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To the Honorable Commissioner of Patents and Trademarks: Please

1 copy thereof.

1. Name of conveying party(ies):

Foremost Corporation of America

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Certificate of Merger
- Merger
- Change of Name

Execution Date: June 17, 1998

2. Name and address of receiving party(ies)

Name: Foremost Corporation of America

Internal Address: _____

Street Address: 5600 Beech Tree Lane

City: Caledonia State: MI ZIP: 49316

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Michigan
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,812,403

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: William W. DeWitt

Internal Address: _____

Street Address: P.O. Box 2567

City: Grand Rapids State: MI ZIP: 49501

03/08/1999 DNGUYEN 00000085 1812403

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

16-2463

(Attach duplicate copy of this page if paying by deposit account)

01 FC:481

40.00 DP

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

William W. DeWitt
Name of Person Signing

Signature

3/3/99
Date

Total number of pages including cover sheet, attachments, and document: 7

530

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATIC		48864275	0520	DRG&FI	\$62,50
Date Received		(FOR BUREAU USE ONLY)			
JUN 26 1998		FILED			
		JUN 29 1998			
PH. 517-663-2525 Ref # <i>84047</i> Attn: Cheryl J. Bixby MICHIGAN RUNNER SERVICE P.O. Box 266 Eaton Rapids, MI. 48827-0266		Administrator MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU			
		EFFECTIVE DATE: 6-30-98			

DOCUMENT WILL BE RETURNED TO THE NAME AND ADDRESS INDICATED ABOVE

**CERTIFICATE OF MERGER
OF
FOREMOST CORPORATION OF AMERICA
INTO
FOREMOST-MICHIGAN CORPORATION**

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), the undersigned corporations execute the following Certificate:

This Certificate of Merger is filed pursuant to Section 712 of the Michigan Business Corporation Act, as amended (the "Michigan Business Corporation Act"). This Certificate of Merger pertains to the Agreement and Plan of Merger dated as of June 30, 1998 (the "Plan of Merger"), between Foremost Corporation of America, a Delaware corporation ("Foremost"), and Foremost-Michigan Corporation, a Michigan corporation ("Foremost-Michigan"), a copy of which is attached to this Certificate of Merger.

1. The Plan of Merger is as follows:
 - (a) The name of each constituent corporation and its identification number is:

<u>Name</u>	<u>Corporation Identification Number</u>
Foremost Corporation of America	627-165
Foremost-Michigan Corporation	530-850
 - (b) The name of the surviving corporation is Foremost-Michigan Corporation and its identification number is 530-850.

MM 12-50-115 CK 67575 67,512.50 LB CK 67574

CERTIFICATE OF MERGER

- Continued -

(c) For each constituent corporation, state:

<i>Name of corporation</i>	<i>Designation and number of outstanding shares in each class or series</i>	<i>Class or series of shares entitled to vote</i>	<i>Class or series entitled to vote as a class</i>
Foremost Corporation of America	Common Stock \$1.00 par value 27,243,940 shares	Common Stock	None
Foremost-Michigan Corporation	Common Stock \$1.00 par value 100 shares	Common Stock	None

The number of outstanding shares of the Common Stock of Foremost is subject to change before the effective time of the merger due to the issuance of additional shares of Common Stock upon the exercise of employee stock options and the grant or sale of shares to, or for the account of, directors and employees pursuant to other benefit plans, and the issuance of additional shares if and as authorized by the board of directors of Foremost.

2. (a) The manner and basis of converting shares are as follows: The terms and conditions of the merger are fully set forth in the Plan of Merger attached as Appendix A, which is incorporated into and made a part of this Certificate of Merger. The manner and basis of converting each share of Foremost Common Stock into shares of Foremost-Michigan Common Stock are described in Article IV of the Plan of Merger. Under those provisions, each issued and outstanding share of Foremost Common Stock will be converted into one validly issued, fully paid, and nonassessable share of Foremost-Michigan Common Stock.

(b) The amendments to the Articles of the surviving corporation to be effected by the merger are as follows:

ARTICLE I

NAME

The name of the corporation is Foremost Corporation of America ✓

ARTICLE IV

CAPITAL STOCK

The total number of shares of stock which the Corporation shall have authority to issue is 70,000,000 shares of Common Stock, each with a par value

CERTIFICATE OF MERGER

- Continued -

of \$1.00, and 10,000,000 shares of Preferred Stock, without par value. Preferred Shares may be issued in series, each series being composed of such number of shares and having such dividend, liquidation, voting, conversion, redemption and other rights, if any, as the Board of Directors may determine from time to time by resolution.

