

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

FILED

Jun 11 1997 8:00am
Secretary of State

| | | |
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| PROFIT CORPORATION ANNUAL REPORT 1997 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
|---|---|--|

DOCUMENT # P03405 (8)
1. Corporation Name
MGIC ASSURANCE CORPORATION



| | |
|--|--|
| Principal Place of Business 201 ROBERT S. KERR AVENUE SUITE 600 OKLAHOMA CITY OK 73102-4267 | Mailing Address P.O. BOX 756 MILWAUKEE WI 53201-0756 |
|--|--|

| | | | | | |
|---|--|---|--|--|---------------------------------------|
| 2. Principal Place of Business 21 250 E. Kilbourn Avenue Suite, Apt. #, etc. 22 City & State 23 Milwaukee, WI 24 Zip 53202 25 Country Milwaukee | | 2a. Mailing Address 26 P.O. Box 488 Suite, Apt. #, etc. 27 City & State 28 Milwaukee, WI 29 Zip 53201-0488 30 Country Milwaukee | | 3. Date Incorporated or Qualified 09/17/1984 | 3a. Date of Last Report 08/08/1996 |
| | | | | 4. FEI Number 75-6026532 | Applied For Not Applicable |
| | | | | 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required |
| | | | | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees |
| | | | | 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |

9. Name and Address of Current Registered Agent
THE FLORIDA INSURANCE COMMISSIONER
THE CAPITOL BUILDING
TALLAHASSEE FL 32301
SEE ATTACHED COPY OF SERVICE OF PROCESS FORM

| | |
|---|----------------|
| 10. Name and Address of New Registered Agent | |
| 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 | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|--------------------------|---|--|
| TITLE | PD | 11 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | LACY, WILLIAM H | 12 NAME | |
| STREET ADDRESS | 250 EAST KILBOURN AVENUE | 13 STREET ADDRESS | |
| CITY-ST-ZIP | MILWAUKEE WI 53202 | 14 CITY-ST-ZIP | |
| TITLE | VD | 21 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | LAUER, J. MICHAEL | 22 NAME | EVP CFO D |
| STREET ADDRESS | 250 EAST KILBOURN AVENUE | 23 STREET ADDRESS | Lauer, J. Michael |
| CITY-ST-ZIP | MILWAUKEE WI 53202 | 24 CITY-ST-ZIP | 250 E. Kilbourn Avenue |
| TITLE | VD | 31 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | CULVER, CURT S | 32 NAME | D |
| STREET ADDRESS | 250 EAST KILBOURN AVENUE | 33 STREET ADDRESS | Culver, Curt S. |
| CITY-ST-ZIP | MILWAUKEE WI 53202 | 34 CITY-ST-ZIP | 250 E. Kilbourn Avenue |
| TITLE | V | 41 TITLE | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | PIERZCHALSKI, LAWRENCE J | 42 NAME | SVP S D |
| STREET ADDRESS | 250 EAST KILBOURN AVENUE | 43 STREET ADDRESS | Lane, Jeffrey H. |
| CITY-ST-ZIP | MILWAUKEE WI 53202 | 44 CITY-ST-ZIP | 250 E. Kilbourn Avenue |
| TITLE | VD | 51 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | VAN HOOSER, RUSSELL E | 52 NAME | SVP D |
| STREET ADDRESS | 250 EAST KILBOURN AVENUE | 53 STREET ADDRESS | Van Hooser, Russell E. |
| CITY-ST-ZIP | MILWAUKEE WI 53202 | 54 CITY-ST-ZIP | 250 E. Kilbourn Avenue |
| TITLE | VD | 61 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | ZELLNER, LOU T | 62 NAME | D |
| STREET ADDRESS | 250 EAST KILBOURN AVENUE | 63 STREET ADDRESS | Zellner, Lou T. |
| CITY-ST-ZIP | MILWAUKEE WI 53202 | 64 CITY-ST-ZIP | 250 E. Kilbourn Avenue |

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(j), 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 _____ Patrick Sinko 4/24/97 (414) 347-6706

CR2E034 (9/96)

Date: October 30, 1996

MGIC Assurance Corporation

DIRECTORS:

Curt S. Culver
William H. Lacy
Jeffrey H. Lane
J. Michael Lauer
James A. McGinnis
Russell E. Van Hooser
Lou T. Zellner

OFFICERS:

| | |
|-----------------------|--|
| William H. Lacy | President and Chief Executive Officer |
| J. Michael Lauer | Executive Vice President and Chief Financial Officer |
| Jeffrey H. Lane | Senior Vice President, General Counsel and Secretary |
| Russell E. Van Hooser | Senior Vice President—Regulatory Relations |
| James A. McGinnis | Vice President and Treasurer |
| Patrick Sinks | Vice President, Controller and Chief Accounting Officer |
| Joseph J. Ziino, Jr. | Vice President, Associate General Counsel and Assistant Secretary |
| James A. Karpowicz | Assistant Treasurer |

Address: 270 East Kilbourn Avenue
Milwaukee, WI 53202

EXHIBIT E

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

State of Wisconsin }
County of Milwaukee }

ss.

Know All Men by These Presents, That the MGIC Assurance Corporation
of Milwaukee, Wisconsin, 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 the State of Wisconsin 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 Jeffrey H. Lane, Senior Vice President, General Counsel & Secretary
of MGIC Assurance Corporation, 250 East Kilbourn Avenue, Milwaukee, WI 53202
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 ^{Assistant} Secretary of said insurer or other entity,
have hereunto set our hands and affixed the seal of said insurer or other entity on this 24th day of
April, A.D. 1997.

William H. Lacy
President or Chief Executive Officer (Typed)

Joseph J. Ziino, jr.
Assistant Secretary (Typed)

SEAL

By: William H. Lacy
President or Chief Executive Officer (Signature)

Jeffrey H. Lane
Assistant Secretary (Signature)

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.

EXHIBIT F

RESOLUTION FORM

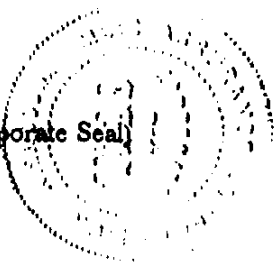
I HEREBY CERTIFY that the following resolution was adopted by the entire Board of Directors of

MGIC Assurance Corporation

~~at a meeting held by~~ the Board of Directors of the Company on the 24th day of April, 19 97.
at an annual meeting of

"RESOLVED, that the President or Chief Executive Officer and Secretary of this corporation be and they are hereby authorized to execute, for and on behalf of this corporation, the attached Consent and Agreement in re Service of Process under the Laws of Florida."

(Corporate Seal)



William H. Lacy

President/
Chief Executive Officer
William H. Lacy

4 / 24/97
Date

Joseph J. Ziino, Jr.
Assistant Secretary
Joseph J. Ziino, Jr.

4 / 24/97
Date