

# F03000004623

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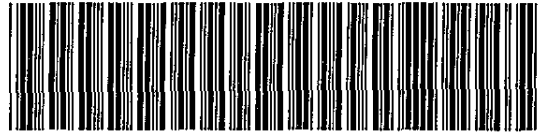
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Acknowledgement

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W. P. Verifier

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63 SEP -2 AM 9 00

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FEDERAL  
BUREAU OF INVESTIGATION

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Accident Fund Insurance Company of America  
(Name of corporation - must include suffix)

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:

<u>Todd A. Svanda</u>	(Name of Person)	<b>FILED</b> 03 SEP - 2 AM 8:00 SECRET TALLAHASSEE, FLORIDA
<u>Dickinson Wright PLLC</u>	(Firm/Company)	
<u>215 South Washington Square, Suite 200</u>	(Address)	
<u>Lansing, MI 48933</u>	(City/State and Zip code)	

For further information concerning this matter, please call:

Todd A. Svanda at ( 517 ) 371-1730  
(Name of Person) (Area Code & Daytime Telephone Number)

**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

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

Glenda E. Hood  
Secretary of State

September 4, 2003

TODD A. SVANDA  
DICKINSON WRIGHT PLLC  
215 SOUTH WASHINGTON SQUARE, SUITE 200  
LANSING, MI 48933

SUBJECT: ACCIDENT FUND INSURANCE COMPANY OF AMERICA  
Ref. Number: W03000025248

We have received your document for ACCIDENT FUND INSURANCE COMPANY OF AMERICA and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return 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) 245-6913.

Diane Cushing  
Document Specialist

Letter Number: 903A00049364

**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. Accident Fund Insurance Company of America  
(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. Michigan 3. 38-3207001  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 10, 1994 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification  
(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. 232 South Capitol Avenue, Lansing MI 48933  
(Principal office address)  
PO Box 40790, Lansing, MI 48901-7990  
(Current mailing address)
8. Workers' Compensation and Employer's Liability Insurer  
(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: CT Corporation System  
Office Address: 1200 South Pine Island Road  
Plantation, Florida 33324  
(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)

**Claudia L. Saari  
Asst. Secretary**

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: Roy Westran

Address: \_\_\_\_\_

Vice Chairman: Edward McRee

Address: \_\_\_\_\_

Director: John Paul Austin

Address: Blue Cross and Blue Shield of Michigan, 27000 W. 11 Mile Road  
Southfield, MI 48034

Director: Mark Bartlett

Address: Blue Cross Blue Shield of Michigan, 600 Lafayette East  
Detroit, MI 48226

FILED  
03 SEP -2 AM 8 00  
ST-CLERK OF COURT  
CLERK OF COURT  
CLERK OF COURT

**B. OFFICERS**

President: James C. Epolito

Address: 232 S. Capitol Avenue, Lansing, MI 48933

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

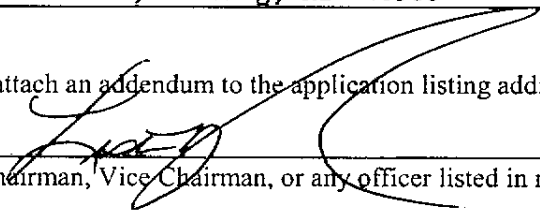
Secretary: Lisa Miller Domagalski

Address: 232 S. Capitol Avenue, Lansing, MI 48933

Treasurer: Ronald Schoen

Address: 232 S. Capitol Avenue, Lansing, MI 48933

**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. Lisa M. Domagalski, Vice President and Corporate Secretary  
(Typed or printed name and capacity of person signing application)

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

A. Directors

Director: Charles Lee Burkett  
Address: Retired

Director: Gregory Eaton  
Address: Karoub Associates  
121 W. Allegan Street  
Lansing, MI 48933

Director: James C. Epolito  
Address: Accident Fund Insurance Company of America  
232 S. Capitol Avenue  
Lansing, MI 48933

Director: Franklin Delano Garrison  
Address: Retired

Director: Steven Charles Hess, General Counsel  
Address: Accident Fund Insurance Company of America  
232 S. Capitol Avenue  
Lansing, MI 48933

Director: Frank McDevitt, D.O.  
Address: Medical Policy Consultants, Inc.  
39475 Champion Ct.  
Northville, MI 48167

Director: Beverley McDonald  
Address: Retired

Director: Barry McGuire  
Address: Michigan Automobile Dealers Association  
1500 Kendale Blvd.  
East Lansing, MI 48823

