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VIA FED EX

October 8, 1996

Qualification/Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Attention: Freta Lott

Re: Application By Foreign Corporation For Authorization
To Transact Business in Florida
The Millers Mutual Fire Insurance Company
The Millers Casualty Insurance Company

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Dear Ms. Lott:

Following up on our conversation last week, enclosed are the Transmittal Letters, Applications, Certificates of Existence issued by the Texas Department of Insurance dated October 4, 1996 and two checks, each in the amount of \$131.25, for the above companies to transact the business of insurance in Florida.

Additionally, enclosed is my copy of a letter from the Texas Department of Insurance stating that they have authority over formation and incorporation of Texas domiciled insurance companies, in lieu of the Secretary of State.

Please process the applications and forward the completed approvals either to the Florida Department of Insurance or to me, per your normal procedures.

If you have any questions, please feel free to call me at 1-800-433-2452.

Thanks for all your help!

Cordially,


Gary C. Martin
Manager
Actuarial/Compliance

uffsecst108

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: The Millers Mutual Fire Insurance Company
(Name of corporation)

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:

Gary C. Martin
(Name of Person)

The Millers Mutual Fire Ins. Co.
(Firm/Company)

P. O. Box 2269
(Address)

Fort Worth, TX 76113-2269
(City, State and Zip Code)

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

Gary C. Martin
(Name of Person)

at (817) 348 - 3433
Area Code & Daytime Telephone Number

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
'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. The Millers Mutual Fire 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. Texas 3. 75-0439860
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/28/1898 5. 2/28/1998
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. P.O. Box 2269
Fort Worth, TX 76113-2269
(Current mailing address)

8. Writing property/casualty insurance
(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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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached

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.


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

14.

Joy J. Keller - Vice President and Controller
(Typed or printed name and capacity of person signing application)

DIRECTORS

THE MILLERS MUTUAL FIRE INSURANCE COMPANY THE MILLERS CASUALTY INSURANCE COMPANY

Frank G. Dunham, Jr.
Chairman of the Board
The Millers Mutual Fire Insurance Company
The Millers Casualty Insurance Company
P. O. Box 2269
Fort Worth, Texas 76113-2269

Frank A. Bailey, III
Secretary/Treasurer
Frank Bailey Grain Co., Inc.
2301 Montgomery
Fort Worth, Texas 76107

Harry E. Bartel
Attorney, Law Offices
Cantey & Hanger
801 Cherry Street, Suite 2100
Fort Worth, Texas 76102

R. Earl Cox, III
President
R. E. Cox Realty Co.
P. O. Box 122748
Fort Worth, Texas 76121

F. George Dunham, III
President and CEO
The Millers Mutual Fire Insurance Company
The Millers Casualty Insurance Company
P. O. Box 2269
Fort Worth, Texas 76113-2269

Catherine Brown Fryer
Bickerstaff, Heath, Smiley,
Pollan, Kever & McDaniel, L.L.P.
1700 Frost Bank Plaza
816 Congress Avenue
Austin, Texas 78701-2443

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TALLAHASSEE, FLORIDA

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Directors

Ransom Reynolds
President
Reynolds Insurance, Inc.
200 W. DeVargas Street, Suite 8
Santa Fe, New Mexico 87501

Lamar C. Smith
Chairman of the Board and CEO
USPA & IRA
4100 South Hulen Street
Fort Worth, Texas 76109

Frank C. Wilson
Executive Vice President
Nations Bank
500 W. Seventh Street
Fort Worth, Texas 76102

