insurance

Steven D. Monahan
3678 Lakeshore Drive
Waterford, MI 48327

Sr. Vice President, Human Resources

Ann F. Federici
22699 Indianwood Drive
South Lyon, MI. 48178

Sr. Vice President, Corporate Business Control

Charles Mazzola
6514 Shagbark
Troy, MI. 48098

Sr. Vice President, Treasurer & Chief Financial Officer

J. Terry McElroy
18633 Fox Hollow Ct.
Northville, MI. 48167

Sr. Vice President, Field Operations

Steven R. Wagner
47181 Northumberland St.
Novi, MI 48374

Sr. Vice President, Secretary & General Counsel

Richard T. White
6091 North Creek Court
West Bloomfield, MI. 48322

President & Chief Operating Officer, AAA Michigan

Linda M. Woolwine
22502 Wessex
Farmington Hills, MI 48336

Regional President, Wisconsin

Steve JN. Bernth
3004 Rothmore Ln.
Fitchburg, WI 53711

Regional President, Nebraska/North Dakota

Mark E. Grieb
5618 S. 169 St.
Omaha, NE 68135

Regional President, Illinois/Indiana

Bradley A. Roeber
31015 Prairie Ridge Rd.
Green Oaks, IL 60048

Regional President, Minnesota/Iowa

Randal E. Williams
1189 Riverwalk Ct.
Pewaukee, WI 53072

Vice President

Steven W. Brown
3231 Beach Lake Drive E.
Milford, MI 48380

Vice President

Anudeep S. Chauhan
39834 Golfview Dr.
Northville, MI 48167

Vice President

William A. Cilluffo
36209 Trenton Ct
Farmington Hills, MI. 48335

Vice President

Dennis J. Clark
233 Dean Lane
Grosse Pointe Farms, MI 48236

Vice President

John D. Corwin
6355 Sauk Trail
Saline, MI. 48176

Vice President

Marke D. Dickinson
21860 Barclay Drive
Novi, MI. 48374

Vice President

Judith M. Feldmeier
15044 Kay Circle
Monroe, MI 48161

Vice President

Thomas J. Frymark
5421 Upland Trail
Middleton, WI 53562

Vice President

James Gouin
855 West Hills Drive
South Lyon, MI. 48178

Vice President

Gerald S. Gutowski
47385 Timberwood Dr.
Plymouth, MI. 48170

Vice President

Deborah R. Haas
622 Filmore
Canton, MI. 48188

Vice President

Lee J. Haller
46576 Red Oak Drive
Northville, MI 48168

Vice President

Kathryn B. Harrison
18430 Fairway Drive
Detroit, MI. 48221

Vice President

Lawrence R. Lange
17740 Fox Glen
Riverview, MI 48192

Vice President & CFO Insurance Operations

Sean Maloney
69 Willow Tree Place
Grosse Pointe Shores, MI. 48236

Vice President

Casey P. McDowell
44200 Deep Hollow Circle
Northville, MI 48168

Vice President

Therese M. Peace
5545 Leeds Ct.
Rochester Hills, MI. 48306

Vice President

Steve Ramsthal
18368 Clairmont Circle W.
Northville, MI. 48167

Vice President & Assistant Treasurer

G. Thomas Rochford, Jr.
44414 Aspen Ridge Drive
Northville, Mi. 48167

Vice President

William C. Sams
23505 Plumbrooke
Southfield, MI 48034

Vice President

Margaret A. Scheske
6406 Connaught Ct.
Canton, MI 48187

Vice President & Chief Marketing Officer

Betty M. Schick
9048 Gooding Drive
Saline, MI. 48176

Vice President

Justin E. Skelton
46648 Pinehurst Circle
Northville, MI 48167

Vice President & Chief Information Officer

Brent R. Stahlheber
17944 Ridgeview
Northville, MI. 48167

Vice President

Christine Bernhard Viegas
3100 Pine Lake Road
W. Bloomfield, MI. 48324

Vice President

Susan J.F. Ward
1712 Oak Avenue
Birmingham, MI. 48009

Vice President

Jason C. Ward
449 N. Evergreen
Plymouth, MI 48170

Vice President

Edward Zobeck
1786 Freemont
Troy, MI. 48098

Assistant Secretary

Gloria G. Freud
5186 Durnham
Waterford, MI 48327

Directors:

Michael J. Ahern
2159 Charlton Road
St. Paul MN 55118

Charles E. Allen
8162 E. Jefferson Avenue
Apt B 15
Detroit, MI. 48214

William P. Baer
920 Lakeshore Drive
Grosse Pointe Shores, MI. 48236

Chris M. Bauer
2545 N. Wahl Avenue Apt 1
Milwaukee, WI 53211

Anne L. Curley
155155 Red Fox Lane
Elm Grove, WI 53122

Valerie R. Daniels-Carter
1220 E. Donges Ct.
Bayside WI 53217

Walter E. Douglas
1189 Lone Pine Woods Drive
Bloomfield Hills, MI. 48302

Stephen E. Ewing
30520 Rosemond Drive
Franklin, MI. 48025

Rick Inatome
286 Bowline Drive
Naples, Fl 34103

Robert C. Johnston
6 Allen Bend Pointe,
Decatur, IL 62521

Amy S. McCombs
2530 Baker Street
San Francisco, CA 94123

FILED

06 MAY -5 PM 1:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

William O. McCormack
1305 Pinehurst Road
Marshall, MN 57258-2168

Curtis L. McCray, PhD
1213 Hedgerow Drive
Grayslake, IL 60030

Joan L. Mobley
73 East Elm Street
Suite 2B
Chicago, IL 60611-1004

Charles H. Podowski
5185 Deer Run Circle
Orchard Lake, MI. 48323

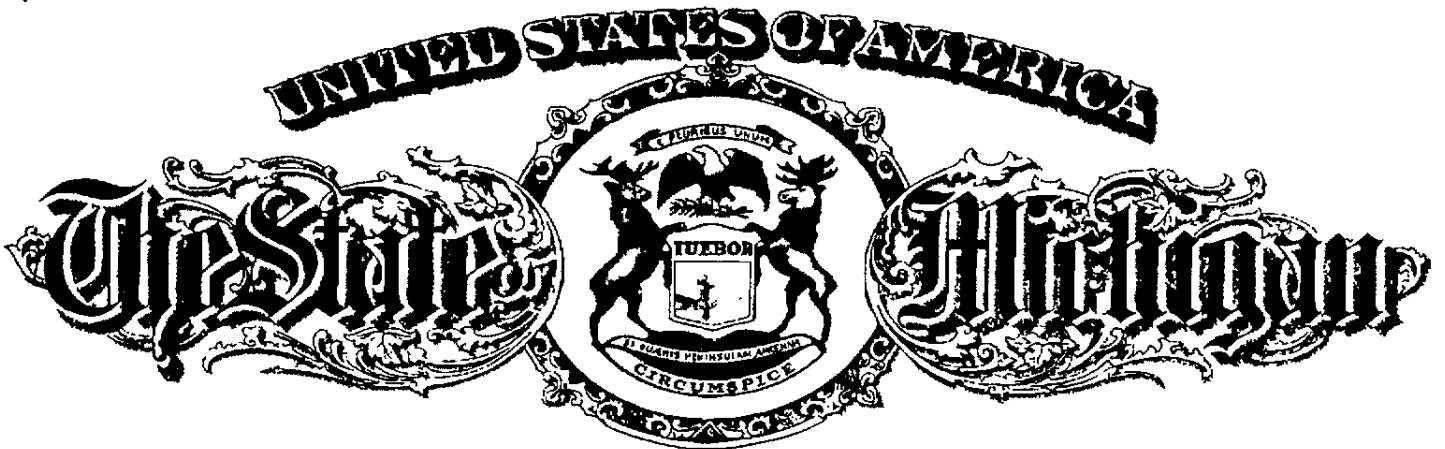
Hans Schuler
17321 17 Mile Road
Marshall, MI. 49068

William E. Shaw
3697 West Canal Street
Dixon, IL 61021

Robert F. Stubblefield
24601 Rainwood Road
Valley, NE 68064

Brian Vergin
2199 Benson Lane
Grand Rapids, MN 55744

Jamie T. Zanos
317 2nd St. SE
Mason City, IA 50401



Michigan Department of Labor & Economic Growth

Lansing, Michigan

This is to Certify That

AUTO CLUB SERVICES, INC.

was validly incorporated on September 11, 1997, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued pursuant to the provisions of 1972 PA 284, as amended, to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

FILED
06 MAY -5 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 18th day of April, 2006.

 , Director