Director: Nancy McKeague  
Address: Michigan Chamber of Commerce  
600 S. Walnut  
Lansing, MI 48933

Director: Richard Whitmer  
Address: Blue Cross Blue Shield of Michigan  
600 Lafayette East, #2001  
Detroit, MI 48226

FILED  
03 SEP -2 AM 8:00  
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MICHIGAN

**CERTIFICATE OF AUTHORITY - DUPLICATE**

Office of Financial and Insurance Services

Effective Date: November 18, 2002

THIS IS TO CERTIFY, that

ACCIDENT FUND INSURANCE COMPANY OF AMERICA  
(Michigan stock insurer)  
NAIC No. 10166

is authorized in Michigan to transact the business of insurance, as defined in

Chapter 06 - Section 624 - SubSection 1b - Casualty: Workers' Compensation

of P.A. 218 of 1956 as amended, The Michigan Insurance Code, so long as the insurer continues to conform to the authority granted by this certificate, its corporate articles, the requirements of P.A. 218 of 1956 and all amendments to it and any limitations, conditions or other matters which have been agreed to from time to time between the insurer and the Commissioner.

**This Certificate of Authority is granted subject to the laws of the state of Michigan and, as set forth in Sections 405 and 405a of the Michigan Insurance Code (MCL 500.405 and 500.405a), shall be:**

**AUTOMATICALLY REVOKED 90 DAYS AFTER A CHANGE OF CONTROL WHICH HAS NOT RECEIVED PRIOR APPROVAL OR 90 DAYS AFTER THE INSURER OR AN AFFILIATED INSURER IS MADE SUBJECT TO FORMAL DELINQUENCY PROCEEDINGS UNLESS THE INSURER REQUALIFIES FOR A CERTIFICATE OF AUTHORITY UNDER THE PROVISIONS OF THE MICHIGAN INSURANCE CODE.**



CERTIFIED COPY

July 28, 2003

*Marilyn Rzepka*

Division of Insurance, Office of Financial Evaluation

FILED  
03 SEP -2 AM 8:00  
OFFICE OF FINANCIAL AND INSURANCE SERVICES  
STATE OF MICHIGAN

State of Michigan  
Department of Consumer and Industry Services  
**CERTIFICATION OF ARTICLES OF  
INCORPORATION OR AMENDMENTS TO  
ARTICLES OF INCORPORATION**

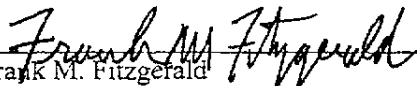
Office of Financial & Insurance Services  
Michigan Division of Insurance  
P. O. Box 30220  
Lansing, MI 48909

FILED  
08 SEP -2 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I have examined the  
  
Articles of Incorporation for  
  
**THE ACCIDENT FUND COMPANY**


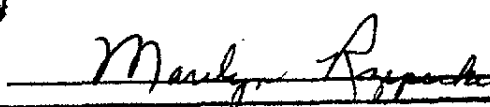
and certify that the same is in accordance with the requirements  
of the act under which this company is organized.



  
\_\_\_\_\_  
Frank M. Fitzgerald  
Commissioner

Dated: 9/20/02

To be effective November 18, 2002

	<b>Department of Consumer &amp; Industry Services Division of Insurance</b>
	I certify that this is a true and complete copy of the original document on file in this office.
	Date: <u>7-14-2003</u> 





STATE OF MICHIGAN

Attorney General's Department  
Lansing, Michigan

FILED  
03 SEP -2 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I **Hereby Certify**, That I have examined the

AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
THE ACCIDENT FUND COMPANY

and find the same in accordance with the requirements of the statutes of the State of Michigan and not in conflict with the Constitution of this State.

Dated at Lansing, Michigan, this 16th day of September, 2002.

A handwritten signature in cursive script, reading "E. John Blanchard", written over a horizontal line.

E. John Blanchard  
Assistant Attorney General

DIVISION OF INSURANCE  
**RECEIVED**

SEP 18 2002

No. 803

LANSING, MICHIGAN

# Amendment or Restatement of Michigan Articles of Incorporation

PAGE 1 of 2

Fees and attachments must accompany this filing.  
Please use the checklist and remittance stub on  
page 2 of this form to complete your filing.

