

808487

(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:

Called Mr. Leon 4/20/07  
chs name + juv.

Karen

Office Use Only



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04/05/07--01048--008 \*\*35.00

*Amund/dc*

FILED  
07 APR 19 AM 10:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Roberts APR 20 2007



CORPORATE HEADQUARTERS

518 East Broad Street  
Columbus, Ohio 43215  
<http://www.stateauto.com>

Indianapolis Regional Office • 2955 N. Meridian Street • P.O. Box 1980 • Indianapolis, IN 46206-1980  
Phone (317) 931-7000 • Fax: (317) 925-5902

April 17, 2007

Tina Roberts  
Document Specialist  
Florida Department of State  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: State Auto Property & Casualty Insurance Company

Dear Ms. Roberts:

I have received your letter of April 9, 2007 requesting a document dated within 90 days of delivery. I called you about this and pursuant to our conversation I believe you may have been looking at the wrong date on the certification by Iowa for the Articles of Incorporation. Please review the enclosed documents again and I think you will see the date of the certification is March 29, 2007. This certification is actually on the backside of the next to last page of the Articles document that I submitted. The date the company was redomesticated to Iowa was November 14, 2006 which is the date I think you noticed and thought was too old. You agreed with this assessment when we talked on the phone and asked that I resubmit the document.

If you still have questions, please give me a call at 317-931-7399.

Sincerely,

A handwritten signature in dark ink, appearing to read 'Leon M. Neddo, Jr.', written in a cursive style.

Leon M. Neddo, Jr.  
Associate General Counsel



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 9, 2007

LEON M. NEDDO, JR.  
STATE AUTO INSURANCE COMPANIES  
2955 N. MERIDIAN ST  
INDIANAPOLIS, IN 46250

SUBJECT: STATE AUTO PROPERTY AND CASUALTY INSURANCE  
COMPANY  
Ref. Number: 808487

We have received your document for STATE AUTO PROPERTY AND CASUALTY INSURANCE COMPANY and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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) 245-6892.

Tina Roberts  
Document Specialist

Letter Number: 707A00023893

NOTED FOR FILING  
APR 10 2007  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
32314

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** State Auto Property & Casualty Insurance Company  
(Name of Corporation)

**DOCUMENT NUMBER:** 808487

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Leon M. Neddo, Jr.

(Name of Contact Person)

State Auto Insurance Companies

(Firm/Company)

2955 N. Meridian Street

(Address)

Indianapolis, IN 46250

(City/State and Zip Code)

For further information concerning this matter, please call:

Leon M. Neddo, Jr.

(Name of Contact Person)

at ( 317 ) 931-7399

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &  
Certificate of Status



\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)



\$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**

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

**Street Address:**

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

**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)**

808487

(Document number of corporation (if known))

1. State Auto Property and Casualty Insurance Company

(Name of corporation as it appears on the records of the Department of State)

2. South Carolina

(Incorporated under laws of)

3. March 5, 1951

(Date authorized to do business in Florida)

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DEPARTMENT OF STATE  
TALLAHASSEE, 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? November 14, 2006

5. State Auto Property & Casualty 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)

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

6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Iowa

(New jurisdiction)



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Susan Bowron-White

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

336406

Exhibit A

515735 ART110 \$50.00 DJC 2 17506

STATE

CS 1107 14 PM 3:

ARTICLES OF INCORPORATION OF  
STATE AUTO PROPERTY AND CASUALTY INSURANCE COMPANY  
(An Existing South Carolina Corporation Redomesticating to Iowa)  
PURSUANT TO THE PROVISIONS OF THE IOWA CODE  
(Iowa Code §§ 515.99 and 490.902)

