

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS Office of the Secretary of State Matthew A. Brown, Secretary of State.

Corporations Division 100 North Main Street Providence, RI 02903-1335

Form 630 Rev. 12/03

101.222,3040

2005 PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR _____ Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTE	D IN BLACK)					
1. Corporate ID No.	2. Name of Corporation					
121722	121722 Esurance Insurance Company					
3 Street Address Principal Business Offic	ce		City	State	Zip	
747 Front S	540 eet . 1	4+4 Eloor	Scafracisco	دم	1114	
4 Business Phone No		5. State of Incorporation			6. SIC Code	
(415)875·450	<u></u>	OKLAHOMA	, <u>,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,</u>		5744	
7 Brief Description of the Character of E. PROPERTY AND CASUAL	Business Conducted in RI .TY INSURANCE	ode Island				
8. NAMES AND ADDRESSES Of President Name	F THE OFFICERS:	("X" BOX FOR ATTAC	HMENT) M FILL IN SPAC	CES BEFORE USING AT	TACHMENTS	
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Street Address	wev -		Christopher M. Henn			
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747 Front St	tate	Zip	City	State	Z(p	
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9. NAMES AND ADDRESSES OF	F THE DIRECTORS	E ("X" BOX FOR ATT)	ACHMENT) SP.	ACES BEFORE USING	ATTACHMENTS	
Director Name			Director Name			
Street Address	C-D		Christopher M. Hean			
Street Address			Street Address			
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City	taie	Z(p	City	State	Ztp	
- San Francisco	o Ca	37111	San Francisc	L.C.a.	13:4771	
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10. SHARES AUTHORIZED (*)		CHMENT)	SCOTTONCISCO		[ <del>[</del> ]	
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT)   AUTHORIZED SHARES			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) \[ \] ISSUED SHARES			
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This report must be sign	ned in ink by eithe	r the President, Vice Pre	esident, Secretary, Assistant Se		eiver or Trustee	
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	18 11881 1 <u>881 1881 18</u>		Linder penalty of periury	I declare and affirm that I	have examined this export	
	*121722*		including any accompany			
			contained herein are true	and correct.		
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ران ان			Signature of Officer	· -	Date	
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, T.	<b>-</b> _		Print or Type Name of Office	<u> </u>		
1" - 43/85						
FOR SECRETARY OF STATE		<b>}</b> *	Vice Dre-			

### Esurance Insurance Company 2005 Annual Report

8. Additional Officers

Name: Title(s):

John C. Swigart Vice President

Address: City St Zip

747 Front Street, 4th Floor San Francisco CA 94111

Name: Title(s):

Philip J. Swift Vice President

Address: City St Zip

747 Front Street, 4th Floor San Francisco CA 94111

Name: Title(s):

Eric Chamberlain Assistant Secretary

Address: City St Zip

747 Front Street, 4th Floor San Francisco CA 94111

Name: Title(s):

Scott A. McCrae Vice President

Address: City St Zip

3785 Placer Corporate Drive, Suite 550 Rocklin CA 95765

9. Additional Directors

Name: Title(s):

John C. Swigart Vice President

Address: City St Zip

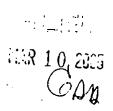
747 Front Street, 4th Floor San Francisco CA 94111

Name: Title(s):

Philip J. Swift Vice President

Address: City St Zip

747 Front Street, 4th Floor San Francisco CA 94111





Check No.

FOR SECRETARY OF STATE USE ONLY

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS Office of the Secretary of State

Matthew A. Brown, Secretary of State Corporations Division 100 North Main Street, Providence, RI 02903-1335 401 222.3040