Validation code: 96-11-88 25.00

Name of Corporation <b>The Accident Fund Company</b>		This corporation is organized under the provisions of Public Act 218 of 1956, as amended; Chapter <u>51</u>														
Details about meeting where amendment vote was taken: Type of meeting (select one): <input type="checkbox"/> Annual <input checked="" type="checkbox"/> Special Date of meeting: September 5, 2002 City meeting was held in: Detroit, Michigan		The vote on amendments was: <table border="1"> <thead> <tr> <th></th> <th>In person</th> <th>By proxy</th> <th>Total</th> </tr> </thead> <tbody> <tr> <td>Votes FOR</td> <td>All Shares</td> <td>0</td> <td>All Shares</td> </tr> <tr> <td>Votes AGAINST</td> <td>0</td> <td>0</td> <td>0</td> </tr> </tbody> </table>				In person	By proxy	Total	Votes FOR	All Shares	0	All Shares	Votes AGAINST	0	0	0
	In person	By proxy	Total													
Votes FOR	All Shares	0	All Shares													
Votes AGAINST	0	0	0													

THE ARTICLES OF INCORPORATION ARE TO BE AMENDED AS FOLLOWS: (attach additional sheets if necessary)

Amending only-List article amended, and state the amendment.

Amending &amp; Restating-List article amended, and state the amendment, then restate articles including amendment.

Article II of the Articles of Incorporation is amended as follows:

## ARTICLE II

The name assumed by this Corporation and by which it shall be known in law is Accident Fund Insurance Company of America and its principal office for the transaction of business shall be located at the address stated on the most recent financial statement filed with the Commissioner.

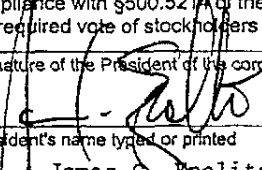
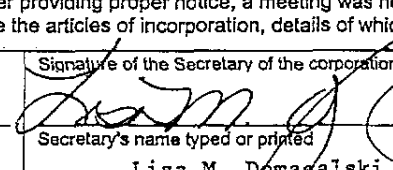
DIVISION OF INSURANCE  
**RECEIVED**

SEP 11 2002

LANSING, MICHIGAN

### Corporate Certification

We certify that we are the president and secretary of this corporation, transacting business under Michigan Public Act 218 of 1956 as amended. Notice of the intention to amend the articles of incorporation was given to the members or stockholders of this corporation in compliance with §500.521A of the Michigan Insurance Code. After providing proper notice, a meeting was held and it was resolved by the required vote of stockholders or members to amend or restate the articles of incorporation, details of which are described above.

Signature of the President of the corporation 	Date 09/05/2002	Signature of the Secretary of the corporation 	Date 09/05/2002
President's name typed or printed James C. Epolito		Secretary's name typed or printed Lisa M. Domagalski	

Our web address is: [www.cis.state.mi.us/ofis](http://www.cis.state.mi.us/ofis)  
Our toll free phone number is: 1-877-999-6442

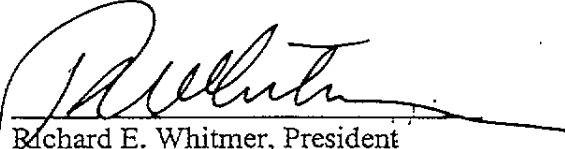
P.A. 218 of 1956 as amended requires submission of this form by domestic insurance corporations that intend to amend their articles of incorporation. Amendments are not approved until this form is filed with, and approved by, the Commissioner.

SEP 09

## WAIVER AND CONSENT

Blue Cross and Blue Shield of Michigan, which is the sole shareholder of all the issued and outstanding shares of stock of The Accident Fund Company, being present at the Special Meeting of Stockholders of The Accident Fund Company on September 5, 2002, hereby waives notice of the Special Meeting and notice of all actions proposed to be taken at the meeting including the proposal entitled: Amendment of the Articles of Incorporation and consents to all actions taken at the meeting including the action approving the proposal entitled: Amendment of the Articles of Incorporation.

Dated: 9/10/02

  
Richard E. Whitmer, President  
Blue Cross and Blue Shield of Michigan  
Sole Stockholder of all the Issued and  
Outstanding Shares of The Accident  
Fund Company



Blue Cross  
Blue Shield  
of Michigan

**BOARD OF DIRECTORS MEETING**  
**THURSDAY, SEPTEMBER 5, 2002**

---

**RESOLUTION**

**ACCIDENT FUND COMPANY NAME CHANGE**

At its meeting on September 5, 2002, the board of directors:

RESOLVED To approve an amendment to Article II of the Articles of Incorporation of The Accident Fund Company (the "Company") in the form attached hereto as Exhibit A, changing the name of the company to Accident Fund Insurance Company of America and designating its principal office for the transaction of business

FURTHER RESOLVED To authorize James C. Epolito, its president and CEO and Lisa M. Domagalski, its corporate secretary, to execute on behalf of the company the amendment in the form attached hereto as Exhibit A and to file said amendment with the Michigan Office of Financial and Insurance Services for approval

FURTHER RESOLVED To authorize any officer of the company to execute all further instruments and take such additional action as may be necessary in order to fully effectuate the company name change referenced in and contemplated by these resolutions, in Michigan and in all other applicable jurisdictions.

