

P15310
KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON
PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW

SILVIA MORELL ALDERMAN
ALAN HARRISON BRENTS
DANIEL C. BROWN
JUNIOUS D. BROWN III
BILL L. BRYANT, JR.
NANCY M. BURKE
GREGORY A. CHAIRES
GORDON D. CHERR
JOHN A. CHIOCCA
RICHARD E. COATES
BERT L. COMBS
J. RILEY DAVIS
MARTIN R. DIX
PAUL R. EZATOFF
WILLIAM M. FURLOW
KATHERINE E. GIDDINGS
MITCHELL B. HAIGLER
MILES W. HUGHES
LISA M. HURLEY
MICHAEL E. INGRAM
MARK E. KAPLAN
ALLAN J. KATZ
BRIAN C. KERI
EDWARD L. KUTTER
RICHARD P. LEE
RALPH C. LOSEY
JOHN C. LOVETT
CHRISTOPHER B. LUNNY
WILLIAM PETER MARTIN
ELIZABETH W. McARTHUR

POST OFFICE BOX 1877 32302-1877
106 EAST COLLEGE AVENUE, 12TH FLOOR
TALLAHASSEE, FLORIDA 32301

TELEPHONE (850) 224-9684
TELECOPIER (850) 222-0103

POST OFFICE BOX 4950 32802-4950
111 NORTH ORANGE AVENUE, SUITE 900
ORLANDO, FLORIDA 32801-2373

TELEPHONE (407) 841-7100
TELECOPIER (407) 648-0660

www.katzlaw.com

REPLY TO: TALLAHASSEE

e-mail: mkaplan@katzlaw.com

May 18, 1999

TALLAHASSEE, FLORIDA 32301
SECRET
MAY 19 1999
66
TRAVIS L. MILLER
MIGUEL A. OLIVELLA, JR.
JOSEPH R. PANZL
BRUCE D. PLATT
ALEXA PLEAS
JOHN RADEY
EMERY H. ROSENBLUTH, JR.
HARRY O. THOMAS
MARY E. WINN
J. LARRY WILLIAMS
DAVID A. YON
PAUL A. ZEIGLER
OF COUNSEL:
BANNON COOK
JEFFREY D. BREHN
EDWARD S. JAFFRY
PATRICK F. MARONEY
MICHAEL A. MILLER
GOVERNMENTAL CONSULTANTS:
LESLIE Y. DUGHY*
PAT GRIFFITH O'CONNELL*
E. CLINT SMAWLEY*
GERALD C. WESTER*
(*NOT A MEMBER OF FLORIDA BAR)
EXECUTIVE DIRECTOR:
J. ANDREW KELLER, III, C.P.A.

Florida Department of State
Division of Corporations
The Firestone Building
Tallahassee, Florida 32399

Name Change & Amend
By Hand Delivery

Re: Bay Colony Insurance Company
Change of Name of Foreign Corporation

Enclosed is an application for Bay Colony Insurance Company, a Pennsylvania corporation authorized to do business in Florida, to change its name to GE Auto & Home Assurance Company.

Also, there appears to be a typographical error in the Department of State's records. Bay Colony Insurance Company is not a California corporation, but is a Pennsylvania corporation. We would appreciate your correcting this reference in the Department's database.

Please call me at 425-1623 if you have any questions or need more information. Thank you for your help.

Very truly yours,



Mark E. Kaplan

*ASR
6/3/99*

Enclosures

cc: Michael G. Moyer, Esq. (w/o encl.)

000002879290--1
-05/19/99--01003--004
*****43.75 *****43.75



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 19, 1999

KATZ, KUTTER, HAIGLER, ET AL

TALLAHASSEE, FL

SUBJECT: BAY COLONY INSURANCE COMPANY
Ref. Number: P15310

We have received your document for BAY COLONY INSURANCE COMPANY and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

We have the original domestication showing as a California corporation. If you have changed states, no one has notified us of such change, so you need a certificate from California. If you have changed jurisdiction, then you need to amend that also.

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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 899A00027745

KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON

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OF COUNSEL:
O'BANNON M. COOK
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E. CLINT SMAWLEY*
GERALD C. WESTER*
(*NOT A MEMBER OF FLORIDA BAR)

EXECUTIVE DIRECTOR:
J. ANDREW KELLER, III, C.P.A.

June 3, 1999

Cheryl Coulliette
Document Specialist
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Via Hand Delivery

Re: Bay Colony Insurance Company
Ref. Number: P15310

Dear Ms. Coulliette:

Enclosed are the documents you requested for the name change and redomestication filing for Bay Colony Insurance Company.

Please call me if you have any questions. Thank you for your help.

