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Apr 26, 1999 8:00 am
Secretary of State

04-26-1999 90181 002 ***150.00



PROFIT CORPORATION
 ANNUAL REPORT
1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 815277

1. Corporation Name
HARLEYSVILLE MUTUAL INSURANCE COMPANY



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| Principal Place of Business 355 MAPLE AVE. HARLEYSVILLE PENNSYLVANIA 19438 | Mailing Address 355 MAPLE AVE. HARLEYSVILLE PENNSYLVANIA 19438 |
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DO NOT WRITE IN THIS SPACE

| | |
|---|---|
| 3. Date Incorporated or Qualified 06/28/1961 | |
| 4. FEI Number 23-0902325 | Applied For <input type="checkbox"/> 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 owes the current year Intangible Personal Property Tax. | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |

| | |
|--------------------------------------|---------------------------|
| 2. Principal Place of Business 21 | 2a. Mailing Address 26 |
| Suite, Apt. #, etc. 22 | Suite, Apt. #, etc. 27 |
| City & State 23 | City & State 28 |
| Zip 24 | Country 30 |
| County 25 | Zip 29 |

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| 9. Name and Address of Current Registered Agent INSURANCE COMMISSIONER PLAZA LEVEL 11-CAPITOL BLDG. TALLAHASSEE FL 32301 | 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 |
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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 NAME STREET ADDRESS CITY-ST-ZIP | PCEO BATEMAN, WALTER R. II 5926 STOVER MILL RD DOYLESTOWN PA | 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | D BROWN, W. THATCHER 360 BEAUMONT ROAD DEVON PA | 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | D FOX, MURIEL 66 HICKORY HILL ROAD TAPPAN NY | 3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | SVP CRAUGH, JOSEPH P JR 236 ELM DRIVE LANSDALE PA | 4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | EVP RODEN, THOMAS E. 550 CANTERBURY RD NORRISTOWN PA | 5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | SVP CUMMINS, MARK R. 59 HUNSBERGER ROAD TELFORD PA | 6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), 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, with all other like empowered.

SIGNATURE: RAS Roger A. Brown Date: 4/23/99 (215) 256-5000
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Daytime Phone #

CR2E034 (1/98)