**Background**

As The Accident Fund Company continues to grow and expand across the nation, it is necessary for the company to change its name to meet state licensing requirements. The five-year strategic plan is to become geographically diverse as a national workers' compensation company and to rank within the top 20 national workers' compensation carriers.

In order that licensing initiatives are met and to ensure further expansion is not hindered by regulatory issues, The Accident Fund Company must change its name. The parameters for creating a new name have been investigated. These include

Page Two

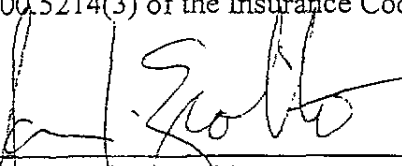
adding the word "insurance" to the name, the ability to trademark the name and be legal in all states, and to retain as much brand equity as possible, while adding a national statement about the company.

State statutes indicate that Accident Fund Company must change its name and begin to conduct business under the new name on a specified effective date. Therefore, all technical changes, legal documents including in-force policies, marketing materials and supplies must be put into use on the same day.

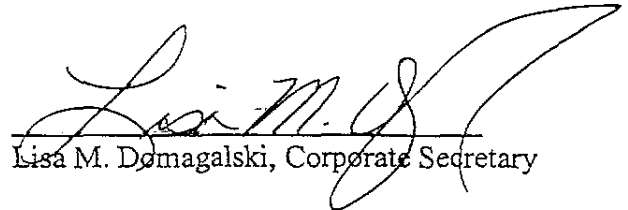
At its meeting on August 28, 2002, The Accident Fund Company board of directors approved a resolution to change the company's name to ***Accident Fund Insurance Company of America***. To accomplish the name change, the Blue Cross Blue Shield of Michigan board must amend the Michigan Articles of Incorporation to reflect this name change.

We certify that we are the president and secretary of The Accident Fund Company, transacting business under Michigan Public Act 218 of 1956, as amended (the "Insurance Code").

The above contains an excerpt from the Minutes of a Special Meeting of Stockholders of The Accident Fund Company held on September 5, 2002 showing the action taken to amend the Articles of Incorporation of The Accident Fund Company, and we submit these Minutes pursuant to § 500.5214(3) of the Insurance Code.

  
James C. Epolito, President

Dated: 9-10-02

  
Lisa M. Domagalski, Corporate Secretary

Dated: 9-10-02

State of Michigan  
Department of Consumer and Industry Services  
**CERTIFICATION OF ARTICLES OF  
INCORPORATION OR AMENDMENTS TO  
ARTICLES OF INCORPORATION**

---

Office of Financial Evaluation  
Michigan Division of Insurance  
P. O. Box 30220  
Lansing, MI 48909

I have examined the  
  
Amendment to Articles of Incorporation of  
  
THE ACCIDENT FUND COMPANY

and certify that the same is in accordance with the requirements  
of the act under which this company is organized.



*Frank M. Fitzgerald*

---

Frank M. Fitzgerald  
Commissioner

Dated: September 6, 2000



STATE OF MICHIGAN

## Attorney General's Department

LANSING, MICHIGAN

**I Hereby Certify,** That I have examined the

AMENDMENT TO ARTICLES OF INCORPORATION  
OF THE ACCIDENT FUND COMPANY

and find the same in accordance with the requirements of the statutes of the State of Michigan  
and not in conflict with the Constitution of this State.

Dated at Lansing, Michigan, this 28th day of August, 2000.

A handwritten signature in cursive script, reading "Carolyn R. Cohen".

CAROLYN R. COHEN  
Assistant Attorney General.

