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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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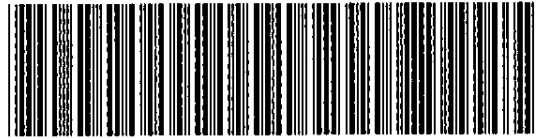
(Business Entity Name)

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VH

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: THE AUTO CLUB GROUP, INC
Name of Corporation -- must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", or "Certificate of Good Standing" and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

John Chamberlain
Name of Person

The Auto Club Group
Firm/Company

Office of General Counsel

1 Auto Club Drive
Address

Dearborn, MI 48126
City/State and Zip Code

galiggons@aaamichigan.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John A. Chamberlain at (313) 336 1050
Name of Person Area Code & Daytime Telephone Number

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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 NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. THE AUTO CLUB GROUP, INC
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. MICHIGAN 3. 38-3343818
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4/18/1997 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)

7. 1 AUTO CLUB DRIVE, DEARBORN, MICHIGAN 48126
(Principal office address)

1 AUTO CLUB DRIVE, DEARBORN, MICHIGAN 48126
(Current mailing address)

8. A Michigan non-profit membership organization
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

Name: RICHARD T. WHITE

Office Address: 1515 N. WESTSHORE BLVD

TAMPA, Florida 33601
(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.


(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.

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

A. DIRECTORS

Chairman: SEE ATTACHED LIST

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED LIST

Address: _____

Vice President: _____

Address: _____

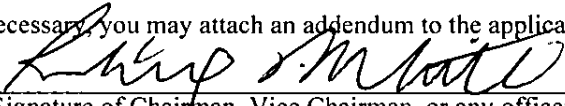
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. RICHARD T. WHITE - SECRETARY
(Typed or printed name and capacity of person signing application)

THE AUTO CLUB GROUP

Officers

Ann F. Federici
Senior VP & Chief Human Resources Officer
22699 Indianwood Drive
South Lyon, MI. 48178

Gloria G. Freud
Assistant Secretary
5186 Durnham
Waterford, MI 48327

Gerald S. Gutkowski
Senior V.P., ACG Automotive
47385 Timberwood Dr
Plymouth, MI. 48170

Charles Mazzola
Senior V.P. Corporate Business Control
859 Highland
Chelsea, MI 48118

J. Terry McElroy
Executive Vice President
18633 Fox Hollow Court
Northville, MI 48167

Robert A. McKee
Treasurer
2916 Cypress Ridge Dr
Palm Harbor, FL 34684

Sean H. Maloney
Senior Vice President,
69 Willow Tree Place
Grosse Pointe Shores, MI 48236

Stephen D. Monahan
President & CEO, MEEMIC
3678 Lakeshore Drive
Waterford, MI. 48329

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Bart E. Qualsett
CEO, AAA Bank Nebraska
2132 Phelps
Fremont, NE 68025

Charles H. Podowski
President & Chief Executive Officer
59 Pine Gate Drive
Bloomfield, MI 48304

Betty M. Schick
Senior V.P. & Chief Marketing Officer
9048 Gooding Drive
Saline, MI. 48176

Margaret A. Scheske
Assistant Treasurer
208 Cumberland Trail
Milford, MI 48381

Brent R. Stahlheber
Senior V.P. & Chief Information Officer
17944 Ridgeview
Northville, MI. 48167

John A. Tomlin
Chief Operating Officer
18008 Clear Lake Dr
Lutz, FL 33548

Steven R. Wagner
Sr. V.P., Field Operations
47181 Northumberland
Novi MI. 48374

Richard T. White
Sr. V.P., Secretary & General Counsel
6091 North Creek Court
West Bloomfield, MI. 48322

(effective 10/1/11)

THE AUTO CLUB GROUP

Directors:

Charles E. Allen
8162 E. Jefferson Avenue
Apt B 15
Detroit, MI. 48207

William P. Baer
920 Lakeshore Drive
Grosse Pointe Shores, MI. 48236-1267

Chris M. Bauer
2545 N. Wahl Avenue Apt 1
Milwaukee, WI 53211-3825

William H. Bodenhamer, Jr.
3840 NE 31st Ave
Lighthouse Point, FL 33064

Carole L. Brown
270 E. Pearson
Unit 16 PHE
Chicago, IL 60611

Valerie R. Daniels-Carter
1220 E. Donges Ct.
Bayside WI 53217-1414

Clesteen Abraham Clark
50 Laurel Drive
Battle Creek, MI 49017

Stephen E. Ewing – Vice Chair
30520 Rosemond Drive
Franklin, MI. 48025-1473

Thomas H. Gregory
4201 8th St N
St Petersburg, FL 33703

Thomas M. Hudson, Jr.
5200 Stanford Dr
Nashville, FL 37215

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Rick Inatome
4101 Gulfshore Blvd N.
Unit 19-S
Naples, FL 34103

