

F02000004395

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ASSOCIATION & SOCIETY INSURANCE CORPORATION (ASI)
(Name of corporation - must include suffix)

500006159845--9
-07/02/02--01055--001
*****78.75 *****78.75

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:

Sherri Thomas - License Administrator
(Name of Person)

ASSOCIATION & SOCIETY INSURANCE CORPORATION
(Firm/Company)

656 QUINCE ORCHARD ROAD SUITE #620
(Address)

GAITHERSBURG, MD 20878-1409
(City/State and Zip code)

FILED
02 JUN 27 PM 5:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Sherri Thomas at (301) 816-0045 x104
(Name of Person) (Area Code & Daytime Telephone Number)

(13)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

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

THIRD
PARTY
ADMINISTRATOR

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



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 3, 2002

SHERRI THOMAS - LICENSE ADMINISTRATOR
ASSOCIATION & SOCIETY INSURANCE CORP.
656 QUINCE ORCHARD ROAD, SUITE 620
GAITHERSBURG, MD 20878-1409

SUBJECT: ASSOCIATION & SOCIETY INSURANCE CORPORATION
Ref. Number: W02000019344

FILED
02 AUG 27 PM 5:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for ASSOCIATION & SOCIETY INSURANCE CORPORATION and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Please note that we have RETAINED your \$78.75 payment.

Also, as discussed, we need to settle the issue of whether the Florida Insurance Commissioner will act as the Registered Agent, and whether you will need to sent us a certificate from the Department of Assessments and Taxation.

And if the corporation has transacting business in Florida since 1984, then penalty fees will be owed.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$20,136.25.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 602A00042031

KATZ, KUTTER, ALDERMAN, BRYANT & YON, P.A.
106 EAST COLLEGE AVENUE
SUITE 1200
HIGHPOINT CENTER
TALLAHASSEE, FLORIDA 32301

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE INFORMATION CONTAINED IN THIS FAX TRANSMISSION IS ATTORNEY
COMMUNICATION AND PRIVILEGED. IT IS INTENDED ONLY FOR THE USE OF
THE ADDRESSEE. IF YOU RECEIVED THIS COMMUNICATION AND ARE NOT THE
INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT THE COPYING OR
DISTRIBUTION OF THIS COMMUNICATION IS PROHIBITED. IF YOU RECEIVED
THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELE-

Date: August 22, 2002 From: Nancy M. Burke, Esq.

Client/Matter Number:

SENT TO: 4643.12587

Gerard Thomas York, Esq.
Department of State
The Capitol

Phone (850) 245-6514
Fax (850) 245-6127

COMMENTS:

Please see attached. Again, thank you. Nancy Burke

WE ARE TRANSMITTING 8 PAGES INCLUDING THIS COVER SHEET. IF YOU
DO NOT RECEIVE ALL THE PAGES IN LEGIBLE FORM, CALL (850) 224-9634,
EXTENSION 635 AS SOON AS POSSIBLE.
THIS FAX WAS SENT BY: Nancy Burke

FAX-FRM

KATZ, KUTTER, ALDERMAN, BRYANT & YON

PROFESSIONAL ASSOCIATION

ATTORNEYS AND COUNSELORS AT LAW

www.katzlaw.com

Orlando Office

Suite 900
111 North Orange Avenue
ORLANDO, FL 32801
(407) 641-7100
fax (407) 648-0660

Tallahassee Office

12th Floor
106 East College Avenue
TALLAHASSEE, FL 32301
(850) 224-9634
fax (850) 222-0103

Miami Office

Suite 409
2999 NE 191st Street
AVENTURA, FL 33180
(305) 932-0998
fax (305) 932-0872

Washington, DC Office

Suite 750
801 Pennsylvania Avenue, NW
WASHINGTON, DC 20006
(202) 393-6222
fax (202) 393-5959

Reply to: Tallahassee Office

August 22, 2002

Via Facsimile

Gerard Thomas York, Esq.
Attorney for the Department of State
The Capitol
Tallahassee, Florida 32399
(850) 245-6127

Re: Association & Society Insurance Corporation

Dear Mr. York:

This firm represents Association & Society Insurance Corporation ("ASI"). As we just discussed, ASI has been licensed as a third party administrator in Florida since 1984. ASI administers claims on out-of-state group policies issued by a Connecticut insurance company.