Nº 773

DIVISION OF INSURANCE  
**RECEIVED**

SEP 01 2000

LANSING, MICHIGAN



**AMENDMENT TO or RESTATEMENT OF  
ARTICLES OF INCORPORATION**

NAME OF THE CORPORATION:  Accident Fund Company		THIS CORPORATION IS ORGANIZED UNDER THE PROVISIONS OF PUBLIC ACT: 218 OF 1956, as amend													
		CHAPTER: 51													
DETAILS ABOUT MEETING WHERE AMENDMENT VOTE WAS TAKEN: Type of meeting (select one): <input checked="" type="checkbox"/> Annual <input type="checkbox"/> Special Date of meeting:		THE VOTE ON AMENDMENTS WAS:													
City meeting was held in: Detroit, Michigan		<table border="1"> <thead> <tr> <th></th> <th>In person</th> <th>By proxy</th> <th>Total</th> </tr> </thead> <tbody> <tr> <td>Votes FOR</td> <td>All Shares</td> <td>-0-</td> <td>All Shares</td> </tr> <tr> <td>Votes AGAINST</td> <td>-0-</td> <td>-0-</td> <td>-0-</td> </tr> </tbody> </table>			In person	By proxy	Total	Votes FOR	All Shares	-0-	All Shares	Votes AGAINST	-0-	-0-	-0-
	In person	By proxy	Total												
Votes FOR	All Shares	-0-	All Shares												
Votes AGAINST	-0-	-0-	-0-												

THE ARTICLES OF INCORPORATION ARE TO BE AMENDED AS FOLLOWS: (attach additional sheets if necessary)

Amending only-List article amended, and state the amendment.

Amending &amp; Restating-List article amended, and state the amendment, then restate articles including amendment.

Article III of the Articles of Incorporation was amended with the changes underscored as follows:

**ARTICLE III**

This corporation is organized for the following purposes as authorized by Chapter 51, Section 5104(2), Act No. 218 of the Public Acts of 1956, as amended, namely, to only transact worker's compensation insurance and employers liability insurance, transact disability insurance limited to replacement of loss of earnings, and act as an administrative services organization for an approved self-insured worker's compensation plan or a disability insurance plan limited to replacement of loss of earnings.

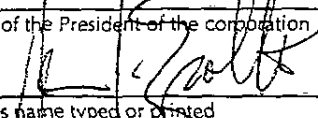
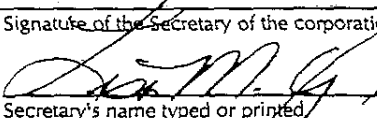
For comparison, the existing provision of the articles is as follows:

This corporation is organized for the following purposes as authorized by Chapter 51, Section 5104(2), Act No. 218 of the Public Acts of 1956, as amended, namely, to only transact worker's compensation insurance and employers liability insurance and act as an administrative services organization for an approved self-insured worker's compensation plan.

**Certification**

We certify that we are the president and secretary of this corporation, transacting business under Michigan Public Act 218 of 1956 as amended.

Notice of the intention to amend the articles of incorporation was given to the members or stockholders of this corporation in compliance with §500.5214 of the Michigan Insurance Code. After providing proper notice, a meeting was held and it was resolved by the required vote of stockholders or members to amend or restate the articles of incorporation, the details of which are described above.

Signature of the President of the corporation 	Date 6/15/00	Signature of the Secretary of the corporation 	Date 6-14-00
President's name typed or printed James C. Epolito		Secretary's name typed or printed Lisa M. Domagalski	

THE ACCIDENT FUND COMPANY  
ANNUAL MEETING OF STOCKHOLDERS

MINUTES OF

APRIL 19, 2000

The annual meeting of the stockholders took place on Wednesday, April 19, 2000 at Blue Cross and Blue Shield of Michigan, 600 Lafayette, East, Detroit, Michigan. A Waiver of Notice of the meeting was announced by the Chair since all 100,000 issued and outstanding shares were present in person and constituted a quorum.

1. CALL TO ORDER

The meeting was called to order at 1:35 p.m.

2. ROLL CALL

Present: Roy Westran, Chairperson  
Richard Whitmer, Shareholder Representative

Staff: Luke Ulicny, Secretary of the meeting

3. MINUTES

The minutes of the April 28, 1999 Annual Meeting of Stockholders were approved as written.

4. ACTION ITEMS

a. Proposal 1: Election of Directors

The stockholder elected the board members.

RESOLVED To elect the following persons as members of the board to serve until the 2001 Annual Meeting:

J. Paul Austin

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AUG 17 2000

LANSING, MICHIGAN

Gregory Eaton  
James Epolito  
Frank Garrison  
Steven Hess  
Frank McDevitt, DO  
Beverley McDonald  
A. Barry McGuire  
Nancy McKeague  
Edward McRee  
Robert Naftaly  
Danielle Susser  
Roy Westran  
Richard Whitmer

b. Proposal 2: Election of Chairperson and Vice Chairperson

The stockholder re-elected the chairperson and vice chairperson.

