

848922

MIC GENERAL INSURANCE CORPORATION

3044 West Grand Boulevard, Room Annex 311

Mail Code 482 103 311

Detroit, Michigan 48202

Phone No. (313) 556-1091

February 14, 1997

FILED
97 APR 14 PM 3:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Dear Ladies or Gentlemen:

Re: MIC General Insurance Corporation - Redomestication

700002144637--
-04/16/97--01027--026
*****35.00

This is to inform you that MIC General Insurance Corporation, a property and casualty insurance company, has redomesticated from the state of Indiana to the state of Michigan, effective December 31, 1996.

If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

Cathy L. Quenneville

Cathy L. Quenneville
Assistant Secretary

700002144637--5
-04/16/97--01027--026
*****35.00 *****35.00

*Amend
(Redomestication)*

VS APR 15 1997.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 28, 1997

CATHY L. QUENNEVILLE
MIC GENERAL INSURANCE CORPORATION
3044 W. GRAND BLVD., ROOM ANNEX 311
DETROIT, MI 48202

SUBJECT: MIC GENERAL INSURANCE CORPORATION
Ref. Number: 848922

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application in this office within 30 days after the occurrence of any such change. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of \$35.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 197A00010455

MIC GENERAL INSURANCE CORPORATION

3044 West Grand Boulevard, Mail Code 482-103-301
Detroit, Michigan 48202

EXECUTIVE OFFICES

March 19, 1997

Ms. Velma Shepard
Corporate Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: MIC General Insurance Corporation (Ref. No. 848922),
Letter No. 197A00010455

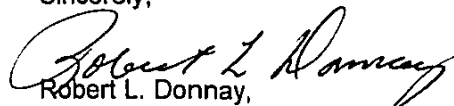
Dear Ms. Shepard,

Pursuant to your recent request for additional information regarding the redomestication of MIC General Insurance Corporation ("MIC General") from Indiana to Michigan, please find the following items enclosed:

1. Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida;
2. Certificate of Compliance, certified by the Michigan Insurance Bureau; and
3. \$35 Filing Fee.

If you have any further questions or if I can be of further assistance, please contact me at (313) 556-2047.

Sincerely,


Robert L. Donnay,
Assistant Secretary

MIC GENERAL INSURANCE CORPORATION

3044 West Grand Boulevard, Mail Code 482-103-301
Detroit, Michigan 48202

EXECUTIVE OFFICES

April 10, 1997

Ms. Velma Shepard
Corporate Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

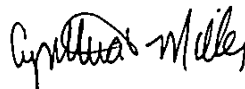
Re: MIC General Insurance Corporation (Ref. No. 848922),
Letter No. 197A00010455

Dear Ms. Shepard,

Pursuant to your conversation with Cathy Quenneville on March 27, 1997, enclosed please find the Order Approving Redomestication certified by the Michigan Insurance Bureau that you requested.

If you have any questions or need further information please feel free to contact me at the above address or by telephone at (313)558-1572.

Sincerely,



Cynthia Miller
Industry Relations

Rec'd 4/14
Das

SECTION I
(1-3 MUST BE COMPLETED)

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SECRETARY 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? N/A

5. _____
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

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

N/A
New Duration

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

Michigan
New Jurisdiction

Signature

3/7/97
Date

W. B. No 11
Typed or printed name

President
Title

STATE OF MICHIGAN

DEPARTMENT OF CONSUMER & INDUSTRY SERVICES

INSURANCE BUREAU

Before the Commissioner of Insurance

Date:
3-3-97

Kathleen Parsons

In the matter of the proposed redomestication
of MIC General Insurance Corporation from
Indiana to Michigan /

No. 96-252-M

Issued and Entered
this 20th day of December, 1996
by D. Joseph Olson
Commissioner of Insurance

ORDER APPROVING REDOMESTICATION

I

BACKGROUND

MIC General Insurance Corporation ("MIC General"), a stock Indiana property and casualty insurer, has applied to the Michigan Commissioner of Insurance ("Commissioner") to redomesticate to Michigan pursuant to the provisions of MCL 500.412 *et seq.* MIC General's application to redomesticate was filed on September 30, 1996, and supplemented by letters dated October 25, November 21, and December 12 and 17, 1996.

MIC General is wholly-owned by Motors Insurance Corporation ("MIC"). Another member of the MIC group, MIC Property and Casualty Insurance Corporation is a Michigan domiciled insurer. MIC is a wholly-owned subsidiary of General Motors Acceptance Corporation, whose ultimate parent is General Motors Corporation.

