658743

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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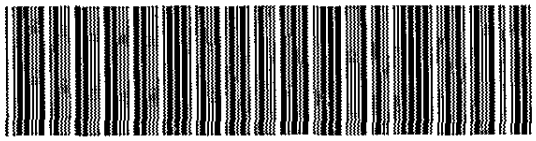

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2006 AUG 30 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Diss.

C. Coulliette AUG 30 2006

CT
a Wolters Kluwer business

CT
1203 Governors Square Blvd
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

August 30, 2006

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 6705484 SO
Customer Reference 1: .....
Customer Reference 2:

Dear Department of State, Florida:

Please file the attached:

Progressive Southeastern Insurance Company (FL)
Dissolution
Florida

(2) Progressive Southeastern Insurance Company (FL)
Obtain Document - Misc - Certified copy of filing
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to the attention of the undersigned.

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Please File 1st

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State:

Progressive Southeastern Insurance Company

SECOND: The document number of the corporation (if known): 658743

THIRD: The date dissolution was authorized: May 26, 2006

Effective date of dissolution if applicable: _____
(no more than 90 days after dissolution file date)

FOURTH: Adoption of Dissolution (CHECK ONE)

☑ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

_____
(voting group)

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TALLAHASSEE, FLORIDA

Signature: Kathleen M. Cerny
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

Kathleen M. Cerny
(Typed or printed name of person signing)

Assistant Secretary
(Title of person signing)

Filing Fee: $35

OFFICE OF INSURANCE REGULATION

KEVIN M. MCCARTY
COMMISSIONER

IN THE MATTER OF:

CASE NO.: 82758-05-CO

PROGRESSIVE SOUTHEASTERN INSURANCE COMPANY, a Domestic Insurer, an Application to Redomesticate

/

CONSENT ORDER

THIS CAUSE came on for consideration upon a filing of a request by **PROGRESSIVE SOUTHEASTERN INSURANCE COMPANY** (hereinafter referred to as "**SOUTHEASTERN**") a domestic insurer, with the **OFFICE OF INSURANCE REGULATION** (hereinafter referred to as the "**OFFICE**") on or about June 20, 2005, to redomesticate to Indiana pursuant to Sections 628.525 and 628.535, Florida Statutes. After a complete review of the entire record, and upon consideration thereof and being otherwise fully advised in the premises, the **OFFICE** finds as follows:

1. The **OFFICE** has jurisdiction over the subject matter and parties herein.

2. **SOUTHEASTERN** represents that the documents provided relating to its request to redomestication to Indiana fully describe all agreements, relationships, and transactions pertinent to the redomestication, and that all representations, submissions, documents and

explanations made by **SOUTHEASTERN** in support of its request to redomesticate are material to the issuance of this Consent Order.

3. **SOUTHEASTERN** represents that its redomestication will not have an adverse effect on Florida policyholders, and the redomestication will not affect **SOUTHEREASTERN's** current operations in the state of Florida.

4. Upon its redomestication to Indiana, **SOUTHEASTERN** shall become licensed as a foreign insurer as defined in Section 624.06(2), Florida Statutes, and shall be subject to all the provisions of the Florida Insurance Code.

5. **SOUTHEASTERN** shall continue to file its financial statements in compliance with the Annual Statement Instructions and Quarterly Statement Instructions issued by the NAIC, the Accounting Practices and Procedures Manual of the NAIC, and the Florida Insurance Code. All assets and investments of **SOUTHEASTERN** must comply with the requirements of Chapter 625, Florida Statutes.

6. Pursuant shall Section 628.530, Florida Statutes, **SOUTHEASTERN's** outstanding policies shall remain in full force and effect. **SOUTHEASTERN** may continue to use its existing policy forms with appropriate endorsements, but need not endorse its policy forms solely to reflect its new state of domicile. Furthermore, **SOUTHEASTERN's** rates, agents appointments, and licenses in existence prior to **SOUTHEASTERN's** redomestication shall continue in full force and effect after the date redomestication is approved.

7. Executive Order 13224, signed by President George W. Bush on September 23, 2001, blocks the assets of terrorists and terrorist support organizations identified by the Office of Foreign Assets Control of the Treasury Department. The Executive Order also prohibits any

transactions by U.S. persons involving the blocked assets and interests. The list of identified terrorists and terrorist support organizations is periodically updated at the Treasury Department's website, www.treas.gov/ofac. **SOUTHEASTERN** shall maintain and adhere to procedures necessary to detect and prevent prohibited transactions with individuals and entities which have been identified at the Office of Foreign Assets Control website of the Treasury Department.

8. The **OFFICE** and **SOUTHEASTERN** expressly waive a hearing in this matter, the making of Findings of Fact and Conclusions of Law by the **OFFICE**, and all further and other proceedings herein to which the parties may be entitled by law or by rules of the **OFFICE**. **SOUTHEASTERN** hereby knowingly and voluntarily waives all rights to challenge or to contest this Consent Order, in any forum now available to it, including the right to any administrative proceeding, circuit or federal court action, or any appeal.

9. The parties agree that this Consent Order will be deemed to be executed when the **OFFICE** has executed a copy of this Consent Order bearing the signature of **SOUTHEASTERN's** authorized representative, notwithstanding the fact that the copy may have been transmitted to the **OFFICE** electronically. Further, **SOUTHEASTERN** agrees that the signature or its authorized representive as affixed to this Consent Order shall be under the seal of a Notary Public.

WHEREFORE, the request by **SOUTHEASTERN** to redomesticate, to the state of Indiana is hereby approved and effective as of the date its redomestication and licensure applications are approved by the Indiana Department of Insurance.

FURTHER, all terms and conditions contained herein are hereby **ORDERED.**

DONE AND **ORDERED** this 25TH day of AUGUST, 2005.

Kevin M. McCarty
Commissioner
Office of Insurance Regulation

By execution hereof, **PROGRESSIVE SOUTHEASTERN INSURANCE COMPANY** consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions and shall be bound by all provisions herein. The undersigned represents that he or she has the authority to bind **PROGRESSIVE SOUTHEASTERN INSURANCE COMPANY** to the terms and conditions of this Consent Order.

PROGRESSIVE SOUTHEASTERN INSURANCE COMPANY

Corporate Seal

By: Dane A. Shrallow

Print Name: DANE A. SHRALLOW

Title: Secretary

Date: 8/23/05

STATE OF Ohio

COUNTY OF Cuyahoga

The foregoing instrument was acknowledged before me this 23rd day of August 2005, by Dane A. Shrallow as Secretary.

(Name of person) (type of authority.... e.g. officer, trustee attorney in fact)

for Progressive Southeastern Insurance Company
(company name)

Karen A. Kosuda
(Signature of the Notary)

Karen A. Kosuda
(Print, Type or Stamp Commissioned Name of Notary)

Personally Known ✓ or Produced Identification _____

Type of Identification Produced _____

[NOTARIAL SEAL]

My Commission Expires:

KAREN A. KOSUDA
Notary Public - State of Ohio
Summit County
My Commission Expires 01-15-08

COPIES FURNISHED TO:

MR. TIMOTHY MADDEN, PRESIDENT
Progressive Southeastern Insurance Company
6300 Wilson Mills Road, W33
Mayfield Village, Ohio 44143-2182

MR. CLAUDE MUELLER, DIRECTOR
Office of Insurance Regulation
Bureau of Property & Casualty Financial Oversight
200 E. Gaines Street
Tallahassee, Florida 32399-0329

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