Very truly yours,



Mark E. Kaplan

RECEIVED
09 JUN -3 11:12:06
STATE OF FLORIDA
DIVISION OF CORPORATIONS



Executive Offices • P.O. Box 1990 • Valley Forge, PA 19482-1990

May 17, 1999

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**RE: Request for a New Certificate of Status - Bay Colony Insurance Company
name change to GE Auto & Home Assurance Company**

To Whom It May Concern:

Bay Colony Insurance Company is in the process of changing its name to GE Auto & Home Assurance Company. As part of this process, we are required to provide the Florida Department of Insurance with a New Certificate of Status. To that end, enclosed as Exhibit 1, please find Bay Colony Insurance Company's "Application By Foreign Profit Corporation To File Amendment To Application For Authorization To Transact Business in Florida," as executed by Henry H. Wulsin, Chairman of the Board of Directors and President and Chief Executive Officer of Bay Colony Insurance Company.

Further, enclosed herewith as Exhibit 2, please find an original certificate from the Commonwealth of Pennsylvania (state of domicile) evidencing the amendment. Finally, enclosed herewith as Exhibit 3, please find a check made payable to the Department of State in the amount of \$43.75, which includes the \$35.00 filing fee and the \$8.75 fee for the Certificate of Status.

Please note that the Commonwealth of Pennsylvania Department of Insurance has given us approval for the name change with an effective date of September 2, 1999, at 12:01 a.m. Please feel free to contact me directly if you have any questions or comments. Thank you for your kind attention to this matter.

Very truly yours,

A handwritten signature in cursive script, appearing to read "m. moyer", is written over the typed name.

Michael G. Moyer
Associate General Counsel
Enclosures

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

99
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JUN -3 PM 4:22
FILED

SECTION I
(1-3 MUST BE COMPLETED)

1. Bay Colony Insurance Company
Name of corporation as it appears on the records of the Department of State.

2. Pennsylvania 3. February 16, 1989
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? September 2, 1999, 12:01 a.m.

5. GE Auto & Home Assurance Company
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Pennsylvania

New Jurisdiction

Henry H. Wulsin
Signature

May 26, 1999
Date

Henry H. Wulsin
Typed or printed name

President & Chief Executive Officer
Title

Commonwealth of Pennsylvania



INSURANCE DEPARTMENT

I, M. Diane Koken, Insurance Commissioner of the Commonwealth of Pennsylvania, do hereby certify that the

attached is a full, true and correct copy of the Articles of Amendment of BAY COLONY INSURANCE COMPANY, as the same appears of record and remains on file with this Department.

In Witness Whereof, I have hereunto set my hand, and affixed the Official Seal of this Department at the City of Harrisburg this 7th day of May, 1999.

M. Diane Koken

Insurance Commissioner



9915-314

Exhibit "A"

MAR 02 1999

Microfilm Number _____

Filed with the Department of State on _____

Entity Number 2621830

Kira A. Fitzgerald

ACTING

Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION
DSCB:15-1915 (Rev 90)

In compliance with the requirements of 1 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is BAY COLONY INSURANCE COMPANY

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 2650 Audubon Road Norristown Pennsylvania 19403 Montgomery
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is Act of May 17, 1921

4. The date of its incorporation is August 19, 1971

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on September 2, 1999 at 12:01 am
Date Hour

6. (Check one of the following):

The amendment was adopted by the shareholders (or members) pursuant to 1 Pa.S.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 1 Pa.S.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

"FIRST: NAME

The name of this corporation is:

GE AUTO & HOME ASSURANCE COMPANY"

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. (Check if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 24th day of February, 99.

BAY COLONY INSURANCE COMPANY

(Name of Corporation)

BY:

Gregory J Manderlink
Gregory J Manderlink (Signature)

TITLE: Assistant Secretary

Microfilm Number _____

Entity Number 2621830

COPY

Filed with the Department of State on APR 26 1999

Kim D. ...
Secretary of the Commonwe

JK

STATEMENT OF CORRECTION DSCB:15-138 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 138 (relating to statement of correction) the undersigned association or other person, desiring to correct an inaccurate record of corporate or other action or correct defective or erroneous execution of a document, hereby states that:

1. The name of the association or other person is:

GE AUTO & HOME ASSURANCE COMPANY

2. The (a) address of this association's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>2650 Audubon Road</u>	<u>Norristown</u>	<u>Pennsylvania</u>	<u>19403</u>	<u>Montgomery</u>
Number and Street	City	State	Zip	County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For an association represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the association is located for venue and official publication purposes.

3. The statute by or under which it was incorporated or the preceding filing was made, in the case of a filing that does not constitute a part of the articles of incorporation of a corporation, is: Act of May 17, 1921

4. The inaccuracy or defect, which appears in Department of State form DSCB15-1915 filed on 3.2.99 and recorded in Roll and Film Number 9915, p. 313-15 et seq., is: The effective date of the company's name change from BAY COLONY INSURANCE COMPANY to GE AUTO & HOME ASSURANCE COMPANY is SEPTEMBER 2, 1999. Please correct the Articles of Amendment-Domestic Business Corporation to reflect the new effective date of the name change from Bay Colony to GE Auto & Home Assurance Company. For questions related to this filing, please contact Colette Perri (610) 650-2078.