### 2004

FORM MUST BE TYPED			···			
1 Corporate ID No. 121722		2. Name of Corporation TRI-STATE INSURANCE COMPANY				
3. Street Address Principal	Business Office		City	State	Zip	
8282 SOUTH MEMO	ORIAL DRIVE		TULSA	ок	74102-3269	
4. Business Phone No.		5. State of Incorpo	ration		6. SIC Code	
6177256000		OKLAHOMA	•		5744	
7. Brief Description of the C PROPERTY AND CASI						
President Name	ESSES OF THE O	FFICERS ("X" BOX FO	RATTACHMENT)  FILL IN SPAC	CES BEFORE USING A	ITACHMENTS	
Gary C. Tolman			Christopher M. H	lenn		
Street Address			Street Address			
747 Front Stree			747 Front Street	., 4th Floor		
City	Siute	Ζίγ	City	Stale	Zip	
San Francisco	† CA	94111	San Francisco	CA	94111	
Secretary Name			Treasurer Name			
Charles L. Wall	ace		Jonathan Adkisso	n		
Street Address	h /Nh Elass		Street Address	441 03		
747 Front Stree			.747 Front Street		·	
<i>City</i> San Francisco	State CA	j ^{Zip} . 94111	City	State	Zip	
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9. NAMES AND ADDE	GEZZEZ ÖLLIHE D	IRECTORS ("X" BOX E	OR ATTACHMENT) I FILL IN SP	ACES BEFORE USING	ATTACHMENTS	
Steven E. Fass			Director Name	n.a		
Street Address			Kernan V. Oberti			
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One Liberty Pla			80 South Main St			
City New York	State NY	<i>Ζιρ</i>   10006	· <i>Cuy</i> • Hanover	State ! NH	Zip	
Director Name				· · · · · · · · · · · · · · · · · · ·	03755	
Gary C. Tolman			*Director Name *Morgan W. Davis			
Street Address			Street Address			
<i>747 Front Stree</i>	t. 4th Floor		One Beacon Stree	t		
City	State	Zip	.City	State	.Zip	
San Francisco	CA	94111	Boston	MA	02108	
10. SHARES AUTHOR AUTHORIZED SHARES	RIZED ("X" BOX F	OR ATTACHMENT)	11. SHARES ISSUED ("X" ISSUED SHARES		الحاليا للكنار الراب المتحالة للكناك	
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<u>. 000,000</u>	مراجع المحتارة المعارج	بانت سي	DO HONE		; 	
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			this report, including a	ny accompanying sched	lules and statements,	
*121722 FBC 01/13	8/04/01:43:48 PM	·	and that all statements	eny accompanying sched contained herein are tro	lules and statements, ie and correct.	

Signature of Officer l)ate Print or Type Name of Officer Form 630 12/01 •Tri-State Insurance Company State of Rhode Island and Providence Plantations Profit Corporation Annual Report for the Year 2004

### 8. Names and Addresses of the Officers

Steven E. Fass
One Liberty Plaza, 19th Floor
New York, NY 10006

Vco Prosident Name
Philip J. Swift
747 Front Street, 4th Floor
San Francisco, CA 94111

9. Names and Addresses of the Directors

Donald A. Emeigh, Jr. One Liberty Plaza, 19th Floor New York, NY 10006

Charles B. Chokel One Beacon Street Boston, MA 02108 Vice President Name
John C. Swigart
747 Front Street, 4th Floor
San Francisco, CA 94111

Vice President Name
Scott A. McCrae
3785 Placer Corporate Drive, Suite 550
Rocklin, CA 95765

Carey D. Benson 201 Old Country Road Melville, NY 11747



## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS Office of the Secretary of State

Matthew A. Brown, Secretary of State Corporations Division 100 North Main Street, Providence, RJ 02903-1335 401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003 Filing Period: January 1 - March 1 • Filing Fee: \$50.00