The following provisions shall apply to the authorized stock of the corporation:

A. Provisions Applicable to Common Stock.

1. *No Preference.* Except as provided by law or by the Corporation's shareholder rights plan, as in effect from time to time, none of the shares of the Common Stock shall be entitled to any preferences, and each share of Common Stock shall be equal to every other share of said Common Stock in every respect.

2. *Dividends.* After payment or declaration of full dividends on all shares having a priority over the Common Stock as to dividends, and after making all required sinking or retirement fund payments, if any, on all classes of preferred shares and on any other stock of the Corporation ranking as to dividends or assets prior to the Common Stock, dividends on the shares of Common Stock may be declared and paid, but only when and as determined by the Board of Directors.

3. *Rights on Liquidation.* On any liquidation, dissolution, or winding up of the affairs of the Corporation, after there shall have been paid to or set aside for the holders of all shares having priority over the Common Stock the full preferential amounts to which they are respectively entitled, the holders of the Common Stock shall be entitled to receive pro rata all the remaining assets of the Corporation available for distribution to its shareholders.

4. *Voting.* At all meetings of shareholders of the Corporation, the holders of the Common Stock shall be entitled to one vote for each share of Common Stock held by them respectively.

B. Provisions Applicable to Preferred Stock.

1. *Issuance in Series.* The authorized shares of Preferred Stock may be issued from time to time in one or more series, each of such series to have such designations, powers, preferences, and relative, participating, optional, or other rights, and such qualifications, limitations, or restrictions, as may be stated in a resolution or resolutions providing for the issue of such series adopted by the

CERTIFICATE OF MERGER

- Continued -

Board of Directors. Authority is hereby expressly granted to the Board of Directors, subject to the provision of this Article, to authorize the issuance of any authorized and unissued shares of Preferred Stock (whether or not previously designated as shares of a particular series, and including shares of any series issued and thereafter acquired by the corporation) as shares of one or more series of Preferred Stock, and with respect to each series to determine and designate by resolution or resolutions providing for the issuance of such series:

(a) The number of shares to constitute the series and the title thereof;

(b) Whether the holders shall be entitled to cumulative or noncumulative dividends, and, with respect to shares entitled to cumulative dividends, the date or dates from which such dividends shall be cumulative, the rate of the annual dividends thereon (which may be fixed or variable and may be made dependent upon facts ascertainable outside of the Articles of Incorporation), the dates of payment thereof, and any other terms and conditions relating to such dividends;

(c) Whether the shares of such series shall be redeemable, and, if redeemable, whether redeemable for cash, property, or rights, including securities of any other corporation, and whether redeemable at the option of the holder or the Corporation or upon the happening of a specified event, the limitations and restrictions with respect to such redemption, the time or times when, the price or prices or rate or rates at which, the adjustments with which, and the manner in which such shares shall be redeemable, including the manner of selecting shares of such series for redemption if less than all shares are to be redeemed, and the terms and amount of a sinking fund, if any, provided for the purchase or redemption of such shares;

(d) Whether the shares of such series shall be participating or nonparticipating, and, with respect to participating shares, the date or dates from which the dividends shall be participating, the rate of the dividends thereon (which may be fixed or variable and may be made dependent upon facts ascertainable outside of the Articles of Incorporation), the dates of payment thereof, and any other terms and conditions relating to such additional dividends;

(e) The amount per share payable to holders upon any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation;

CERTIFICATE OF MERGER

- Continued -

of any other corporation into the Corporation, or the sale, lease, or conveyance of all or substantially all of the property or business of the Corporation, shall not be deemed to be a dissolution, liquidation, or winding up for purposes of this Section 3.

(c) The Plan of Merger will be furnished by the surviving corporation, on request and without costs, to any shareholder of any constituent profit corporation.

3. This merger is permitted by the laws of the state of Delaware, the jurisdiction under which Foremost is organized, and the Plan of Merger was adopted and approved by such corporation pursuant to and in accordance with the laws of that jurisdiction.

4. The merger shall be effective on June 30, 1998.

5. The Plan of Merger was approved by the Board of Directors of Foremost-Michigan, the surviving Michigan corporation, without approval of the shareholders, in accordance with Section 703(a) of the Michigan Business Corporation Act.

FOREMOST-MICHIGAN CORPORATION

Dated: June 17, 1998

By 

Richard L. Antonini

Its Chairman, President, and Chief Executive Officer