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TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

200001833112
-05/21/96--01155--003
*****78.75 *****78.75

SUBJECT: Residential Guaranty Co.
(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:

Carol Yinger
(Name of Person)
Alexander Law Firm, P.C.
(Firm/Company)
216 - 16th Street, Suite 1300
(Address)
Denver, CO 80202
(City, State and Zip Code)

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

Carol Yinger at (303) 825-7307 (Collect)
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

ALEXANDER LAW FIRM, P.C.

ATTORNEYS AT LAW

216 16TH STREET, SUITE 1300
DENVER, COLORADO 80202

(303) 825-7307

FAX: (303) 595-3202

e-mail: halexsand@alexanderlawfirm.com

HUGH ALEXANDER
C. SCOTT CRANFORD
JUDY MERRINBROOK
STEVE PITZADOMONIS

JOHN M. WICKLAND
OF COUNSEL
CAROL YINGER
PARALEGAL

May 17, 1996

Florida Department of State
Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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Re: **Qualification of Residential Guaranty Co.**

Dear Department of State:

This firm is assisting Residential Guaranty Co. with its application for a Certificate of Authority to become a licensed insurance company in the State of Florida. Enclosed please find the following documents to secure a charter to do business in Florida from your office:

1. Transmittal Letter.
2. Executed Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida.
3. Certificate of Good Standing from the Arizona Secretary of State dated May 7, 1996 (this is the State of Florida's "certificate of existence"). As you will note on the Certificate of Good Standing, the Arizona Secretary of State does not regulate insurance companies; therefore, I also enclose a Certificate of Authorization and Deposit from the Arizona Department of Insurance dated April 16, 1996. If you do not need this Certificate of Authorization and Deposit, please return it along with the Certificate of Status.
4. Our check number 1077 in the amount of \$78.75. This includes \$70.00 for registration fees, and \$8.75 for a Certificate of Status.

Please expedite this request and return the Certificate of Status to me in the enclosed self-addressed, stamped envelope. Thank you in advance for your help.

Best regards,

Carol Yinger
Carol Yinger
Paralegal

CY:me
Enclosures

**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. Residential Guaranty Co.
(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. Arizona
(State or country under the law of which it is incorporated)
3. 86-0777510
(FEI number, if applicable)
4. November 2, 1994
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 601 Montgomery Street
San Francisco, CA 94111
(Current mailing address)
8. 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)

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.

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RESIDENTIAL GUARANTY CO.

List of Officers and Directors

Address: 601 Montgomery Street
San Francisco, CA 94111

No. 12:

Officers:

W. Roger Haughton
John M. Lorenzen, Jr.

Claude J. Seaman
L. Stephen Smith
George G. Breed
Bradley M. Shuster
William A. Seymore
Phyllis A. Wilson
John S. Wright
Sybil C. Malinowski

President and Chief Executive Officer
Executive Vice President, Chief Financial Officer, and
Assistant Secretary
Executive Vice President and Assistant Secretary
Executive Vice President
Senior Vice President, General Counsel, and Secretary
Senior Vice President, Treasurer and Assistant Secretary
Vice President and Controller
Assistant Vice President and Assistant Secretary
Assistant Vice President
Assistant Secretary

Directors:

W. Roger Haughton
George G. Breed
John M. Lorenzen, Jr.
Claude J. Seaman
William A. Seymore
Bradley M. Shuster
L. Stephen Smith

Chairman

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: PLEASE SEE ATTACHED LISTING

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

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. George G. Breed
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. George G. Breed, Sr. Vice President, General Counsel & Secretary
(Typed or printed name and capacity of person signing application)

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State of Arizona



OFFICE OF THE CORPORATION COMMISSION

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

I, JAMES MATTHEWS, THE EXECUTIVE SECRETARY OF THE
ARIZONA CORPORATION COMMISSION, DO HEREBY CERTIFY
THAT

RESIDENTIAL GUARANTY CO.

DID ON THE 2ND DAY OF NOVEMBER, 1994, FILE ARTICLES
OF INCORPORATION AS A NON-FILING INSURANCE COMPANY.

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IN WITNESS WHEREOF, I have hereunto
set my hand and affixed the official seal
of the Arizona Corporation Commission.
Done at Phoenix, the Capital, this

7TH day of MAY
19 96, A.D.

James Matthews
EXECUTIVE SECRETARY

BY *James Moore*