



P26212

CORPORATE HEADQUARTERS
5600 BEECH TREE LANE
CALEDONIA, MI 49316-0050

MAILING ADDRESS
P.O. BOX 2450
GRAND RAPIDS, MI 49501-2450

November 20, 1998

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

900002694719--3
-11/23/98--01152--010
*****43.75 *****43.75

Re: Redomestication of Foremost Property and Casualty Insurance Company

Dear Sir/Ms.:

Foremost Property and Casualty Insurance Company recently redomesticated from the State of Indiana to the State of Michigan. The Florida Department of Insurance is requiring that we furnish them with a Certificate from the Florida Secretary of State acknowledging filing of our amended charter documents. I hereby enclosed:

1. Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida;
2. Certified copy of the Order from the State of Michigan evidencing the redomestication; and
3. Our check in the amount of \$43.75 in payment of the filing fee (\$35.00) and Certificate of Status (\$8.75). I am assuming the Certificate of Status is the document that the Florida Department of Insurance is looking for, if not, please advise.

If you have any questions, I can be reached at (616) 956-3561.

Sincerely,

Cathy O'Brien

Cathy O'Brien
Corporate Legal Assistant

/cob
Enclosures

FILED
NOV 23 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.
12-2-98
CC

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.)

SECTION I
(1-3 MUST BE COMPLETED)


1. FOREMOST PROPERTY AND CASUALTY INSURANCE COMPANY
Name of corporation as it appears on the records of the Department of State.
2. MICHIGAN (FORMERLY INDIANA) 3. Sept 28, 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? _____
5. _____
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.

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

MICHIGAN
New Jurisdiction


Signature

NOVEMBER 18, 1998
Date

PAUL D. YARED
Typed or printed name

SENIOR VICE PRESIDENT, SECRETARY AND GENERAL COUNSEL
Title

FILED
98 NOV 23 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF MICHIGAN
DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
INSURANCE BUREAU

Before the Commissioner of Insurance

In the matter of the proposed redomestication
of Foremost Property and Casualty Insurance Company
from Indiana to Michigan /

No. 98-118-M

Issued and Entered
this 6th day of October, 1998
by E.L. Cox
Commissioner of Insurance

ORDER APPROVING REDOMESTICATION

Foremost Property and Casualty Insurance Company, ("Foremost Property and Casualty") a stock Indiana property and casualty insurer, has applied to the Michigan Commissioner of Insurance ("Commissioner") to redomesticate to Michigan pursuant to the provisions of MCL 500.412 et seq. Foremost Property and Casualty's application to redomesticate was filed on May 1, 1998.

Foremost Insurance Company Grand Rapids, Michigan holds 100% of the stock of Foremost Property and Casualty. The parent has been domiciled in Michigan since 1952 and for the past several years has reinsured 100% of Foremost Property and Casualty's business.

Foremost Property and Casualty indicates the purpose of redomestication is to have the ability to maintain all of its books and records at the Foremost Group headquarters in Michigan. The redomestication will also be consistent with the present operations of the company.



Date:
10-8-98

Department of Consumer & Industry Services
Insurance Bureau
I certify that this is a true and complete copy of
the original document on file in this office.

Carol Ostrowski

II

FINDINGS OF FACT AND CONCLUSIONS OF LAW

Staff has reviewed all submitted documents and information, and existing Bureau records that relate to this matter. Staff recommends the Commissioner approve the redomestication.

Based upon the foregoing considerations and the record in this matter, it is FOUND and CONCLUDED that:

1. Foremost Property and Casualty has requested approval of its redomestication from Indiana to Michigan.
2. Foremost Property and Casualty Insurance Company is an Indiana stock property and casualty insurer, admitted to transact property, casualty and surety insurance business in Michigan.
3. The Articles of Redomestication and Amended and Restated Articles of Incorporation of Foremost Property and Casualty comply with the provisions of MCL 500.5000 et seq., and have been approved by the Michigan Attorney General and the Commissioner.
4. The Bylaws, as amended for the redomestication, comply with the provisions of MCL 500.5200 et seq.
5. Foremost Property and Casualty meets the capitalization requirements of MCL 500.410.
6. Foremost Property and Casualty has made a statutory policyholders deposit in Michigan that meets the requirements of MCL 500.411 and 912.
7. Foremost Property and Casualty meets the qualifying assets requirements of MCL 500.901.
8. Foremost Property and Casualty states in its application for redomestication that its administrative offices and principal place of business are located at 5600 Beech Tree Lane, Caledonia, Michigan 49316, pursuant to the provisions of MCL 500.412(1).
9. Foremost Property and Casualty has at least one director that is a resident of Michigan in compliance with MCL 500.5238.
10. Foremost Property and Casualty states in its application that its books and records are located at 5600 Beech Tree Lane, Caledonia, Michigan.

Order No. 98-118-M

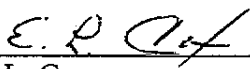
Page 2

III

ORDER

Therefore, it is ORDERED that:

1. The redomestication of Foremost Property and Casualty from Indiana to Michigan is approved when approved to be effective when effective in Indiana.



E.L. Cox
Commissioner of Insurance

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