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Legal Insurance Services

148 E. Pottsville Ave.

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Howard B. Nathans, JD

President

April 5, 1999

Division of Corporations
State of Florida
Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32399

Claims Adjustment
Compliance
Corporate
Coverage Opinions
Legislative
Licensing
Mergers/Acquisitions
Regulatory
State Filings

RE: Healthcare Underwriters Mutual Insurance Company

Dear Sirs:

Enclosed is a completed application for foreign corporation for authorization to do business in Florida. Names of all officers and directors are provided. The addresses for all directors are listed on a separate sheet of paper. All officers business addresses are the same as for the Company which is 8 British American Boulevard, Latham, NY 12110.

In support of the application for Certificate of Status, I have enclosed:

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-04/06/99--01054--005

*****78.75 *****78.75

(1) Letter of Good Standing certified by the New York Department of Insurance certifying incorporation date and date of licensure. The New York Secretary of State's Office advised us that they do not issue Certificates of Existence or Status and to obtain same from the Insurance Department. I spoke with Ms. Donna Simpson of the Corporations Division, Secretary of State's Office at (518) 473-2492. Please call her if you need to verify. W99-8278

(2) Fees for Certificate of Status and filing of \$78.75

Please return the Certificate of Status to me at the address on this letterhead via federal express billing my federal express account number 1441-0377-7.

Please contact me should you have any questions.

Sincerely,

Howard B. Nathans

Howard B. Nathans

HBN/lm

Enclosures



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 7, 1999

LEGAL INSURANCE SERVICES
HOWARD B. NATHANS
148 THREE PONDS LANE
MALVERN, PA 19355

SUBJECT: HEALTHCARE UNDERWRITERS MUTUAL INSURANCE
COMPANY
Ref. Number: W99000008278

We have received your document for HEALTHCARE UNDERWRITERS MUTUAL INSURANCE COMPANY and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 099A00017488

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. Healthcare Underwriters 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. New York
(State or country under the law of which it is incorporated)
3. 14-1584861
(FEI number, if applicable)
4. September 30, 1976
(Date of Incorporation)
5. Perpetual
(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. 8 British American Boulevard
Latham, New York 12110
(Current mailing address)
8. Property / Casualty Insurance - New York License attached
(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.

Gerald J. Cassidy
President & Chief Executive Officer

Mr. Cassidy is the President and Chief Executive Officer of Healthcare Underwriters Mutual Insurance Company and the HUM Group of Companies. He serves on each Company's Board of Directors and is a member of its Executive, Finance, Claims and Employee Benefits Committees. Mr. Cassidy's more than thirty-five years as an insurance executive include twenty-two years with the St. Paul Fire and Marine Company in their Boston, Massachusetts and Providence, R.I. offices and five years with the Phoenix of Hartford. Mr. Cassidy's last ten years of service with the St. Paul Fire & Marine Company were as Vice President and General Manager of that Company's Boston office and as Chief Executive of the Medical Malpractice Joint Underwriting Associations of Massachusetts and Maine. Since joining HUM in 1989 as the Company's President and Chief Executive Officer, Mr. Cassidy has initiated major changes which have spearheaded HUM's geographic entry into new states. More recently, HUM has acquired OHIC Insurance Company of Ohio, a multi-state liability underwriter of healthcare providers. The HUM Group of Companies now reaches coast to coast.

Mr. Cassidy is the Chairman of the OHIC Insurance Company's Board of Directors and the Company's Chief Executive Officer.

In addition to his duties at the HUM Group of Companies, Mr. Cassidy serves on the Boards of Directors of Child's Hospital in Albany, New York, and of the Hospital Insurance Forum, a national association of approximately three dozen insurance companies representing the healthcare industry.

James E. Guzewich
Vice President & Chief Financial Officer

Mr. Guzewich joined Healthcare Underwriters Mutual Insurance Company in August 1998 as Vice President & Chief Financial Officer of the Company and each of its subsidiaries. He is also a member of the Finance Committee.

Mr. Guzewich was employed by Ernst & Whinney for nearly 12 years, serving a variety of clients primarily in the financial services industry. After serving as chief financial officer for three companies in the Albany, New York area, Mr. Guzewich joined KeyCorp in Albany to manage the Mergers & Acquisitions function for 2 years, prior to the merger of KeyCorp with Society Corporation in Cleveland. He then joined KeyCorp's leasing subsidiary, KeyCorp Leasing Ltd., as Chief Financial Officer, and served in that capacity for 4 years, during a period of rapid growth and a major leasing company acquisition.

Mr. Guzewich is a member of the American Institute of Certified Public Accountants and New York State Society of CPA's and has served on the Board or as a financial advisor for a number of local businesses and charitable organizations.