MIC General indicates that (1) the majority of its business is in Michigan, where it is deemed commercially domiciled, and (2) it seeks to simplify its corporate structure by reducing the number of states in which it maintains corporate domiciles, allowing it to focus regulatory compliance activities and reduce attendant costs.

II

ISSUE

At issue in this matter is whether or not the statutory requirements have been met such that, pursuant to the provisions of MCL 500.412, the Commissioner shall approve the proposed redomestication.

III

ANALYSIS

MCL 500.412 reads as follows:

(1) An insurer organized under the laws of any other state and admitted to do business in this state for the purpose of writing insurance may become a domestic insurer by complying with all of the requirements of law relative to the organization and licensing of a domestic insurer of the same type and by designating its principal place of business at a place in this state.

(2) An insurer who complies with subsection (1) shall be entitled to domestic insurer certificates and licenses to transact business in this state and shall be subject to the authority and jurisdiction of this state.

MCL 500.5256 (1) reads in pertinent part:

Except as provided in subsection (5), each domestic insurer shall keep all of its original books, records, and files, or true copies thereof, at its home office or principal place of doing business in this state ...

MCL 500.5256 (3) reads in pertinent part:

Removal of all or a material part of the records of a domestic insurer from this state, except pursuant to a plan or merger or consolidation approved by the commissioner under this code or for such reasonable purposes and periods of time as may be approved in writing by the commissioner, is prohibited. ...

The Commissioner must determine if the applicant insurer is in fact organized under the laws of any other state and admitted to do the business of insurance in this state. Given the determination of organization in any other state, it is implicit that the regulatory authority of the applicant insurer in that other state shall have approved, or intend to approve, the redomestication to Michigan.

The determination of compliance with all of the requirements of law relative to the organization and licensing of a domestic insurer of the same type includes at least the following:

1. The Articles of Redomestication and Amended and Restated Articles of Incorporation, to the extent applicable, shall comply with the provisions of MCL 500.5000 et seq. and be approved by the Michigan Attorney General and the Commissioner.
2. The Bylaws, to the extent applicable, shall comply with the provisions of MCL 500.5200 et seq.
3. The applicant shall meet the capitalization requirements of MCL 500.410.
4. The applicant shall meet the deposit requirements of MCL 500.411 and 912.
5. The applicant shall meet the qualifying assets requirements of MCL 500.901.
6. The applicant, to the extent applicable, shall meet the physical presence, record keeping, and trust requirements of MCL 500.5256.
7. At least 1 of the directors of an insurer organized under the laws of Michigan must be a resident of the state of Michigan pursuant to the provisions of MCL 500.5238.
8. The applicant must have designated its principal place of business at a place in this state, pursuant to the provisions of MCL 500.412(1).

Staff has reviewed all submitted documents and information, and existing Bureau records that relate to this matter. Staff recommends the Commissioner approve the redomestication.

IV

FINDINGS OF FACT AND CONCLUSIONS OF LAW

Based upon the foregoing considerations and the record in this matter, it is FOUND and CONCLUDED that:

1. MIC General has requested approval of its redomestication from Indiana to Michigan.
2. MIC General is an Indiana stock property and casualty insurer, admitted to transact property, casualty and surety insurance business in Michigan.

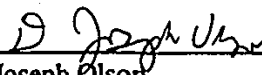
3. The Articles of Redomestication and Amended and Restated Articles of Incorporation of MIC General comply with the provisions of MCL 500.5000 *et seq.*, and have been approved by the Michigan Attorney General and the Commissioner.
4. The Bylaws, as amended for the redomestication, comply with the provisions of MCL 500.5200 *et seq.*
5. MIC General meets the capitalization requirements of MCL 500.410.
6. MIC General has made a statutory policyholders deposit in Michigan that meets the requirements of MCL 500.411 and 912.
7. MIC General meets the qualifying assets requirements of MCL 500.912.
8. MIC General states in its application for redomestication that its administrative offices and principal place of business are located at 3044 West Grand Blvd., Detroit, MI 48202, pursuant to the provisions of MCL 500.412(1).
9. MIC General has at least one director that is a resident of Michigan in compliance with MCL 500.5238.
10. MIC General states in its application that its books and records are located at 3044 West Grand Blvd., Detroit, MI 48202.

V

ORDER

Therefore, it is ORDERED that:

1. The redomestication of MIC General from Indiana to Michigan is approved, effective at the commencement of business on December 31, 1996, contingent on the approval of the redomestication by Indiana.


D. Joseph Olson
Commissioner of Insurance