State Auto Property <sup>INC</sup> Casualty Insurance Company, a corporation currently domiciled under the laws of the State of South Carolina, for the purpose of continuing its existence, without interruption, as a corporation organized under the laws of the State of Iowa, does hereby elect, pursuant to the laws of the State of Iowa, (Iowa Code §§ 515.99 and 490.902), to become redomesticated as an Iowa corporation. Upon the taking of effect of these Articles of Incorporation, State Auto Property & Casualty Insurance Company shall be and continue to be possessed of all privileges, franchises, and powers to the same extent as if it had been, at all times during its corporate existence, incorporated under the laws of the State of Iowa; and all privileges, franchises, and powers belonging to said Corporation, and all property, real, personal and mixed, and all debts due on whatever account, all certificates of authority, agent appointments, outstanding insurance policies, capital structure, and all choses in action, shall be and the same are hereby ratified, approved, confirmed and assured to State Auto Property & Casualty Insurance Company, with like effect and to all intents and purposes as if it had been, at all times during its corporate existence, incorporated under the laws of the State of Iowa. Without limitation of the foregoing, State Auto Property & Casualty Insurance Company shall be given recognition as a domestic insurance company of the State of Iowa for all purposes, from the date of its initial incorporation of January 25, 1950 in its original domiciliary state.

For the purpose of setting forth its Articles as an Iowa corporation, State Auto Property & Casualty Insurance Company hereby adopts the following Articles of Incorporation.

1. Name. The name of the corporation shall be State Auto Property & Casualty Insurance Company.
2. Location. The street address of the corporation's registered office and principle place of business shall be 1300 Woodland Avenue, West Des Moines, Polk County, Iowa 50265, and the name of the registered agent located at that address is Lester Brue.
3. Purpose. The Company is formed for the purpose of conducting the business of and acting as, an insurance company with the power to write such kinds of insurance and reinsurance as is comprised under Section 515.48 of the Iowa Code, as now in force or hereafter amended. The Company shall have the power to do all acts and things necessary, convenient or expedient to carry out the purposes for which it was formed.

5

4. Period of Duration. The period of duration of the corporation is perpetual.

5. Corporate Powers. The corporation shall assume all of the rights, powers and privileges now or hereafter granted to such corporate bodies, under and by virtue of the laws of the State of Iowa. The corporate powers shall be exercised by the duly constituted Board of Directors in accordance with the Articles and Bylaws of the corporation and the laws of the State of Iowa.

6. Board of Directors. The Board of Directors of the corporation shall consist of the nine (9) persons named below who are presently serving as Directors of the corporation and who shall continue to serve as Directors of the corporation until the next annual meeting of shareholders of the corporation or until their successors are duly elected and qualified.

The nine (9) current Directors of the Corporation are:

1. David J. D'Antoni
2. Paul W. Huesman
3. John R. Lowther
4. David R. Meuse
5. Robert P. Restrepo, Jr.
6. S. Elaine Roberts
7. Richard K. Smith
8. Alexander B. Trevor
9. Paul S. Williams

The post office address for each Director is:

518 East Broad Street  
Columbus, Ohio 43215

7. Shares. The maximum number of shares which the corporation is authorized to have outstanding is 550,000, all of which shall be shares of voting common stock, with a par value of \$20.00 per share.

8. Limitation of Liability. The private property of the stockholders, officers and directors of the Corporation shall be exempt from and not be subject to the payment of corporate debt and liabilities to any extent whatsoever. This Article shall not be amended or repealed without the unanimous consent of the stockholders of the corporation in writing.

9. Indemnification and Liability.

Section 1. The corporation shall indemnify, to the fullest extent not prohibited by Iowa law, any person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer or employee of the corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee or member of any other corporation, or any partnership, joint venture, trust, committee or other enterprise or organization. The indemnification provided by this paragraph 9 shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under the Articles of Incorporation or Bylaws, or any agreement, vote of shareholders or disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, trustee, officer, employee or member and shall inure to the benefit of the heirs and personal representatives of such a person.

Section 2. A director of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability for (i) the amount of a financial benefit received by a director to which the director is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of Iowa Code §490.833; or (iv) an intentional violation of criminal law.