Upon filing its annual report with the Department of Insurance, ASI was notified that it did not have a Certificate of Authority to transact business as a foreign corporation in its file. ASI applied for the Certificate of Authority and inadvertently stated that it had been "transacting business" in Florida since 1984. Thus, ASI received a letter from the Division of Corporations indicating that it owed over \$20,000 in fees and penalties.

In fact, the contacts between ASI and Florida are minimal, and, in absence of the Department of Insurance's requirement, ASI would, in all likelihood, not be required to register as a foreign corporation. Thus, you have agreed to put a memorandum in this corporation's file indicating that number 6 of the application should be changed to say "upon qualification", that the Certificate of Authority may be issued, and that the fees and penalties (other than the \$78.75 filing fee on file with the Division of Corporations) should not be assessed.

02 AUG 27 PM 5:03
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KATZ, KUTTER, ALDERMAN, BRYANT & YON, P.A.

Gerard Thomas York, Esq.

August 22, 2002

Page 2

I thank you so much for your assistance with this. Please let me know if you need anything else from me or have any questions.

Sincerely,



Nancy M. Burke, Esq.

Enclosures

cc: Ms. Sherri Thomas

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02 AUG 27 PM 5:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG-20-02 10:12 FROM-



THE TREASURER OF THE STATE OF FLORIDA
DEPARTMENT OF INSURANCE

Tom Gallagher

June 21, 2002

FILED
02 AUG 27 PM 5:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Morton Perloth, President/Treasurer
Association & Society Insurance Corporation
656 Quince Orchard Road, Suite 620
Gaithersburg, MD 20878-1409

Re: Association & Society Insurance Corporation, #91574
2001 Annual Report Deficiencies

Dear Mr. Perloth:

The Department has completed a preliminary review of Association & Society Insurance Corporation's (hereinafter "ASI") Annual Report for the period ending December 31, 2001. The following areas require additional information and/or explanation:

1) Pages 8 through 11 were not completed correctly. When classifying items on these pages, the classifications cannot be changed. If an item does not meet a specific description, such as page 8, line 23 for example, the item should be included in the category of "other." Please review these pages and submit revised pages that do not deviate from the Department's format and classification categories.

2) A review of the Secretary of State's Division of Corporations database found that ASI does not appear to be registered with the State of Florida. Section 626.891, Florida Statutes (hereinafter FS), provides that the Department may suspend the certificate of authority or an administrator if it finds that the administrator at any time fails to meet any qualification for which issuance of the certificate could have been refused. The application for an administrator requires the entity submit a Certificate of Status from the Florida Secretary of State. You will need to submit evidence that ASI is in compliance with this requirement. For further information on registration requirements, you may consult www.dos.state.fl.us.

3) The Department does not have copies of the agreements between ASI and the insurers for which services are provided for Florida residents. Please provide copies of the insurer agreements between ASI and the entities listed on page 13.

TREASURER • INSURANCE COMMISSIONER • FIRE MARSHAL

JAN H. HAMILTON • INSURANCE EXAMINER II • INSURER SERVICES/SPECIALTY INSURERS/WARRANTY & FINANCIAL SERVICES
200 EAST GAINES STREET • TALLAHASSEE, FLORIDA 32399-0331 • (850) 413-2435 • FAX (850) 488-0313

Affirmative Action / Equal Opportunity Employer

AUG-20-02 10:13 FROM-

Morton Perlroth, President/Treasurer
Association & Society Insurance Corporation
June 21, 2002 - Page 2 of 2

4) Page 7, line 17 asks for the total amount of funds handled by the administrator for the funds or plans referred to in line 15. ASI listed total funds of \$3,289,026. However, page 13 lists a total of \$3,289,026 in premiums handled and \$3,324,681 in claims handled for a total of \$6,613,707. Please explain this discrepancy.

