

F96000005369

ALLSTATE INSURANCE COMPANY

LAW AND REGULATION
2775 Sanders Road
Suite A4
Northbrook, Illinois 60062
(847) 402-3508
FAX (847) 326-7523

June Des Parte, CPCU
Assistant State Filings Director

June 16, 1997

PERSONAL AND CONFIDENTIAL

Ms. Susan Payne
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: DEERBROOK INSURANCE COMPANY
Application by Foreign Profit Corporation
To File Amendment to Application for
Authorization to Transact Business in Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 18 PM 2:46

Dear Ms. Payne:

In accordance with our May 16, 1997 telephone conversation, we are submitting the captioned application to amend the January 12, 1989 Deerbrook Insurance Company qualification. The application reflects the redomestication of Deerbrook Insurance Company from Delaware to Illinois. We are enclosing copies of the Revised Order from Delaware and a letter from Illinois indicating the redomestication, and our check number 00454681 in the amount of \$96.25 to cover the \$35.00 filing fee, \$52.50 Certified Copy and \$8.75 Certificate of Status.

As we agreed, we are also submitting the Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida. Since Deerbrook Insurance Company has been authorized to do business in Florida since January 12, 1989 and is still in existence, we will withdraw the duplicate authorization filed with Mr. Hart Collins on October 16, 1996 under document number F96000005369. You may remember, we applied for a Certificate of Authority with the Florida Department of Insurance, and this qualification was a requirement for licensure.

Withdrawal -

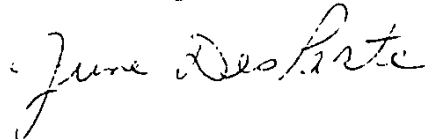
SP 6/18/97
NO fee - Showed not have
been filed

Ms. Susan Payne
June 16, 1997
Page 2

Please note on the attached Consent and Agreement in Re Service of Process Under the Laws of Florida that we have appointed the Treasurer and Insurance Commissioner as the Florida registered agent. Additionally, the attached Application by Foreign Corporation for Authorization to Transact Business in Florida exhibits the Insurance Commissioner as the Florida registered agent.

It is our hope that this information will resolve the issues of the existence of two corporations. If you have any questions, please feel free to contact me. Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script, appearing to read "June Desarte".

Encl.: As stated

**CONSENT AND AGREEMENT IN RE SERVICE OF PROCESS
UNDER THE LAWS OF FLORIDA**

State of Illinois)
)ss.
County of Cook)

Know All Men by These Presents, That the Deerbrook Insurance Company
of 2775 Sanders Road, Northbrook, Illinois, an insurer or other entity subject to the
statutory agent for service of process provisions of the Florida Insurance Code duly organized and existing
under and by virtue of the Laws of Illinois, does hereby agree and
consent that actions may be commenced against it in any court having jurisdiction in any County in the
State of Florida, in which a cause of action may arise, or in which the plaintiff may reside, by the service
of process upon the Treasurer and Insurance Commissioner of the State of Florida, hereby stipulating and
agreeing that such service shall be taken and held in all Courts to be as valid and binding upon this insurer
or other entity as if personal service had been made upon the President or Secretary, or any other duly
authorized and accredited officer thereof. The undersigned hereby further agrees and stipulates that this
consent and agreement is and shall remain irrevocable, so long as there is liability, under any policy, claim
or cause of action within this State, either fixed or contingent. Said insurer or other entity does hereby
designate Peter F. Souza c/o CT Corporation System
of 1200 South Pine Island Road, Plantation, Florida 33324

as the name and address of the person to whom process against it served upon said Treasurer and
Insurance Commissioner is to be forwarded. In the event of a change in the designation of the person to
whom process is to be forwarded, the insurer or other entity shall immediately file a new Consent and
Agreement form with the Insurance Commissioner.

In Witness Whereof, we, the President or Chief Executive Officer and Secretary of said insurer or
other entity, have hereunto set our hands and affixed the seal of said insurer or other entity on this the
11th day of October, A.D. 19 96

SEAL

Deerbrook Insurance Company

BY

President or Chief Executive Officer (Signature) Steven L. Groot

Secretary (Signature) Robert W. Pike

The foregoing agreement must be accompanied by a duly certified copy of the order or resolution of the
Board of Directors of the company, association or society, or other entity regulated by Florida Insurance
Code, authorizing the President and Secretary to execute the same for and on behalf of the corporation.

CONSENT OF PERSON TO WHOM PROCESS IS TO BE FORWARDED

The undersigned hereby consents and agrees to be the person to whom process against the above
company, served upon the Treasurer and Insurance Commissioner, may be forwarded.