5. (Check one of the following):

The portion of the document requiring correction in corrected form is set forth in Exhibit A attached hereto and made a part hereof.

The original document to which this statement relates shall be deemed reexecuted.

The original document to which this statement relates shall be deemed stricken from the records of the Department.

IN TESTIMONY WHEREOF, the undersigned association or other person has caused this statement to be signed by a duly authorized officer thereof or otherwise in its name this 23rd day of April, 1999.

Michael McGovern

(Name)

BY: *[Signature]*

(Signature)

TITLE: Chief Financial Officer

Commonwealth of Pennsylvania



INSURANCE DEPARTMENT

I, M. Diane Koken, Insurance Commissioner of the Commonwealth of Pennsylvania, do hereby certify that the

attached is a full, true and correct copy of the Order RE: Plan of Domestication of BAY COLONY INSURANCE COMPANY From the State of California To The Commonwealth of Pennsylvania, Dated June 5, 1995, as the same appears of record and remains on file with this Department.

In Witness Whereof, I have hereunto set my hand, and affixed the Official Seal of this Department at the City of Harrisburg this 25th day of May, 1999.

M. Diane Koken

Insurance Commissioner



BEFORE THE
INSURANCE COMMISSIONER OF THE
COMMONWEALTH OF PENNSYLVANIA

IN RE: PLAN OF DOMESTICATION OF BAY COLONY INSURANCE COMPANY
FROM THE STATE OF CALIFORNIA TO THE COMMONWEALTH OF PENNSYLVANIA.

ORDER

AND NOW, on this 5th day of June, 1995, Linda S. Kaiser,
Insurance Commissioner of the Commonwealth of Pennsylvania,
hereby makes the following ORDER:

FINDINGS OF FACT.

1. On March 1, 1995 the Insurance Commissioner of the Commonwealth of Pennsylvania (hereinafter referenced as "COMMISSIONER") received a request (which, together with all material received subsequently, is hereinafter referenced as "REQUEST") for approval of the redomestication of Bay Colony Insurance Company to the Commonwealth of Pennsylvania from the State of California.
2. The REQUEST was filed pursuant to and in accordance with 15 P.S. Sections 4161 and 4162 and Sections 205(d) and 207 of the GAA Amendments (P.L. 834, No. 198), hereinafter referenced as "APPLICABLE STATUTES".
3. Bay Colony Insurance Company (hereinafter referenced as "APPLICANT") is a foreign insurance corporation organized under the laws of the State of California with its principal place of business in Norristown, Pennsylvania.
4. APPLICANT currently holds a Certificate of Authority to transact insurance business in the Commonwealth of Pennsylvania as a foreign insurer.
5. APPLICANT desires to redomesticate to the Commonwealth of Pennsylvania and become a domestic stock casualty insurer if the Plan of Domestication is approved.

DETERMINATIONS

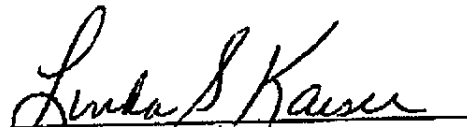
1. The REQUEST was properly filed pursuant to and in accordance with the APPLICABLE STATUTES.
2. The COMMISSIONER has jurisdiction over the parties and the subject matter of this proceeding and has the power to grant such an approval.
3. Such domestication by a foreign business corporation is provided for as set forth in subsection 4161(a) of the APPLICABLE STATUTES.
4. In accordance with subsection 4161(b) of the APPLICABLE STATUTES, Articles of Domestication for APPLICANT with an effective date of March 1, 1995 were filed with the COMMISSIONER.
5. In accordance with the APPLICABLE STATUTES, APPLICANT has stated it will be subject to all the laws of this Commonwealth as stated in the Insurance Company Law of May 17, 1921, as amended.
6. In accordance with APPLICABLE STATUTES, APPLICANT'S stated purpose for which it seeks to be domesticated is for providing insurances as stated in the Insurance Company Law of May 17, 1921, as amended.
7. In accordance with APPLICABLE STATUTES, APPLICANT has provided verification that the domestication has been approved in accordance with its Constitution and Bylaws.
8. In accordance with the APPLICABLE STATUTES, the COMMISSIONER, based on said REQUEST, believes this domestication is in accordance with the law and is not injurious to the policyholders or creditors of APPLICANT.

ORDER

Upon consideration of the foregoing, the COMMISSIONER hereby makes the following ORDER:

An approving determination for the domestication of APPLICANT to the Commonwealth of Pennsylvania and the issuance of a Certificate of Authority to APPLICANT as a domestic stock casualty insurance corporation as set forth in the REQUEST, subject to this order and the following stipulation:

1. APPLICANT shall obtain approval of the domestication from the California Insurance Department. A certified copy of the approval order issued by the California Insurance Commissioner shall be provided to the COMMISSIONER immediately upon receipt.
2. APPLICANT shall surrender its current foreign Certificate of Authority in exchange for the issuance of a Certificate of Authority as a domestic stock casualty insurance corporation.


Linda S. Kaiser
Insurance Commissioner

