

MRD
6-8-99



101063772

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): FOREMOST CORPORATION
 Foremost Corporation of America

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

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

2. Name and address of receiving party(ies)

Name Foremost Corporation of America

Internal Address: _____

Street Address: 5600 Beech Tree Lane

3. Nature of conveyance:

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

Execution Date June 17, 1998

City: Caledonia State: Michigan 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
 (Designation must be separate from assignment)
 Additional name(s) & addresses attached? Yes No

4. Application number(s) or trademark registration no(s):

A. Trademark Application No.(s)

TM

B. Trademark Registration No. 1,821,706

Additional numbers attached? Yes No

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

Name: William W. DeWitt

Address: Price, Heneveld, Cooper,

DeWitt & Litton

Street Address Post Office Box 2567

City: Grand Rapids State: MI ZIP: 49501

6. Total number of applications and registrations involved: 1

7. Total fee (37 C.F.R. § 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)

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]
 Signature

6/2/99
 Date

6/11/1999 DNGUYEN 00000109 1821706
 1 FC:481 40.00 OP

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

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents & Trademarks, Box Assignments
 Washington, D.C. 20231

530

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATIC #8894270 0520 DRG#FI #62.50	
Date Received	(FOR BUREAU USE ONLY)
JUN 26 1998	FILED JUN 29 1998
PH. 517-663-2525 Ref # 84047 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.

~~17-50-115 CK 67575~~ 67,512.50 LB CK 67574

GOLD SEAL APPEARS ONLY ON ORIGINAL

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 -

(f) The conversion or exchange rights, if any, of such series, including, without limitation, the price or prices, rate or rates, and provisions for the adjustment thereof (including provisions for protection against the dilution or impairment of such rights), and all other terms and conditions upon which shares constituting such series may be converted into, or exchanged for, shares of any other class or classes or series;

(g) The voting rights per share, if any, of each such series, provided that in no event shall any shares of any series be entitled to more than one vote per share; and

(h) All other rights, privileges, terms, and conditions that are permitted by law and are not inconsistent with this Article.

All shares of Preferred Stock shall rank equally and be identical in all respects except as to the matters specified in this Article or any amendment thereto, or the matters permitted to be fixed by the Board of Directors, and all shares of any one series thereof shall be identical in every particular except as to the date, if any, from which dividends on such shares shall accumulate.

2. *Dividends.* The holders of shares of each series of Preferred Stock shall be entitled to receive, when, as, and if declared by the Board of Directors, dividends at, but not exceeding, the dividend rate fixed for such series by the Board of Directors pursuant to the provisions of this Article.

3. *Liquidation Preference.* Upon the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holders of each series of Preferred Stock shall be entitled to receive in full out of the assets of the Corporation available for distribution to shareholders (including its capital) before any amount shall be paid to, or distributed among, the holders of Common Stock, an amount or amounts fixed by the Board of Directors pursuant to the provisions of this Article. If the assets of the Corporation legally available for payment or distribution to holders of the Preferred Stock upon the voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation are insufficient to permit the payment of the full preferential amount to which all outstanding shares of the Preferred Stock are entitled, then such assets shall be distributed ratably upon outstanding shares of the Preferred Stock in proportion to the full preferential amount to which each such share shall be entitled. After payment to holders of the Preferred Stock of the full preferential amount, holders of the Preferred Stock as such shall have no right or claim to any of the remaining assets of the corporation. The merger or consolidation of the Corporation into or with any other corporation, or the merger

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