J. Edward "Jed" Potocar
Vice President Marketing & Communications

Jed Potocar is Vice President Marketing and Communications at Healthcare Underwriters Mutual Insurance Company. He joined HUM in March 1991 as Director Marketing and Communications with a half dozen years experience with large, multi-line companies in various marketing, management and sales positions. Named Vice President in October 1995, Mr. Potocar is responsible for designing and implementing HUM's Marketing strategies and managing the distribution of its profits.

With the creation of HUM Marketing Group, Inc., the HUM Group of Companies subsidiary agency, Mr. Potocar also assumed the position of Chief Executive Officer, HMG. This new endeavor focuses on new business and agency relationships.

Mr. Potocar holds a Bachelor of Science Degree in Psychology and a Masters Degree in Communications. He is a frequent speaker on the topic of liability insurance at professional associations and local college campuses.

Gerald Engstrom
Vice President, Underwriting

Mr. Engstrom is Vice President, Underwriting at Healthcare Underwriters Mutual Insurance Company. He joined HUM in 1993 as Senior Underwriting Analyst. Mr. Engstrom came to the Company with more than twenty-eight years of casualty underwriting experience at the St. Paul Fire & Marine Insurance Company with a heavy emphasis on medical professional and related lines. During his career with the St. Paul, Mr. Engstrom's Underwriting positions included Regional Service Center Department Manager and, for sixteen years, Senior Underwriting Analyst at the company's home office. During his tenure as Sr. Underwriting Analyst, Mr. Engstrom had Underwriting and Product Development management authority on a country-wide basis for selected medical professional and related lines of business. Mr. Engstrom was named Vice President Underwriting at HUM in 1996.

Cathy H. Place
Vice President, Product Development

Ms. Place is Vice President of Product Development and a member of the Management Team at Healthcare Underwriters Mutual Insurance Company. Prior to joining HUM in December, 1994, Ms. Place spent more than eighteen years in the Product Development area. Her resume includes serving as supervisor of Product Development at United Community Insurance Company and, as Manager of Compliance and Product Development at the then Farm Family Mutual Insurance Company. Ms. Place was appointed HUM's Vice President, Product Development in 1996.

Ms. Place is a member of the Society of State Filers and the National Association of Insurance Women, where she has served as Education Chair and was honored as Rookie of the Year.

Daniel F. Canniff
Vice President, Operations
and Secretary

Mr. Canniff is the Vice President of Operations of Healthcare Underwriters Mutual Insurance Company. A member of the Company's Management Team, Mr. Canniff is responsible for the overall operation of the Company's regional customer service teams. Mr. Canniff joined HUM in 1990 as Controller. He brought with him twelve years of financial and operational management experience in the healthcare industry. Mr. Canniff was selected to be HUM's first Director of Operations in April 1996 and was named Vice President in October 1997. Mr. Canniff holds a Bachelors Degree in Business Administration and an MBA in Management Systems. Professional memberships include the Society of Insurance Financial Managers, the Healthcare Financial Managers Association and the National Association of Notaries.

Almor (Al) M. Afonso
Vice President, Claims

Mr. Afonso is the Vice President of Claims at Healthcare Underwriters Mutual Insurance Company. He joined HUM in November 1995 as Director, Claims, bringing a dozen years experience in management and staff positions specializing in medical professional liability claims. Named Vice President in October 1997, Mr. Afonso has focused his efforts on bringing to HUM's expanding territories the same level of successful claims management enjoyed by insureds in New York, along with finely tuned litigation management and staff professional development.

Mr. Afonso is a member of the Albany Claim Association and the Defense Research Institute. He is Vice Chair of the Hospital Insurance Forum's Planning Committee.

William B. Namestnik
Director, Risk Management

Mr. Namestnik is the Director of Risk Management at Healthcare Underwriters Mutual Insurance Company. He joined the Company in April of 1995 as a risk management specialist with thirteen years of health care management experience. He was appointed Director, Risk Management in September 1996, charged with developing a risk management program for the twenty-first century.

Mr. Namestnik holds both Bachelor of Sciences and Master of Health Services Administration Degrees. He is a licensed nursing home administrator.

Eric Madcharo
Director, Information Systems

Mr. Madcharo is the Director of Information Systems at Healthcare Underwriters Mutual Insurance Company. He joined the Company in 1993 as an analyst/programmer bringing with him twelve years of diversified information systems experience. Early in 1996, Mr. Madcharo became Assistant Director for Systems Development. Functioning as project manager for a multitude of automated projects, Mr. Madcharo was also instrumental in developing the Company's first multi-year plan for information systems. Promoted to Director in November of the year, Mr. Madcharo is charged with the use of information systems and communication technologies as a strategic tool in accomplishment of the Company's Business Plan.