RETURN UNDER SEPARATE COVER

Florida Department of Insurance
Attn: Pamela Pitts
Larson Building, Room 540
200 East Gaines Street
Tallahassee, FL 32399-6562
(D)

Peter F. Souza

**CERTIFIED COPY OF
RESOLUTIONS OF THE BOARD OF DIRECTORS**

I, EMMA M. KALAJDZIAN, Assistant Secretary of DEERBROOK INSURANCE COMPANY, hereby certify that the following is a true, complete and correct copy of resolutions of the Board of Directors of this Corporation adopted at a meeting held on January 21, 1994 at which a quorum was present.

Upon motion duly made, seconded and unanimously carried, the following resolution was adopted:

BE IT RESOLVED, That in order to effectuate this Corporation's desire to write fire and casualty insurance in certain states and jurisdictions in conformity with the laws thereof, this Corporation does hereby authorize the Chairman of the Board, the President or any Vice President and the Secretary to make, constitute and appoint, under the Corporation's corporate seal, the Commissioner, Superintendent or Director of Insurance of each state or jurisdiction, or the successor thereof, or such other person as may be required, as its true and lawful attorney in and for each state or jurisdiction, upon whom all process of law against this Corporation in any action or legal proceedings may be served, subject to and in accordance with the laws now in force, or the laws which may hereafter be enacted; that any and all lawful process against this Corporation, which may be served on any Commissioner, Superintendent or Director of Insurance, or the successor thereof, or any other authorized person, shall be deemed valid personal service upon this Corporation, of the same force and validity as if served upon this Corporation, and that said authority to any Commissioner, Superintendent or Director of Insurance to accept service shall remain in force and irrevocable in each state or jurisdiction so long as any liability of this Corporation remains outstanding in said state or jurisdiction.

BE IT FURTHER RESOLVED, That each appointment made under this general resolution shall have the same force and effect, in the state or jurisdiction where it applies, as if made by, and in the exact language of, any specific resolution which may be required by the laws or regulations of said state or jurisdiction.

I FURTHER CERTIFY that the foregoing is in full force and effect as of the date hereof and that it is not in conflict with any of the provisions of the by-laws or articles of this Corporation.

IN WITNESS WHEREOF, I set my hand and affix the seal of said Corporation this 4th day of October, 1996.

[CORPORATE SEAL]


Emma M. Kalaidjian

SERIALIZED
INDEXED

95 NOV 21 PM 2:19

FILED BY FLORIDA
INSURANCE COMMISSIONER

- COPY -

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. Deerbrook Insurance 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. Illinois 3. 04-2680300
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. * 8-20-79 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
- * Applicant subsequently redomesticated from DE to IL effective 12-1-95
6. (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. Allstate Insurance Company
2775 Sanders Road Suite A4 Northbrook, IL 60062-6127
(Current mailing address)
8. Plan is to market non-standard auto business through independent agents
(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.

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: Jerry D. Choate

Address: Allstate Insurance Company
2775 Sanders Road Suite A4 Northbrook, IL 60062-6127

Vice Chairman: None

Address: Allstate Insurance Company
2775 Sanders Road Suite A4 Northbrook, IL 60062-6127

Director: Robert W. Gary

Address: Allstate Insurance Company
2775 Sanders Road Suite A4 Northbrook, IL 60062-6127

Director: Edward M. Liddy

Address: Allstate Insurance Company
2775 Sanders Road Suite A4 Northbrook, IL 60062-6127

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

President: Steven L. Groot

Address: Allstate Insurance Company
2775 Sanders Road Suite A4 Northbrook, IL 60062-6127

Vice President: Casey J. Sylla

Address: Allstate Insurance Company
2775 Sanders Road Suite A4 Northbrook, IL 60062-6127

Secretary: Robert W. Pike

Address: Allstate Insurance Company
2775 Sanders Road Suite A4 Northbrook, IL 60062-6127

Treasurer: James P. Zils

Address: Allstate Insurance Company 2775 Sanders Rd. Suite A4 Northbrook, IL
60062-6127

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. Robert W. Pike, Secretary
(Typed or printed name and capacity of person signing application)

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSMCT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA

DEERBROOK INSURANCE COMPANY

(Name of Corporation)

ILLINOIS

(Incorporated Under Laws Of)

FILED STATE
SECRETARY OF CORPORATIONS
97 JUN 18 PM 2:46

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

~~This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida. We have appointed the Treasurer & Insurance Commissioner as the Florida registered agent. The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.~~

In the event the Secretary of State is served, please forward to the following:

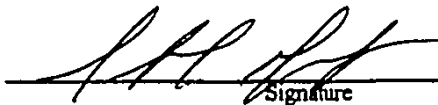
Peter F. Sonza, c/o CT Corporation System 1200 S. Pine Island Road

(Mailing Address)

Plantation, FL 33324

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

President

Title

Steven L. Groot

Typed or printed name

June 16, 1997

Date