RESOLVED To re-elect Roy Westran as chairperson and Edward McRee as vice chairperson.

c. Proposal 3: Amendment of Articles of Incorporation

The stockholder voted all shares in favor of the amendment which was presented with the changes underscored as follows:

**ARTICLE III**

This corporation is organized for the following purposes as authorized by Chapter 51, Section 5104(2), Act No. 218 of the Public Acts of 1956, as amended, namely, to only transact worker's compensation insurance and employers liability insurance, transact disability insurance limited to replacement of loss of earnings, and act as an administrative services organization for an approved self-insured worker's compensation plan or a disability insurance plan limited to replacement of loss of earnings.

For comparison, the existing provision of the articles was presented as follows:

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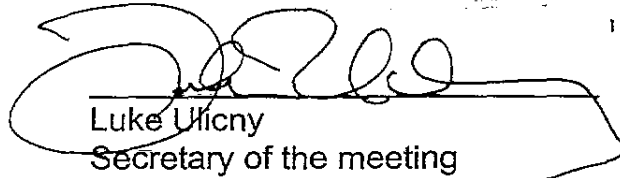
This corporation is organized for the following purposes as authorized by Chapter 51, Section 5104(2), Act No. 218 of the Public Acts of 1956, as amended, namely, to only transact worker's compensation insurance and employers liability insurance and act as an administrative services organization for an approved self-insured worker's compensation plan.

5. OTHER BUSINESS

None.

6. ADJOURNMENT

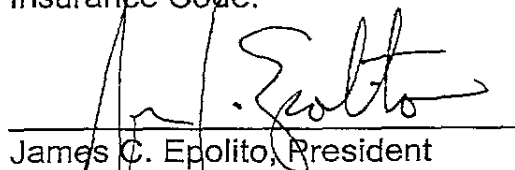
The meeting adjourned at 1:40 p.m.

  
Luke Ulicny  
Secretary of the meeting

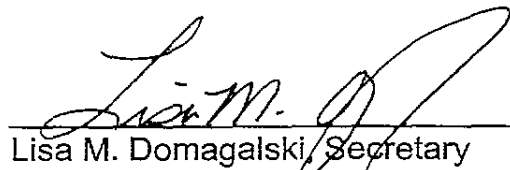
(G)031500D1-LU

We certify that we are the president and secretary of The Accident Fund Company, transacting business under Michigan Public Act 218 of 1956, as amended.

The above are the Minutes of the Annual Meeting of the Stockholders of The Accident Fund Company held on April 19, 2000 showing the action taken to amend the articles of incorporation of The Accident Fund Company, and we submit these Minutes pursuant to §500.5214(3) of the Insurance Code.

  
James C. Epolito, President

Dated: 8-17-00

  
Lisa M. Domagalski, Secretary

Dated: 8-17-00

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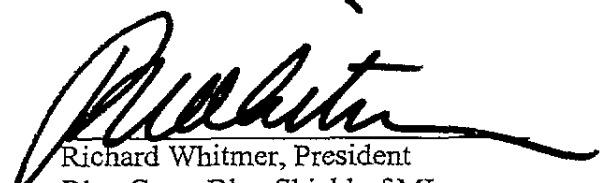
LAISING MICHIGAN

## WAIVER AND CONSENT

I, Richard Whitmer, President of Blue Cross Blue Shield of MI, which is sole shareholder of all 100,000 issued and outstanding shares of stock of The Accident Fund Company, being present at the Annual Meeting of the Stockholders of The Accident Fund Company on April 19, 2000, and in my capacity as the shareholder representative, waived notice of the Annual Meeting and notice of the actions proposed to be taken at the meeting including Proposal 3: Amendment of the Articles of Incorporation. In my capacity as the representative of the sole shareholder, I also consented to all actions taken at the meeting including the action approving the matter entitled Proposal 3: Amendment of Articles of Incorporation.

Dated: \_\_\_\_\_

8/10/00

  
Richard Whitmer, President  
Blue Cross Blue Shield of MI  
Sole Shareholder of all the issued and  
Outstanding shares of The Accident  
Fund Company

**CERTIFICATION OF ARTICLES OF  
INCORPORATION OR AMENDMENTS TO  
ARTICLES OF INCORPORATION**

---

I have examined the

**Articles of Incorporation**

**of**

**The Accident Fund Company**

and certify that the same is in accordance with the requirements  
of the act under which this company is organized.



