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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

13/27

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: HDI-Gerling America Insurance Company
(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:

Jim Morgan

(Name of Person)

HDI-Gerling America Insurance Company

(Firm/Company)

150 N. Wacker Drive, 29th Floor

(Address)

Chicago, IL 60606

(City/State and Zip code)

For further information concerning this matter, please call:

Jim Morgan

(Name of Person)

at (312) 456-6779

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

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

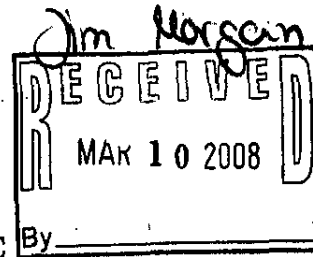
Enclosed is a check for the following amount:

☐ \$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
Division of Corporations

February 29, 2008

JIM MORGAN
HDI-GERLING AMERICA INSURANCE COMPANY
150 N. WACKER DRIVE, 29TH FLOOR
CHICAGO, IL 60606

SUBJECT: HDI-GERLING AMERICA INSURANCE COMPANY
Ref. Number: W08000010790

We have received your document for HDI-GERLING AMERICA INSURANCE COMPANY and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence or certificate of good standing, which usually consists of a single sheet of paper, that clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence or certificate of good standing from the same office that provided you with the certified copy.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 245-6934.

Loria Poole
Regulatory Specialist II

Letter Number: 408A00012861

RECEIVED
08 MAR 27 AM 8:00
DIVISION OF CORPORATIONS

**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. HDI-Gerling America Insurance Company

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. Illinois

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

3. 30-0409219

(FEI number, if applicable)

4. March 2, 2007

(Date of incorporation)

5. Perpetual

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

6. N/A

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 150 N. Wacker Drive, 29th Floor, Chicago, IL 60606

(Principal office address)

150 N. Wacker Drive, 29th Floor, Chicago, IL 60606

(Current mailing address)

8. 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 NOT acceptable)

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(Zip code)

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08 MAR 27 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Lynn M. Cannelongo

(Registered agent's signature)

Lynn Cannelongo

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: See Attached Addendum

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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. DOE. NJ

(Signature of Director or Officer listed in number 12 of the application)

14. David E. Neumeister, Vice President, Corporate Secretary & General Counsel

(Typed or printed name and capacity of person signing application)

Question #12, Addendum

HDI-Gerling America Insurance Company Directors

Chairman: Jens Wohlthat
Riethorst 2
30659 Hannover
Germany

Dr. Lothar Becker
150 N. Wacker Drive
29th Floor
Chicago, IL 60606

Fabrizio Busi
150 N. Wacker Drive
29th Floor
Chicago, IL 60606

John Hrebec
111 S. LaSalle Street
41st Floor
Chicago, IL 60606

William Kelty
401 9th Street, NW
Suite 400 South
Washington, DC 20004

David Neumeister
150 N. Wacker Drive
29th Floor
Chicago, IL 60606

John Sullivan
1515 West 190th Street
Suite 170
Gardena CA 90248

HDI-Gerling America Insurance Company Officers

Chairman: Jens Wohlthat
Riethorst 2
30659 Hannover
Germany

President & CEO: Dr. Lothar Becker
150 N. Wacker Drive
29th Floor
Chicago, IL 60606

Sr. VP & CFO: Fabrizio Busi
150 N. Wacker Drive
29th Floor
Chicago, IL 60606

VP, Secretary
General Counsel: David Neumeister
150 N. Wacker Drive
29th Floor
Chicago, IL 60606

AVP & Treasurer: Brian Schoepke
150 N. Wacker Drive
29th Floor
Chicago, IL 60606

VP & Asst.
Secretary: Mark Ackerman
150 N. Wacker Drive
29th Floor
Chicago, IL 60606

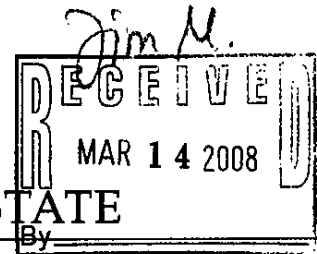
Vice President: James Clark
150 N. Wacker Drive
29th Floor
Chicago, IL 60606

Vice President: Deana Tuomi
150 N. Wacker Drive
29th Floor
Chicago, IL 60606

Asst. VP: Geoff Brodhead
150 N. Wacker Drive
29th Floor
Chicago, IL 60606

Asst. VP: John Thompson
700 North Brand Blvd.
Suite 420
Glendale, CA

Asst. VP: Donald Rudd
150 N. Wacker Drive
29th Floor
Chicago, IL 60606



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

March 11, 2008

HDI-Gerling America Insurance Company
Attn: Jim Morgan
150 N Wacker Drive
29th Floor
Chicago, IL 60606

RE: HDI-GERLING AMERICA INSURANCE COMPANY

Dear Mr. Morgan:

A Certificate of Good Standing is not attainable from the Secretary of State's office as HDI-Gerling America Insurance Company would not file incorporation papers with our office.

As an insurance company, they would be required to file with the Illinois Department of Insurance.

OFFICE OF THE SECRETARY OF STATE
CORPORATION DEPARTMENT
Certified Section
Telephone (217) 782-6875

jg



STATE OF ILLINOIS
DEPARTMENT OF FINANCIAL
AND PROFESSIONAL REGULATION
Division of Insurance

320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001



I, the undersigned, Director of Insurance of the State of Illinois,
hereby certify that the document to which this Certification is
attached is a true and correct copy of the original now on file in
and forming a part of the records of the Illinois Department of
Financial and Professional Regulation, Division of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed
this Seal in Springfield, Illinois.

Date: JAN 7 2008 Michael J. McFadden
Director of Insurance

IL446-0135 (3/05)

Applicant Name: HDI-Gerling America Insurance Company

NAIC No. 41343

FEIN: 30-0409219

Uniform Certificate of Authority Application (UCAA)
Certificate of Compliance

State of Illinois
(Domiciliary state of applicant)

Office of Director of Insurance
(Commissioner, Superintendent, Officer)

I, Michael T. McRaith, hereby certify that I am the*
(name)

Director of Insurance of the State of Illinois
(position)

and have supervision of insurance business in said State and as such I hereby certify that
HDI-Gerling America Insurance Company

of Chicago, Illinois is duly organized under the laws of said State and is
(city/state)

authorized to transact the business of _____
(line of insurance)**
(a), (b), (c), (d), (e), (f), (g), (h), (i), (j), (k) of Class 2

(a), (b), (c), (d), (e), (f), (g), (h) of Class 3

_____ insurance in this State.

IN TESTIMONY WHEREOF, I have hereunto set my hand at Springfield, Illinois
(location)

on this 7th day of _____

January, A.D. 2008
(month)

Michael T. McRaith
(signature)

Michael T. McRaith
(printed name)

* Insurance Commissioner, Officer or Superintendent of Insurance authorized to certify to the insurance business within the domiciliary state.

** Lines of Insurance as shown on Form 3 of UCAA