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OFFICERS

THE MILLERS MUTUAL FIRE INSURANCE COMPANY THE MILLERS CASUALTY INSURANCE COMPANY

Frank G. Dunham, Jr.
1909 Highland Park
Fort Worth, Texas 76107

Chairman of the Board - D

F. George Dunham III
6229 Kenwick
Fort Worth, Texas 76116

President & CEO - D

James E. Smith, Jr.
103 Braddock Court
Southlake, Texas 76092

Executive Vice President & CFO,
Secretary, Treasurer

James D. Piper
6308 Mesa Ridge
Fort Worth, Texas 76137

Executive Vice President
Commercial Lines Profit Center

Wade H. Mulari
3520 Stone Creek Lane South
Fort Worth, Texas 76137

Executive Vice President
Agribusiness Profit Center

Frank W. May
4519 Edge Creek Lane
Arlington, Texas 76017

Executive Vice President
Specialty Personal Lines

Nancy L. Howell
2989 Sonora Canyon Road
Weatherford, Texas 76087

Vice President
Human Resources

Joy J. Keller
912 Kingston Drive
Mansfield, Texas 76062

Vice President & Controller

Ronald O. Lynn
8616 Shadybrooke
N. Richland Hills, Texas 76180

Vice President
Information Systems

Ann J. Carpenter
2304 Edwin Street
Fort Worth, Texas 76110

Vice President
Commercial Lines Profit Center

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Officers

Richard C. Clement
2504 Pebble Drive
Granbury, Texas 76048

Vice President
Agribusiness Profit Center

Dixon W. Tucker
533 Timber Ridge Drive
Trophy Club, Texas 76262

Vice President
Claims

Brent Buchanan
2429 Stonegate Drive North
Bedford, Texas 76021

Asst. Vice President
Specialty Personal Lines

Randell T. Mickan, Sr.
906 Forest Trail Court
Euless, Texas 76039

Asst. Vice President
Information Systems

Alfred P. Chao
1027 Kingston Drive
Mansfield, Texas 76063

Assistant Vice President
Finance

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Texas Department of Insurance

333 Guadalupe Street P.O. Box 149104 Austin, Texas 78714-9104
512/463-6169

October 4, 1996

Gary C. Martin
The Millers Group
300 Burnett Street
Fort Worth, Texas 76102-2799

Re: The Millers Mutual Fire Insurance Company
Fort Worth, Texas

Dear Mr. Martin:

Please be advised that the captioned company is currently licensed by Certificate of Authority No. 10597, dated November 4, 1994, (copy attached) to transact the business of insurance in the State of Texas. The company was originally licensed in Texas on July 1, 1898. As of this date, said Certificate has not been cancelled, suspended or revoked.

If I can be of further assistance, please contact me at 512-322-4370.

Sincerely,

Harold Sims
Insurance Technician
Insurer Services, MC 305-2C

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TALLAHASSEE, FLORIDA

Texas Department of Insurance



Certificate No. 10597

Company No. 05-055300

Certificate of Authority

THIS IS TO CERTIFY THAT

THE MILLERS MUTUAL FIRE INSURANCE COMPANY

FORT WORTH, TEXAS

has complied with the laws of the State of Texas applicable thereto and is hereby authorized to transact the business of

Fire; Allied Coverages; Hail-growing crops only; Rain; Inland Marine; Ocean Marine; Aircraft--Liability & Physical Damage; Workers' Compensation & Employers' Liability; Employers' Liability; Automobile--Liability & Physical Damage; Liability other than Automobile; Fidelity & Surety; Glass; Burglary & Theft; Forgery; Boiler & Machinery; Credit and Livestock

insurance within the State of Texas. This Certificate of Authority shall be in full force and effect until it is revoked, canceled or suspended according to law.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this

4th day of November, A.D. 1994

J. ROBERT HUNTER
COMMISSIONER OF INSURANCE

BY

Jose Montemayor
Jose Montemayor
Director
Insurer Services

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TALLAHASSEE, FLORIDA



Texas Department of Insurance

333 Guadalupe Street P.O. Box 149104 Austin, Texas 78714-9104
512/463-6169

June 19, 1996

Secretary of State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: The Millers Mutual Fire Insurance Company
The Millers Casualty Insurance Company
Application for Admission to Florida

To Whom It May Concern:

A request has been made to this Department regarding the question of whether the Texas Secretary of State's Office can certify incorporation documents for Texas domiciled insurance companies.

Please be advised that the Texas Department of Insurance has the controlling authority over the formation and incorporation of Texas domiciled insurance companies, with the exception of Group Hospital Service Corporations and Non-Profit Pre-Paid Legal insurers.

Texas domiciled insurance companies are not required to file any documentation with the Texas Secretary of State's Office. Therefore, the Secretary of State's Office would be unable to provide any type of certifications on such types of entities. They specifically handle regular business corporations, not governed by the Texas Insurance Code.

If I can be of further assistance in this matter, please feel free to contact me at (512) 322-4370 or if you would like further assurances, you may contact the Texas Secretary of State's Office, Corporations Division at (512) 463-5555.

Very truly yours,

Cindy Thurman
Admissions Officer
Insurer Services
MC 305-2C

cc: Mr. Gary C. Martin, Manager ✓
Actuarial/Compliance
The Millers Group

ACTUARIAL/COMPLIANCE

JUN 24 1996