FORM MUST BE TYPED IN B	LACK)						
1. Corporate ID No. *121722*	2. Name of Corpora TRI-STATE I	^{ation} NSURANCE COMP	PANY				
3. Street Address Principal Busin			City	10	12:		
8282 SOUTH MEMORIA			TULSA	State OK	Zip		
4. Business Phone No.		5. State of Incorpora		- OK	74102-3269		
6177256000		OKLAHOMA	non		6. SIC Code 5744		
7. Brief Description of the Chara	eler of Business Cond		<del></del>				
INOPERTI AND CASONER	I INSURANCE						
8. NAMES AND ADDRESS	ES OF THE OFF	ICERS ("X" BOX FOR	ATTACHMENT) 🛮 FILL IN SPACE	ES REFORE USING ATT	FACHMENTS		
President Name			Vice President Name	in Del One Call Gall			
John P. Cavoores			. none				
Street Address			Street Address	· <del></del> ·			
One Beacon Street			•				
City	State	Zip	City	State	Zip		
Boston	MA	02108	•		i		
Secretary Name		• • • • • • • • •	Treasurer Name				
Dennis R. Smith			Richard C. Hirtle				
Sircei Address	· · · · · · · · · · · · · · · · · · ·	<del></del>	Street Address	<del></del>			
One Beacon Street			One Beacon Street	•			
City	State	Zip	*Ciry	State	Zip		
Boston	MA	02108	Boston	MA	02108		
9. NAMES AND ADDRESS	ES OF THE DIRE	CTORS ("X" BOX FO	RATTACHMENT) X FILL IN SPA	1	•		
Director Name	2000		Director Name	Car Dai Ora, Osino A			
John P. Cavoores			*Charles B. Chokel				
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One Beacon Street			'One Beacon Street				
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Boston	MA	02108	·City Boston	State MA	IZip		
Director Name	1,	. 177777			02108		
Alex C. Archimedes			Director Name				
Street Address		<del></del>	Andrew C. Carnase	·			
wren Address 131 Morristown Roa	d		*Sireci Address *One Beacon Street		_		
City	State	Zip	.City	16			
Basking Ridge	NJ	07920	·Boston	State MA	7 <i>ip</i> 02108		
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10. SHARES AUTHORIZE	U (X BOX FOR A	TTACHMENT) 🔀	11. SHARES ISSUED ("X" BO	OX FOR ATTACHMENT)	).U		
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7 ·	, ~ ¬		Signature of Officer	Da	ic		
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	<b>a</b> .		Print or Type Name of Office		<del>_</del>		
B <u>v:</u>							
FOR SECRETARY OF STATE I	USE ONLY		Secretary				
			Title of Officer		Form 630 1.		

### PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

### TRI-STATE INSURANCE COMPANY ID NO. 121722

### 8. Attachment for Names and Addresses of the Officers

Chairman of the Board and Chief Administrative Officer Charles B. Chokel One Beacon Street Boston, MA 02108

### 9. Attachment for Names and Addresses of the Directors

Director Name Morgan W. Davis One Beacon Street Boston, MA 02108

Director Name Richard P. Howard 370 Church Street Guilford, CT 06437

Director Name
Stuart N. Lerwick
One Beacon Street
Boston, MA 02108

Director Name
James J. Ritchie
One Beacon Street
Boston, MA 02108

Director Name Roger M. Singer One Beacon Street Boston, MA 02108

10. Shares Authorized 200,000 COMM \$30.00 PAR VALUE 100,000 PREF \$5.00 PAR VALUE Page 2 ID #121722

See attached RESTATED CERTIFICATE OF INCORPORATION dated August 27, 2002.

Name Change to Esurance Insurance Company

Shares Authorized



EINANCIAL DIVISION FORM
APPROVED AS TO 2002
AP

# RESTATEMENT AND AMENDMENT OF ARTICLES OF INCORPORATION OF TRI-STATE INSURANCE COMPANY

RECEIVED BY

AUG 1 5 2002

INSURANCE DEPARTMENT FINANCIAL DIVISION

This is to certify that on June 24, 2002, by vote of the sole shareholder of Tri-State Insurance Company, an Oklahoma corporation formerly known as Tri-State Casualty Insurance Company, which was incorporated on December 1, 1933, the Articles of Incorporation of Tri-State Insurance Company were amended and restated in accordance with the provisions of Sections 1077 and 1080 of the Oklahoma General Corporation Act to read in full as follows:

### FIRST:

The name of the Company is Esurance Insurance Company.

