

P35296

Robert J. Galiette
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August 27, 2001

State of Florida Department of State
Division of Corporations
P.O. Box 6327
409 East Gaines St. (street zip 32399)
Tallahassee, Florida 32314

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*****52.50 *****52.50

Re: GenAm Benefits Insurance Company:

- (1) Corporate Reinstatement FEIN 73-1350270 / Document # **P35296**
- (2) Name Change to HCSC Insurance Services Company, Inc. / NAIC # 78611

Dear Division of Corporations Staff:

Enclosed are the following documents and information associated with a corporate reinstatement and name change for GenAm Benefits Insurance Company:

(1) **Reinstatement** The company previously was owned by General American Insurance Company and was acquired recently by BlueCross BlueShield of Illinois. appears that an Annual Report filing was not made in 2000 by the prior owners. Accordingly, we are submitting the enclosed Florida Corporate Reinstatement form.

(2) **Not-For-Profit Status** The directors of BlueCross Blue Shield of Illinois have adopted and have followed for some time a not-for-profit corporate objective for the parent corporation and for its affiliated or subsidiary companies, such as the respective company which is the subject of this filing.

(3) **Florida Insurance Commissioner as Registered Agent** The company for some years has been authorized as a foreign insurer in the State of Florida by the Florida Insurance Department. The Florida Insurance Department has instructed us that, as an authorized insurance company in the State of Florida, we must use the name and address of the State of Florida Insurance Commissioner as the company's Current Registered Agent on forms submitted to the Florida Division of Corporations. The Florida Insurance Department also informed us that it does not sign such documents, but that the company instead is required to insert the typed name and address of the Insurance Commissioner, as attached here in accompanying forms.

*Amendment changing
name, Jurisdiction and
status to a nonprofit
Corp. - Clearance from
FL Dept. of Insurance
Per Joe Earhart*

01 SEP 19 PM 3:50
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. PAYNE SEP 20 2001

GenAm Benefits Insur. Co. / Corporate Reinstatement & Name Change
August 27, 2001
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(4) **Name Change** Your office provided helpful assistance in noting that we also may file at this time an Application By Foreign Not For Profit Corporation to effect a name change in the records of your office from the prior GenAm Benefits Insurance Company to HCSC Insurance Services Company, Inc. That form is enclosed here, together with a Certificate of Reorganization and Amended Certificate of Authority certified this month on August 20, 2001 by the State of Illinois, the company's State of incorporation, officially evidencing the name change and current State of domicile. In Illinois, such certifications are provided only by the State of Illinois Insurance Department.

(5) **Enclosed Payment Fees** Two checks payable to the Florida Department of State are enclosed in the following amounts for the Corporation Reinstatement form filing and for the company name change amendment:

Corporation Reinstatement

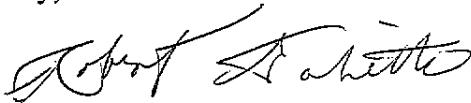
\$297.50 Non-profit corporation reinstatement for a company dissolved for not
filing required reports in 2000
8.75 Additional fee required for a Certificate of Status
\$306.25 Total enclosed for corporate reinstatement

Name Change Amendment

\$ 35.00 Filing Fee
8.75 Certified Copy Fee
8.75 Certificate of Status
52.50 Total enclosed for name change amendment

Please contact me if any additional information may be needed in association with this filing, and thank you for your continued assistance in this matter.

Sincerely,



Robert Galiette

For: GenAm Benefits Insurance Company (with name change
to HCSC Insurance services Company, Inc.)

Tel.: (860) 767-0503
FAX: (860) 767-0508
e-mail: r.galiette@snet.net

Enc.

