

**FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00**

**FILED**

**May 01 1997 8:00am  
Secretary of State**

**PROFIT CORPORATION ANNUAL REPORT 1997**



FLORIDA DEPARTMENT OF STATE  
**Sandra B. Mortham**  
Secretary of State  
DIVISION OF CORPORATIONS

**DOCUMENT # F96000006312 (0)**

1. Corporation Name  
**GALLAGHER BENEFIT ADMINISTRATORS, INC.**



Principal Place of Business      Mailing Address  
**2 PIERCE PLACE      2 PIERCE PLACE**  
**ITASCA IL 60143      ITASCA IL 60143-1203**

3. Date Incorporated or Qualified      3a. Date of Last Report  
**12/04/1996**

2. Principal Place of Business      2a. Mailing Address

21 Suite, Apt. #, etc.      26 Suite, Apt. #, etc.

22 City & State      27 City & State

23 Zip      28 Zip      Country      30 Country

4. FEI Number      Applied For  
**36-4099199**      Not Applicable

5. Certificate of Status Desired            **\$8.75 Additional Fee Required**

6. Election Campaign Financing Trust Fund Contribution            **\$5.00 May Be Added to Fees**

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes       Yes       No

**9. Name and Address of Current Registered Agent**

**10. Name and Address of New Registered Agent**

**CORPORATION SERVICE COMPANY  
1201 HAYS STREET  
TALLAHASSEE FL 32301-2525**

81 Name  
82 Street Address (P.O. Box Number is Not Acceptable)  
83  
84 City      **FL**      85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE      (NOTE: Registered Agent signature required when reinstating)      DATE

**12. OFFICERS AND DIRECTORS**       DELETE

|                 |                     |  |
|-----------------|---------------------|--|
| TITLE           | VD                  | <input type="checkbox"/> DELETE            |
| NAME            | CLOHERTY, MICHAEL J |  |
| STREET ADDRESS  | 2 PIERCE PLACE      |  |
| CITY - ST - ZIP | ITASCA IL 60143     |  |
| TITLE           | PD                  | <input type="checkbox"/> DELETE            |
| NAME            | DURKIN, JAMES W JR  |  |
| STREET ADDRESS  | 2 PIERCE PLACE      |  |
| CITY - ST - ZIP | ITASCA IL 60143     |  |
| TITLE           | DC                  | <input checked="" type="checkbox"/> DELETE |
| NAME            | GALLAGHER, J P JR   |  |
| STREET ADDRESS  | 2 PIERCE PLACE      |  |
| CITY - ST - ZIP | ITASCA IL 60143     |  |
| TITLE           | V                   | <input type="checkbox"/> DELETE            |
| NAME            | ROSENGREN, JOHN C   |  |
| STREET ADDRESS  | 2 PIERCE PLACE      |  |
| CITY - ST - ZIP | ITASCA IL 60143     |  |
| TITLE           | V                   | <input type="checkbox"/> DELETE            |
| NAME            | CARAHER, JOHN J     |  |
| STREET ADDRESS  | 2 PIERCE PLACE      |  |
| CITY - ST - ZIP | ITASCA IL 60143     |  |
| TITLE           | V                   | <input type="checkbox"/> DELETE            |
| NAME            | FANSLER, GARY R     |  |
| STREET ADDRESS  | 2 PIERCE PLACE      |  |
| CITY - ST - ZIP | ITASCA IL 60143     |  |

**13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12**       Change       Addition

|                     |    |  |
|---------------------|----|--|
| 1.1 TITLE           |    | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| 1.2 NAME            |    |  |
| 1.3 STREET ADDRESS  |    |  |
| 1.4 CITY - ST - ZIP |    |  |
| 2.1 TITLE           | CD | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 2.2 NAME            |    |  |
| 2.3 STREET ADDRESS  |    |  |
| 2.4 CITY - ST - ZIP |    |  |
| 3.1 TITLE           |    | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| 3.2 NAME            |    |  |
| 3.3 STREET ADDRESS  |    |  |
| 3.4 CITY - ST - ZIP |    |  |
| 4.1 TITLE           |    | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| 4.2 NAME            |    |  |
| 4.3 STREET ADDRESS  |    |  |
| 4.4 CITY - ST - ZIP |    |  |
| 5.1 TITLE           |    | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| 5.2 NAME            |    |  |
| 5.3 STREET ADDRESS  |    |  |
| 5.4 CITY - ST - ZIP |    |  |
| 6.1 TITLE           | PD | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 6.2 NAME            |    |  |
| 6.3 STREET ADDRESS  |    |  |
| 6.4 CITY - ST - ZIP |    |  |

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *[Signature]*      **REQUIRE**      *Treasurer*      4-21-97      430-773-3800  
DATE      Daytime Phone # 0011166

CR2E034 (9/96)

**GALLAGHER BENEFIT ADMINISTRATORS, INC.**

Incorporated : Illinois  
Date : 03/29/96  
% Ownership : Gallagher Bassett Services, Inc.  
Federal ID # : 36-4099199

**CAPITAL STOCK:**

**Common**

Price/Par Value: \$1.00

Authorized: 1,000

Outstanding: 1,000

**DIRECTORS:** Currently Authorized: 3

|                      |          |
|----------------------|----------|
| Michael J. Cloherly  | Director |
| James W. Durkin, Jr. | Director |
| Gary R. Fansler      | Director |

**OFFICERS:**

|                      |                                    |
|----------------------|------------------------------------|
| James W. Durkin, Jr. | Chairman                           |
| Gary R. Fansler      | President                          |
| Michael J. Cloherly  | Vice President - Finance           |
| John C. Rosengren    | Vice President and General Counsel |
| John J. Caraher      | Vice President                     |
| David R. Long        | Vice President                     |
| Mark P. Strauch      | Treasurer                          |
| David B. Hoch        | Controller                         |
| Carl E. Fasig        | Secretary                          |
| Christine D. Greb    | Assistant Secretary                |

**Purpose of business:**

Third Party Administrator

**Primary Address:**

Two Pierce Place  
Itasca, Illinois 60143-3141