5) Enclosed is a copy of Informational Bulletin 01-002. This Informational Bulletin has been issued in response to President Bush's Executive Order effective September 24, 1001. The Executive Order is in response to the terrorist attacks committed in New York, Pennsylvania and the Pentagon on September 11, 2001.

As a licensee in this state, please note your obligations under the Executive Order. This obligation is ongoing. In addition to the names listed on the Annex, the Treasury Department has identified a significant number of additional individuals and entities. Enclosed for your information is a listing of all individuals and entities identified by the Office of Foreign Assets Control as of December 20, 2001. You should periodically access the website for the United States Department of Treasury, Office of Foreign Assets Control, www.treas.gov/ofac, for the latest list of individuals and entities subject to the Executive Order. Any entity found to be in violation of this Executive Order may be subject to sanction. Enclosed is a terrorist affidavit. You will need to have the form signed and notarized and return to the Department.

Your response and documentation should be submitted to my attention at the address at the bottom of the first page on or before July 7, 2002. If you have any questions, please contact me at 850-413-2436 or hamiltonj@doj.state.fl.us.

Sincerely,



Jan H. Hamilton

Enc.

02 AUG 27 PM 5:03
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Department of State

Memorandum

Office of the General Counsel

FILED
02 AUG 27 PM 5:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: File

FROM: Gerard York, Assistant General Counsel 

DATE: August 22, 2002

RE: Association & Society Insurance Corporation

Based on my review of the file and the information received from the corporation, it is my recommendation that this file be closed. Corporation erroneously represented on its July 2, 2002 application it had transacted business in Florida since February 1984, notwithstanding the fact its activities do not come within the definition of "transacting business" under section 607.1501, Florida Statutes. Accordingly, no penalties or past annual report fees are due. Corporation wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended that upon completion of the application the corporation be issued a certificate of authority.

/gtv

**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

02 AUG 27 1984
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. ASSOCIATION & SOCIETY INSURANCE CORPORATION

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "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.)

2. MARYLAND

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

3. 52-1046016

(FEI number, if applicable)

4. December 16, 1975

(Date of incorporation)

5. Perpetual

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

6. Tenative Feb. 1984

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 656 QUINCE ORCHARD ROAD SUITE #620, GAITHERSBURG, MARYLAND 20878-1409

(Principal office address)

SAME AS ABOVE

(Current mailing address)

8. Selling Insurance

(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 or Mail Drop Box **NOT** acceptable)

Name: Nancy M. Burke

Office Address: 106 East College Ave., 12th floor

Tallahassee, FL 32301

(City)

, Florida

(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.

(see attached)

(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.

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

A. DIRECTORS

Chairman: _____
Address: _____

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

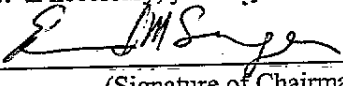
Director: _____
Address: _____

02 AUG 27 PM 5:03
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President: MORTON PERLROTH
Address: 656 QUINCE ORCHARD ROAD SUITE #620
GAITHERSBURG, MD 20878-1409
Vice President: EDWARD M. SINGER
Address: 656 QUINCE ORCHARD RD Suite #620
GAITHERSBURG, MD 20878-1409
Secretary: Edward M. Singer
Address: same as above
Treasurer: Morton Perlroth
Address: same as above

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. Edward M. Singer, Executive V. President
(Typed or printed name and capacity of person signing application)

KATZ, KUTTER, ALDERMAN, BRYANT & YON

PROFESSIONAL ASSOCIATION

ATTORNEYS AND COUNSELORS AT LAW

www.katzlaw.com

Orlando Office

Suite 900
111 North Orange Avenue
ORLANDO, FL 32801
(407) 841-7100
fax (407) 648-0660

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12th Floor
106 East College Avenue
TALLAHASSEE, FL 32301
(850) 224-9634
fax (850) 222-0103

Miami Office

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2999 NE 191st Street
AVENTURA, FL 33180
(305) 932-0996
fax (305) 932-0972

Washington, DC Office

Suite 750
801 Pennsylvania Avenue, NW
WASHINGTON, DC 20004
(202) 893-6222
fax (202) 593-5959

Reply to: Tallahassee Office

August 26, 2002

Mr. Buck Kohr, Corporate Specialist-
Florida Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Association & Society Insurance Corporation
Ref. Number: W02000019344

Dear Mr. Kohr:

This firm represents Association & Society Insurance Corporation ("ASI"), a corporation that has submitted an application for a Certificate of Authority to transact business in Florida.