MEMORANDUM

September 18, 2001

TO: Susan Payne / Florida Secretary of State's Office
Tel.: (850) 245-6901 / FAX: (850) 245-6897

FROM: Robert J. Gallette

1 page, plus four attached pages

Attorney At Law

3 Teal Lane, Essex, CT 06426-1046

Tel: (860) 767-0503 / FAX: (860) 767-0508

r.gallette@snet.net

RE: HCSC Insurance Services Company / Articles of Reorganization

Thank you for the thoughtfulness of your phone call today regarding HCSC Insurance Services Company and its recent name change and redomestication from Missouri to Illinois.

The company at this time holds no business. It formerly was owned by General American Life Insurance Company as an unused subsidiary under the name GenAm Benetits Insurance Co. That name was changed to the current name of HCSC Insurance Services Company as the company was being moved to Illinois, in which state its parent and current owner, BlueCross BlueShield of Illinois, has been domiciled for many decades.

As we discussed, attached is a four-page attachment of the Articles of Reorganization provided by the Illinois Department of Insurance. The Illinois Secretary of State's Office requires all such certifications in that state to be obtained through the Insurance Department when the respective corporation is authorized as an insurance company.

Article I of this certified Articles of Reorganization document notes the current name of the corporation as HCSC Insurance Services Company.

Article II states that the company formerly was organized under the provisions of Chapter 376 of the Revised Statutes of Missouri (RSMo) and that it thereafter will be bound by the insurance code of Illinois under 215 Illinois Consolidated Statutes (ILCS) 5/1, et seq.

The Certificate of Reorganization and Amended Certificate of Authority that we recently forwarded to your office was certified on August 20, 2001 by the Illinois Department of Insurance and provides final certification of approval with the above-referenced Articles of Reorganization that the name change and redomestication both have been approved and effected.

Please contact me regarding any additional information in this regard and thank you again for your helpful assistance with our application and document filing.

NOT FOR PROFIT CORPORATION
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA
(Pursuant to s. 617.1504, F.S.)

SECTION I

(1-3 MUST BE COMPLETED)

- GenAm Benefits Insurance Company
(the company's State of domicile has approved a name
change to: **HCSC Insurance Services Company, Inc.**)
1. _____
Name of corporation as it appears on the records of the Department of State.
2. Missouri 3. 8/28/91
Incorporated under laws of Date authorized to conduct affairs 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? December 22, 2000
5. HCSC Insurance Services Company, Inc.
Name of corporation after the amendment, adding suffix "corporation" or "incorporated", or appropriate abbreviation, if not contained in new name of the corporation. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.
6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.
- _____ New Duration _____ Date
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.
- Illinois December 22, 2000
New Jurisdiction Date

8. If the purpose which the corporation intends to pursue in Florida has changed indicate new purpose.
- unchanged --- insurance company

The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation.

Ellen M. Hunt
Signature

Ellen M. Hunt

Typed or printed name

August 16, 2001
Date

Assistant Secretary

Title

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 SEP 19 PM 3:50

FILED

**ARTICLES OF REORGANIZATION
OF
HCSC INSURANCE SERVICES COMPANY**

ARTICLE I. Corporate Name

The name of the Corporation is HCSC Insurance Services Company.

ARTICLE II. Statute of Incorporation

The Corporation is presently organized under the provisions of Chapter 376 RSMo, as amended from time to time. After the reorganization becomes effective, the Corporation (a) will be organized under the Illinois Insurance Code, 215 ILCS 5/1 et seq., as amended from time to time, and (b) will be bound by all terms and provisions of the Illinois Insurance Code applicable to similar domestic companies organized or incorporated thereunder.

ARTICLE III. Place of Business

The principal office of the Corporation shall be located in the County of Cook, State of Illinois. The address of the principal office of the Corporation within the County of Cook in the State of Illinois may be changed by resolution of the Board of Directors.

ARTICLE IV. Duration

The Corporation shall have a perpetual existence.