Alfred C. Kraye, Jr.
656 19th Ave NE
St Petersburg, FL 37215

Steven J. Martin
155 Westchester Dr
Smyrna, GA 30082

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

Edwards E. McReynolds
1010 N. Division
Oviedo, FL 32765

Andre Morisset
2397 Maritain
Quebec City, Quebec CA G1T 1N6

Thomas E. O'Brien
230 Slickrock Rd
Burnsville, NC 28714

Harry M. Piper
100 Beach Dr NE
#602
St Petersburg, FL 33701

Charles H. Podowski
59 Pine Gate Drive
Bloomfield, MI 48304

Spurgeon G. Richardson
1671 Brookhaven Close
Atlanta, GA 30319

Catherine L. Ross
6963 Kiva Way
Gulf Shores, AL 36542

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Robert R. Sharp – Chair
16602 Jardinera de Avila
Tampa, FL 33613

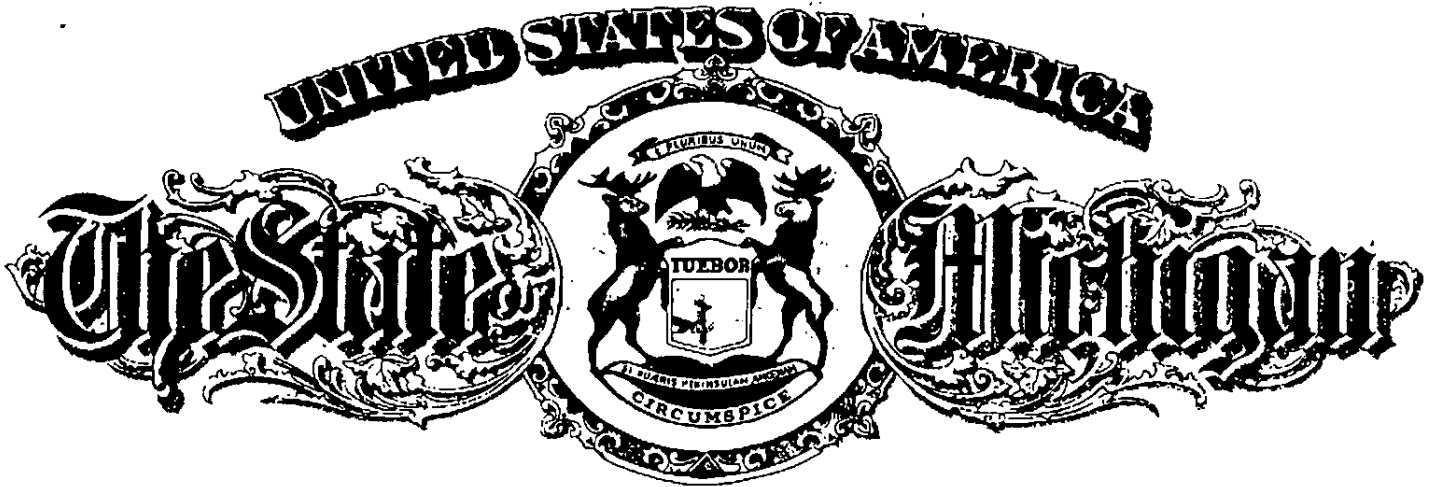
William E. Shaw
3697 West Canal Street
Dixon, IL 61021-9404

Brian Vergin
2199 Benson Lane
Grand Rapids, MN 55744-4186

Jamie T. Zanos
317 2nd St. SE
Mason City, IA 50401-3925

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Department of Licensing and Regulatory Affairs
Lansing, Michigan

This is to Certify That

THE AUTO CLUB GROUP

was validly incorporated on April 18, 1997, as a Michigan nonprofit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued pursuant to the provisions of 1982 PA 162, 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 conduct affairs in Michigan 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.

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LANSING, MICHIGAN

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 6th day of February, 2012.

 Director

Bureau of Commercial Services