*David J. Dykhouse*

Commissioner of Insurance

Dated: November 10, 19 94



STATE OF MICHIGAN

Attorney General's Department

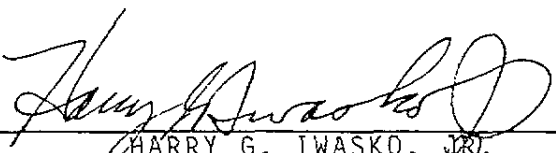
LANSING, MICHIGAN

**I Hereby Certify,** That I have examined the

ARTICLES OF INCORPORATION OF  
THE ACCIDENT FUND COMPANY

and find the same in accordance with the requirements of the statutes of the State of Michigan  
and not in conflict with the Constitution of this State.

Dated at Lansing, Michigan, this 8th day of November, 1994.

  
HARRY G. IWASKO, JR.  
Assistant Attorney General.

Nº 663

MICHIGAN DEPARTMENT OF LICENSING AND REGULATION  
INSURANCE BUREAU

ARTICLES OF INCORPORATION

(Domestic)

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NOV 4 1954

The name of the corporation is The Accident Fund Company

LANSING, MICHIGAN

We, the undersigned, desiring to become incorporated under the provisions of Act No. 218 of the Public Acts of 1956, as amended, do hereby make, execute, and adopt the following articles of incorporation, to wit:

ARTICLE I

The names of the incorporators and their respective places of residence are as follows:

NAME	RESIDENCE
Frank Garrison	5114 Geraldine St., Lansing, MI 48917
Beverley McDonald	1520 Chateaufort Place, Detroit, MI
A. Barry McGuire	1717 Nottingham Rd., Lansing, MI
Edward B. McRee	123 N. East St., Eaton Rapids, MI
Jack K. Shelton	22 Blair Lane, Dearborn, MI
Luke Ulicny	2935 Woodford Cir., Rochester Hills, MI
Garv McInerney	344 Kingswood S.E., Grand Rapids, MI
Gregory Eaton	1739 Chester, Lansing, MI 48912
Paul Austin	2862 Foxfire, Milford, MI 48380
George Francis, III	19333 Greenwald, Southfield, MI 48075
Steven C. Hess	5290 Park Lake Rd., E. Lansing, MI
Robert H. Naftaly	5402 Pleasant Lake, West Bloomfield, MI
Kevin Seitz	508 Southlawn, E. Lansing, MI 48823



## ARTICLE II

The name assumed by this corporation and by which it shall be known in law is

The Accident Fund Company

and its principal office for the transaction of business shall be in the city  
of Lansing State of Michigan.

## ARTICLE III

This corporation is organized for the following purposes, as authorized by  
Chapter 51, sec. 5104(2), Act No. 213 of the Public Acts of 1956, as amended, namely

To only transact worker's compensation and employer liability insurance  
and to act as an administrative services organization for an approved  
self-insured worker's compensation plan.

## ARTICLE IV

The term of existence of the corporation shall be perpetual

## ARTICLE V

The annual meeting of the (stockholders) ~~members~~ shall be held in the month of April of  
each year at a time and place determined by the Board of Directors.

## ARTICLE VI

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The corporate powers of the corporation shall be exercised by a Board of Directors consisting of three (3) or more members as the stockholders may, by resolution, determine from time to time. All directors, including those filling vacancies, shall be elected by the stockholders. The stockholders shall select a Chairperson and Vice Chairperson from among the members of the Board. The Board of Directors shall select a president, a secretary and a treasurer and may select such other officers it deems necessary. No person shall be deemed an officer unless selected by the Board. All officers selected by the Board shall be subject to stockholder approval. All directors and officers shall serve for a term of one (1) year and until their successors are elected and qualified or until their resignation or removal.

A majority of the Board of Directors constitutes a quorum.

## ARTICLE VII

---

The authorized capital stock of the corporation shall consist of 1,000,000 shares of common stock, par value \$10.00 per share, of which 100,000 shares shall be issued at a price of at least \$100.00 per share to be fully paid at the time of formation, the proceeds of which shall be allocated at least \$1,000,000 to capital stock and at least \$9,000,000 to additional paid in surplus.

## ARTICLE VIII

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The directors of the corporation shall not, to the extent permitted by law, be personally liable to the corporation or its policyholders for monetary damages for a breach of the director's fiduciary duties.

The names of the persons who shall serve as the initial Board of Directors are as follows: Frank Garrison, Beverley McDonald, A. Barry McGuire, Edward B. McRee, Jack K. Shelton, Gary McInerney, Gregory Eaton, Paul Austin, George Francis, III, Steven C. Hess, Robert H. Naftaly, Kevin Seitz, Roy Westran.

