

F0900003895

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

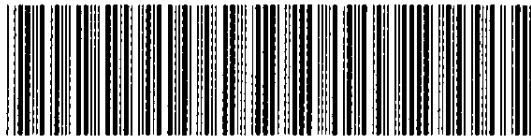
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900161071399

10/02/09--01001--015 **78.75

RECEIVED
09 OCT - 1 PM 3:56
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
09 OCT - 1 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EP 10/2/09

**DEPARTMENT OF STATE
FILING COVER SHEET**

Date: 9/29/09

Requestor Name: Carlton Fields

Address: Post Office Box 190
Tallahassee, Florida 32302

Telephone: (850) 224-1585

Contact Name: Kim Pullen (261)

Corporation Name: Harleysville Worcester
Insurance Company

Entity Number (if applicable): _____

Authorization: Kim Pullen

Certified Copy (1-9) Plain Copy UCC'S Certificate of Status
 Call When Ready Call if Problem Walk In

<input checked="" type="checkbox"/>	NEW FILINGS/OTHER FILINGS	<input checked="" type="checkbox"/>	AMENDMENTS/REGISTRATION/ QUALIFICATION
<input checked="" type="checkbox"/>	PROFIT		AMENDMENT
	NONPROFIT		RESIGNATION OF R.A., OFFICER/DIRECTOR
	LIMITED LIABILITY		CHANGE OF REGISTERED AGENT
	DOMESTICATION		DISSOLUTION/WITHDRAWAL
	OTHER		MERGER
	ANNUAL REPORT		FOREIGN CORPORATION
	FICTITIOUS NAME		LIMITED PARTNERSHIP
	NAME RESERVATION		REINSTATEMENT
			TRADEMARK
			OTHER

CF Internal Use Only
 Client: 44542 Matter: 40310

**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. Harleysville Worcester 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. Pennsylvania

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

3. 04-1989660

(FEI number, if applicable)

4. 12/28/2006

(Date of incorporation)

5. Perpetual

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

6. N/A

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

7. 355 Maple Avenue, Harleysville, PA 19438

(Principal office address)

355 Maple Avenue, Harleysville, PA 19438

(Current mailing address)

8. Conduct property & casualty insurance business

(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 NOT acceptable)

Name: Chief Financial Officer

Office Address: 200 East Gaines Street

Tallahassee

(City)

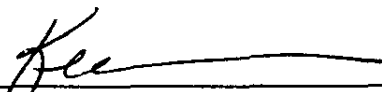
, Florida 32399

(Zip code)

****NOTE:** Kelly A. Cruz-Brown, Esquire located at 215 S. Monroe Street, Ste. 500, Tallahassee, FL 32301, is appointed as the person to whom process against the company may be forwarded to once served against the Chief Financial Officer.

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.

FILED
09 OCT - 1 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: See Addendum 1

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Addendum 1

Address: _____

Vice President: _____

Address: _____


Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. David W. Galloway
(Typed or printed name and capacity of person signing application)

FILED
OCT - 1 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Addendum 1 to Application by Foreign Corporation for Authorization to Transact Business in Florida

Harleysville Worcester Insurance Company

12.A. DIRECTORS

Michael L. Browne
Director
355 Maple Avenue
Harleysville, PA 19438

Arthur E. Chandler
Director
355 Maple Avenue
Harleysville, PA 19438

Mark R. Cummins
Director
355 Maple Avenue
Harleysville, PA 19438

David W. Galloway
Director
355 Maple Avenue
Harleysville, PA 19438

Robert A. Kauffman
Director
355 Maple Avenue
Harleysville, PA 19438

Theodore A. Majewski
Director
355 Maple Avenue
Harleysville, PA 19438

Dennis J. Otmaskin
Director
120 Front Street
Worcester, MA 01608

12.B. OFFICERS

Michael L. Browne
Chief Executive Officer
355 Maple Avenue
Harleysville, PA 19438

FILED
09 OCT -1 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dennis J. Otmaskin
President & COO
120 Front Street
Worcester, MA 01608

Mark R. Cummins
Treasurer
355 Maple Avenue
Harleysville, PA 19438

Robert A. Kauffman
Secretary
355 Maple Avenue
Harleysville, PA 19438

Allan R. Becker
Vice President & Chief Actuary
355 Maple Avenue
Harleysville, PA 19438

Geoffrey T. Bohanan
Vice President
120 Front Street
Worcester, MA 01608

David K. Bond
Vice President
355 Maple Avenue
Harleysville, PA 19438

Robert J. Lockwood
Vice President
355 Maple Avenue
Harleysville, PA 19438

Theodore A. Majewski
Vice President
355 Maple Avenue
Harleysville, PA 19438

00032252.xls

FILED
09 OCT -1 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

SEPTEMBER 23, 2009

FILED
09 OCT - 1 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

HARLEYSVILLE WORCESTER INSURANCE COMPANY

Is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Pedro A. Cortes

Secretary of the Commonwealth