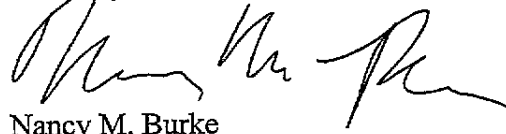
ASI appointed me to act as its registered agent in Florida. I accept this appointment and will act as registered agent at the following address:

106 E. College Avenue, 12th Floor
Tallahassee, Florida 32301

I will continuously maintain this address as the registered office of ASI. I am familiar with and accept the obligations of the position of registered agent.

Please let me know if you have any questions or need additional information from ASI prior to issuing its Certificate of Authority.

Sincerely,



Nancy M. Burke

Cc: Ms. Sherri Thomas

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AUG 27 PM 5:03
CLERK OF STATE
TALLAHASSEE, FLORIDA

LETTER OF CERTIFICATION
From the Maryland Insurance Administration

SSN/FEIN: 52-1046016

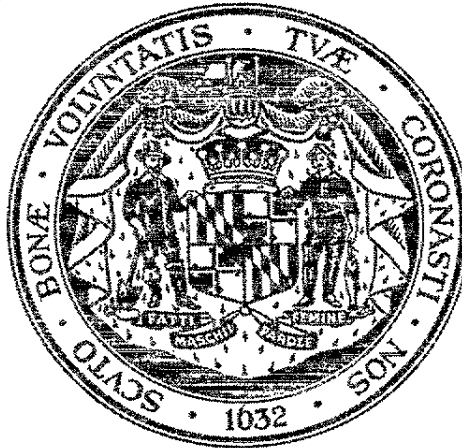
ASSOCIATION & SOCIETY INS CORP

ATTN: AGENT/BROKER LICENSING UNIT
656 QUINCE ORCHARD RD
SUITE 620
GAITHERSBURG, MD 20878 1409

02 AUG 27 PM 5:03
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The above named individual or firm holds the following Maryland Certificate of Qualification types and lines of insurance.

<u>Certificate Type/Number</u>	<u>Issue Date</u>	<u>Line of Insurance</u>	<u>Origin</u>
RESIDENT PRODUCER FIRM	07/01/1985	Casualty	
RPF1382	07/01/1985	Health	
	07/01/1985	Life	
	07/01/1985	Property	
Third Party Administrator	05/01/1997		Not Applicable
TPA1382			



The licensee is in compliance with the Continuing Education requirements for Maryland.
This licensee is in good standing in Maryland. There has not been an administrative action taken or currently pending against this Licensee.


Insurance Commissioner

Date: 06/06/2002

By: Assessment Systems, Inc


Maryland Department of Assessments and Taxation 2
Taxpayer Services Division

301 West Preston Street Baltimore, Maryland 21201

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[Business Entity Information \(Charter/Personal Property\)](#)
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[Get Forms](#)
[Certificate of Status](#)
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Taxpayer Services Division

Entity Name: ASSOCIATION & SOCIETY INSURANCE CORPORATION
Dept. ID #: D00623710

General Information
Amendments
Personal Property
Certificate of Status
Principal Office (Current):

11400 ROCKVILLE PIKE
 SUITE 700
 ROCKVILLE, MD 20852

Resident Agent (Current):

DONALD H. HADLEY
 4824 MONTGOMERY LANE
 BETHESDA, MD 20814

Status:

INCORPORATED

Good Standing:

Yes

Business Code:

Ordinary Business - Stock

Date of Formation or Registration:

12/16/1975

State of Formation:

MD

Stock/Nonstock:

Stock

Close/Not Close:

Unknown

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 SECRETARY OF STATE
 HALLMARKS-FLORIDA

Link Definition
General Information

General information about this entity

Amendments

Original and subsequent documents filed

Personal Property

Personal Property Return Filing Information and Personal Property Assessments

Certificate of Status

Get a Certificate of Good Standing for this entity.