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TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: Penn Charter Mutual Insurance Company
(Name of corporation)

400001745584
-03/15/96--01127--002
*****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:

Henry H. Gibbel, President/CEO
(Name of Person)
Penn Charter Mutual Insurance Company
(Firm/Company)
2 North Broad Street, P O Box 900
(Address)
Lititz, Pennsylvania 17543-7007
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Henry H. Gibbel, President/CEO at (717) 626 - 4751
(Name of Person) Area Code & Daytime Telephone Number

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DIVISION OF CORPORATIONS
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COURIER ADDRESS:
Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Penn Charter Mutual Insurance Company
(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. Pennsylvania
(State or country under the law of which it is incorporated)
3. 23-095-3470
(FEI number, if applicable)
4. August 16, 1870
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Anticipated June 1, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 2 North Broad Street, P. O. Box 900
Lititz, Pennsylvania 17543-7007
(Current mailing address)
8. Property and Casualty Mutual Insurance Company
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent:**
Name: Insurance Commissioner
Office Address: Capitol
Tallahassee, Florida, 32399-0300
(Zip Code)

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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.

Insurance Commissioner
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: See Attached List.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached List.

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. Henry H. Gibbel President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Henry H. Gibbel, President/CEO
(Typed or printed name and capacity of person signing application)

**PENN CHARTER MUTUAL INSURANCE COMPANY
2 NORTH BROAD STREET, P O BOX 900
LITITZ PENNSYLVANIA 17543-7007
(717) 626-4751**

12 A and B --- DIRECTORS and OFFICERS:

CLYDE W. HORST - Chairman/Director	2155 Waterford Drive, Lancaster, PA 17601
HENRY H. GIBBEL - President/CEO/Director	11 East Third Avenue, Lititz, PA 17543
HENRY R. GIBBEL - Secretary/Vice President, Marketing/Director	244 Hickory Drive, Lititz, PA 17543
JOHN R. GIBBEL - Vice President/General Counsel/Director	828 Ballstown Rd., PO Box 16, Lititz, PA 17543
PAUL G. HESS - Director	514 South Broad Street, Lititz, PA 17543
LARRY D. SAUDER - Director	690 Orchard Road, Box 306, Manheim, PA 17545
JACK S. WATSON - Director	125 West Lemon Street, Lititz, PA 17543
GLENN H. SHELLY - Treasurer/Vice President, Finance	7 Penny Lane, Lititz, PA 17543
RICHARD O. BROWN - Vice President, Office Services	10 Pfautz Avenue, Lititz, PA 17543
CHARLES A. MICHAEL - Vice President, Underwriting	209 Oxford Drive, Lititz, PA 17543
PAUL E. WELLIVER - Vice President, Claims	322 South Broad Street, Lititz, PA 17543



COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

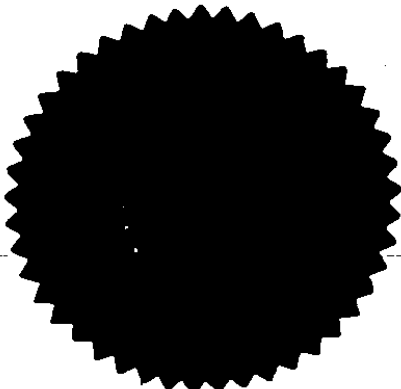
MARCH 05, 1996

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

PENN CHARTER MUTUAL INSURANCE COMPANY

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

A handwritten signature in cursive script, reading "Gretta Kunkin".

Secretary of the Commonwealth

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