Guy M. Forden
Controller

Mr. Forden joined Healthcare Underwriters Mutual Insurance Company in May of 1996 as Controller. Mr. Forden is responsible for the overall financial accounting and reporting of HUM and the HUM Group of Companies. Prior to joining HUM, Mr. Forden served in a similar capacity for a locally based multi-line, multi-state carrier. Mr. Forden has over 15 years of Property and Casualty insurance experience and has held positions of increasing responsibility in the areas of commercial underwriting and financial management. Mr. Forden has a Bachelors of Science degree in Accounting and is a member of the Society of Insurance Financial Managers.

Deborah A. Seeley
Director, Human Resources

Ms. Seeley joined Healthcare Underwriters Mutual Insurance Company in March of 1998 as Director, Human Resources. As such, Ms. Seeley is responsible for all areas of Human Resources, including benefits, compensation, and recruiting and selection. Ms. Seeley brought to HUM sixteen years of experience at KeyCorp, where she held positions of increasing responsibility in various areas of human resources including training and organizational development. She holds a BS in Business Management from the College of St. Rose.

HEALTHCARE UNDERWRITERS MUTUAL INSURANCE COMPANY
BOARD OF DIRECTORS
1998

Gerald Joseph Cassidy
President & CEO
Healthcare Underwriters Mutual
Insurance Company
8 British American Blvd.
Latham, NY 12110

Robert. Wayne Diesel
President & CEO
NYS Credit Union League
19 British American Blvd.
Latham, NY 12110

Roger Gran Dvorak
President
Lawrence Hospital
55 Palmer Road
Bronxville, NY 10708

Leonard Feld
Consultant
34 Vestal Avenue
Binghamton, NY 13903

David William. Felton
Administrator
Community Memorial Hospital
Broad Street
Hamilton, NY 13346

Jerry Lee Harris
President & CEO
CGH Health Services
Broad Road
Syracuse, NY 13215

Murray Sherwood Marsh
Chairman, HUM Board
624 Lakeview Avenue
Jamestown, NY 14701

David Norman Mesches, MD
Chief Executive Officer
Mid-Hudson Family Health Institute
1 Family Practice Drive
Kingston, NY 12401

Michael Christopher Mazzarella
President & CEO
Cross River HealthCare, Inc.
Springbrook Avenue
Rhinebeck, NY 12572

Arthur Gordon McAleer, Jr.
President & CEO
Lewistown Hospital
400 Highland Avenue
Lewistown, PA 17044

Richard William Petersen
Senior Vice President
CGF Health System
100 High Street
Buffalo, NY 14203

Kenneth Douglas Roberts
Vice Chairman, HUM Board
President
J.T. Mather Memorial Hospital
North Country Road
Port Jefferson, NY 11777

Roger Leslie Schlueter
Secretary/Treasurer, HUM Board
Healthcare Underwriters Mutual
Insurance Company
8 British American Blvd.
Latham, NY 12110

*no longer
with
company*

Mark William Thomas
Hospital Association of NYS
74 North Pearl Street
Albany, NY 12207

Frederick Francis Yanni, Jr.
President & CEO
Health Services Medical Corporation
of Central New York, Inc.
8278 Willett Parkway
Baldwinsville, NY 13027

Certificate of Good Standing

STATE OF NEW YORK
INSURANCE DEPARTMENT

It is hereby certified that

HEALTHCARE UNDERWRITERS MUTUAL INSURANCE COMPANY
of Latham, New York

was incorporated under the laws of the State of New York on September 30, 1976, under the title of HOSPITAL UNDERWRITERS MUTUAL INSURANCE COMPANY and was licensed to transact insurance business in the State of New York on May 26, 1977; that it changed its name to HEALTHCARE UNDERWRITERS MUTUAL INSURANCE COMPANY on November 18, 1993.

IT IS HEREBY FURTHER CERTIFIED that the aforesaid Company is duly authorized in the State of New York to transact the business of accident and health, fire, miscellaneous property, water damage, burglary and theft, glass, boiler and machinery, elevator, animal, collision, personal injury liability, property damage liability, workers' compensation and employers' liability, fidelity and surety, credit, motor vehicle and aircraft physical damage, marine and inland marine, marine protection and indemnity, residual value, credit unemployment, and substantially similar kind of insurance, as specified in paragraphs 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 19, 20, 21, 22, 24, and 30 of Section 1113(a) of the New York Insurance Law and also such workers' compensation insurance as may be incident to coverages contemplated under paragraphs 20 and 21 of Section 1113(a), including insurances described in the Longshoremen's and Harbor Workers' Compensation Act (Public Law No. 803, 69 Cong. as amended; 33 USC Section 901 et seq. as amended), and as authorized by Section 4102(c), reinsurance of every kind or description and has been continuously licensed and remains in good standing to the date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of this Department at the City of Albany, New York, this 12th day of March 1999.

NEIL D. LEVIN
Superintendent of Insurance

By

Frank M. D'Amico
Special Deputy Superintendent