Additional Articles May be Set Forth on Separate Sheets

OVER

IN WITNESS WHEREOF, We, the parties hereby associating, for the purpose of giving legal effect to these articles, hereunto sign our names this 12th day of October, A.D. 19 94.

NAMES	NAMES
Franklin Delano Garrison	George J. [Signature]
Jack K. Shelton	Robert Naftaly
Robert Naftaly	Luke Ulicny
Luke Ulicny	Steven C. Hess
Steven C. Hess	Kevin Seitz
Kevin Seitz	George Francis, III
George Francis, III	
Paul Austin	Emil [Signature]

STATE OF MICHIGAN

County of Wayne

ss

On this 12th day of October, 19 94, before me a notary public in and for said county, personally appeared Franklin Delano Garrison, Jack K. Shelton, Robert Naftaly, Luke Ulicny, Steven C. Hess, Kevin Seitz and George Francis, III

known to me to be the persons named in and who executed the foregoing instrument, and severally acknowledged that they executed the same freely and for the intents and purposes therein mentioned.

PATSY A. FELTON  
Notary Public, Wayne County, Mich.  
My Commission Expires February 24, 1997

Norary Public, Wayne County, Michigan.

My commission expires Feb. 24, 19 97

State of Michigan)  
 ) ss.  
County of Wayne )

On this 18th day of October, 1994, before  
me a notary public in and for said county personally  
appeared Paul Austin  
known to me to be the persons named in and who executed the  
foregoing instrument and severally acknowledged that they  
executed the same freely and for the intents and purposes  
therein mentioned.

Nancy D. Truan  
Notary Public  
Wayne County, Michigan  
My Commission expires: 7/29/96

INSURANCE BUREAU  
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LANSING, MICHIGAN

State of Michigan)  
 ) ss.  
County of Kent )

On this 31st day of October, 1994, before  
me a notary public in and for said county personally  
appeared Gary J. McInerney  
known to me to be the persons named in and who executed the  
foregoing instrument and severally acknowledged that they  
executed the same freely and for the intents and purposes  
therein mentioned.

Lisa J. Jackson  
Notary Public  
Kent County, Michigan  
My Commission expires: 12-23-96

State of Michigan)  
 ) ss.  
County of \_\_\_\_\_ )

On this \_\_\_\_\_ day of \_\_\_\_\_, 1994, before  
me a notary public in and for said county personally  
appeared \_\_\_\_\_  
known to me to be the persons named in and who executed the  
foregoing instrument and severally acknowledged that they  
executed the same freely and for the intents and purposes  
therein mentioned.

\_\_\_\_\_  
Notary Public  
\_\_\_\_\_ County, Michigan  
My Commission expires: \_\_\_\_\_

State of Michigan)  
County of Ingham) ss.

On this 25th day of October, 1994, before me a notary public in and for said county personally appeared Gregory Eaton known to me to be the persons named in and who executed the foregoing instrument and severally acknowledged that they executed the same freely and for the intents and purposes therein mentioned.

Dorothy L. Harpham  
Notary Public  
Ingham County, Michigan  
My Commission expires: 10-4-95

DOROTHY L. HARPHAM  
NOTARY PUBLIC STATE OF MICHIGAN  
INGHAM COUNTY  
MY COMMISSION EXP. OCT. 4, 1995

INSURANCE BUREAU  
**RECEIVED**  
NOV 1 1994

State of Michigan)  
County of Ingham) ss.

On this 27th day of October, 1994, before me a notary public in and for said county personally appeared A. Barry McGuire known to me to be the persons named in and who executed the foregoing instrument and severally acknowledged that they executed the same freely and for the intents and purposes therein mentioned.

Barbara A. Kurtz  
Notary Public  
Ingham County, Michigan  
My Commission expires:

BARBARA A. KURTZ  
Notary Public, Ingham County, MI  
My Commission Expires Feb. 25, 1998

State of Michigan)  
County of Wayne) ss.

On this 27th day of October, 1994, before me a notary public in and for said county personally appeared Beverley L. McDonald and Edward B. McRee known to me to be the persons named in and who executed the foregoing instrument and severally acknowledged that they executed the same freely and for the intents and purposes therein mentioned.

Patsy A. Felton  
Notary Public  
Wayne County, Michigan  
My Commission expires: 2-24-94

PATSY A. FELTON  
Notary Public, Wayne County, Mich.  
My Commission Expires February 24, 1997