IN WITNESS WHEREOF, the undersigned Assistant Secretary has hereunto subscribed her name this 18 day of August, 2006.

  
Susan Bowron-White



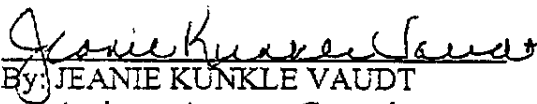
## COMMISSION CERTIFICATE OF APPROVAL

Pursuant to the relevant provisions of the Iowa Code, the undersigned approve the Articles of Incorporation of **State Auto Property & Casualty Insurance Company** (effective November 14, 2006).

SUSAN E. VOSS  
Iowa Insurance Commissioner

THOMAS J. MILLER  
Iowa Attorney General

  
By: JAMES N. ARMSTRONG  
Deputy Insurance Commissioner

  
By: JEANIE KUNKLE VAUDT  
Assistant Attorney General

Date: 11/14/06

Date: 11/14/06

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SECRETARY OF STATE

11-14-06

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W506372



State of Indiana     )  
                                  )ss  
County of Marion    )

Susan Bowron-White, Assistant Secretary of the corporation being personally known to me, and having been duly sworn according to law, does hereby affirm that she executed the aforesaid Articles of Incorporation of State Auto Property & Casualty Insurance Company as her free act and deed.

Sworn to and subscribed before me this 18<sup>th</sup> day of August, 2006.

*Cynthia G. Grider*  
NOTARY PUBLIC

CYNTHIA G. GRIDER, Notary Public  
Marion County, State of Indiana  
My Commission Expires February 19, 2014



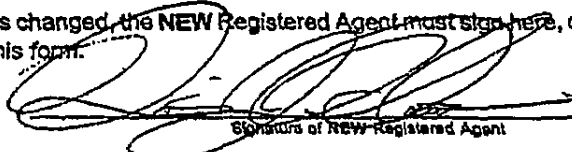
**MICHAEL A. MAURO**  
Secretary of State  
State of Iowa

**STATEMENT OF CHANGE  
OF REGISTERED OFFICE  
336406 AND/OR  
REGISTERED AGENT**

Pursuant to Iowa law, the undersigned submits this Statement to change the business entity's registered office and/or registered agent in Iowa. Read the **INSTRUCTIONS** on the back of this form before completing the information and signing below.

1. The **NAME** of the business entity is: State Auto Property & Casualty Insurance Company
2. The **street address** of the **CURRENT** registered **OFFICE** as indicated on the Secretary of State's records is:  
1300 Woodland Avenue West Des Moines IA 50265  
street city state zip
3. The **street address** of the **NEW** registered **OFFICE** is:  
1300 Woodland Avenue West Des Moines IA 50265  
street city state zip
4. The **name** of the **CURRENT** registered **AGENT** as indicated on the Secretary of State's records is:  
Lester Brue  
(If more than one AGENT is registered, indicate which one is being replaced.)
5. The **name** of the **NEW** registered **AGENT** is: Brian J. Blauw

6. If the **REGISTERED AGENT** has changed, the **NEW** Registered Agent must sign here, consenting to their appointment, or attach their written consent to this form.

  
Signature of New Registered Agent

Complete **ONLY** if the Registered Agent changes.

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SECRETARY OF STATE

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7. If the **REGISTERED AGENT** changes the **street address** of their business office on this form, the **AGENT** must sign here indicating that **NOTICE** of the change has been given to the business entity.

Complete **ONLY** if the Registered Agent changes the **street address** of their business office.

8. After any/all change(s) are made, the **street address** of the registered office and the **street address** of the business office of the registered agent will be identical.

9. Signature by authorized\* representative:  Date: 2/22/07

**PRINT** Name and Title: Robert P. Restrepo, Jr. Chairman (614) 917-5478

Name and Title

Chief Executive Officer

Telephone Number