ARTICLE V. Purposes

The purposes for which the Corporation is organized are:

1. To engage in the business of all types (a) and (b) of Class 1 insurance as set forth in 215 ILCS 5/4.
2. To render services related to the Corporation's insurance business, including, but not limited to, actuarial, data processing, risk management, accounting, claims, appraisal and collection services.
3. To act as administrative agent for a government instrumentality which is performing an insurance function for a health or welfare program.
4. To engage in any other business activity reasonably complementary or supplementary to the Corporation's business, either to the extent necessarily or properly incidental to the insurance business the Corporation is authorized to do in the State of Illinois or to the extent approved by the Director of the Department of Insurance of the State of Illinois and subject to any limitations he may prescribe.

ARTICLE VI. Board of Directors

A. The corporate powers of the Corporation shall be vested in a Board of Directors and shall be exercised by the Board of Directors and by such officers, agents, employees and committees as the Board of Directors may, in its discretion, from time to time appoint and empower.

B. The number of the Directors of the Corporation shall be not less than 3 nor more than 21 natural persons with the precise number shall be 9. Each Director must be at least 18 years of age and at least three of the Directors must be a resident and citizen of the State of Illinois. The Directors need not be shareholders of the Corporation. The terms of office, and the manner of electing the Directors, shall be as prescribed in the By-laws of the Corporation.

ARTICLE VII. Authorized Capital

A. The Corporation has issued five hundred (500) shares of authorized common stock with a par value of five thousand dollars (\$5,000.00) per share. The Corporation shall have no preferred stock.

B. The amount of paid-up authorized capital of the Corporation shall be \$2,500,000.

ARTICLE VIII. Indemnifications

The Corporation may indemnify any person who at any time is serving or has served as a Director, officer, employee, or agent of the Corporation against any claim, liability, or expense incurred as a result of such service or as a result of any other service on behalf of the Corporation in accordance with the By-laws of the Corporation and to the full extent permitted by law.

ARTICLE IX. Amendments

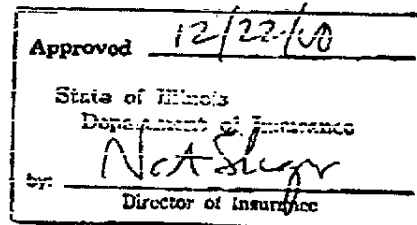
The Corporation reserves the right, at any time and from time to time, to amend or repeal any provisions contained in these Articles of Reorganization in the manner now or hereafter prescribed by law and the By-laws of the Corporation; and all rights conferred upon shareholders, Directors, policyholders or any other persons whomever by and pursuant to these Articles of Reorganization in their present form or as hereafter amended are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Reorganization as of the 13 day of December, 2000.

HCSC INSURANCE SERVICES COMPANY

Brian Van Vlierbergen
Brian Van Vlierbergen, President

Ellen M. Hunt
Ellen M. Hunt, Assistant Secretary





STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767



I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed the Seal of my office in Springfield, Illinois.

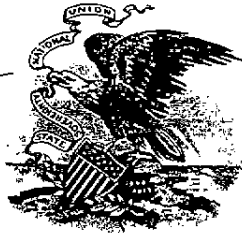
Date: AUG 20 2001

Nat Shapo
Director of Insurance

CERTIFICATE OF REORGANIZATION AND AMENDED CERTIFICATE OF AUTHORITY

STATE OF ILLINOIS

DEPARTMENT OF INSURANCE



Whereas, the HCSC INSURANCE SERVICES COMPANY

located at COUNTY OF COOK in the State of Illinois
has complied with all the requirements of the "Illinois Insurance Code" applicable to said
Company:

NOW, THEREFORE, I, the undersigned, Director of Insurance of the State of Illinois,
do hereby authorize the said Company to transact its appropriate business as set forth
under Clause(s) (a) and (b) of Class 1

of Section 4 of the "Illinois Insurance Code" in this State, in accordance with the laws
thereof.



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Seal
of my office. Done at the City of
Springfield, this 22nd day of
DECEMBER, 2000.

Nat Shapo
Nathaniel S. Shapo, Director of Insurance