### AUG 2 7 2002 OKLAHOMA SECRETARY OF STATE

#### SECOND:

The purpose for which the Company is formed is to: Make and write insurance against loss or damage to property by fire, hail, lightning, or tempest on land, or explosion of natural gas; upon vessels, freights, goods, effects, bottomry and respondentia interests and every insurance appertaining to or connected with marine and inland risks of transportation and navigation; against bodily injury or death by accident and upon the health of persons and against loss and damage resulting from accident to or injury suffered by any person for which loss or damage the insured is liable, and loss, expense and liability resulting from the ownership, maintenance or use of any automobile or other vehicle; against damage to the property of the insured or loss of life or damage to persons or property of others for which the insured is liable caused by the explosion of steamboilers, pipes, engines, motors and machinery connected therewith or operated thereby; against loss from defaults of persons in positions of trust, public or private, or against loss or damage on account of negligence or breaches of duty or obligations guaranteed by the insurer; against loss by burglary and theft; against the breakage of glass; against loss or damage by water to any goods or premises arising from the breakage or leakage of sprinklers, pumps or other apparatus erected for extinguishing fires and of water pipes, and against accidental injury to said sprinklers and other apparatus; against loss or damage of property by any other casualty which may lawfully be the subject of insurance, and to issue policies of insurance thereon and to do any and all acts and things incident to the conducting of such business, including the writing of participating policies where permitted by state law.

### THIRD:

The Company's principal place of business is to be located in Tulsa, Oklahoma, with branch and administrative offices at such other places within or without the State of Oklahoma as the Directors may from time to time determine, and meetings of the shareholders may be held at any such branch or administrative office thus established.

RECEIVED BY

### FOURTH:

AUG 1 5 2002

The term for which the Company is to exist is in perpetuity.

OKLAHOMA INSURANCE DEPARTMENT FINANCIAL DIVISION

### FIFTH:

The number of directors shall be fixed in the manner provided in the By-Laws of the Company, but in no event shall the number be less than five nor more than fifty.

### SIXTH:

The amount of the total authorized capital stock of the Company is \$6,500,000 (Six Million Five Hundred Thousand Dollars) divided into:

- 1 200,000 shares of common stock with a par value of \$30.00 per share. Each holder of common capital stock shall be entitled to one vote for each share held.
- 2 100,000 shares of preferred stock with a par value of \$5.00 per share which stock shall be non-cumulative as to dividends and non-voting. The call or redemption price of such stock shall be \$22.00 per share and callable in the sole discretion of the Directors. Any dividends the Directors in their sole discretion declare upon such preferred stock shall be in an amount not to exceed 6 per cent on the call or redemption price of \$22.00 per share. Such dividends shall be payable only out of surplus profits. Dividends in common stock of the Company shall be declared and paid as provided for in the By-Laws and amendments thereof. The preferred stock shall, in case of liquidation or dissolution of the Company before any amount shall be paid to the holders of common stock, be entitled to be paid \$22.00 per share together with sand authorized dividends then unpaid thereon, but shall not participate in any further distribution of the assets of the Company.

  AUG 2 0 2002

### SEVENTH:

CARROLL FISHER
INSURANCE COMMISSIONER
OKLAHOMA

Authority to adopt, alter or repeal the By-Laws of the Company is hereby vested in the Board of Directors subject to the power of shareholders to alter or repeal such By-Laws, provided, however, that the Board of Directors shall not adopt, alter or repeal any By-Law fixing the number, qualification, classification or term of office of the Directors.

### EIGHTH:

The address of the Company's registered office in the State of Oklahoma is 8282 South Memorial, Tulsa, Tulsa County, Oklahoma 74133, and the name of the Company's registered agent at such address is Robert L. Enochs.

IN WITNESS WHEREOF, we, the undersigned officers of the Company, have hereunto subscribed our names this 13th day of August, 2002.

Todd J. Bernard

Assistant Secretary

Roger M. Singer

Senior Vice President



March 13, 2003

State of Rhode Island and Providence Plantations Office of the Secretary of State State House Room 217 Providence, RI 02903

Re:

Tri-State Insurance Company

ID #121722

Dear Sir/Madam:

Enclosed is our PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003 with our check in the amount of \$50.00 to cover the filing fee for the period January 1 – March 1, 2003.

I have attached Restated Certificate of Incorporation dated August 27, 2002. Tri-State Insurance Company has had a name change to Esurance Insurance Company and a change to 200,000 shares of common stock with a par value of \$30.00 per share.

Please do not hesitate to contact me if you have any questions or need additional information at (617) 725-7671.

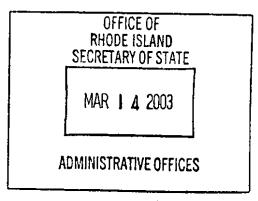
Sincerely,

Susan B. Holland

Dusan B. Holland

Paralegal

Enclosures





### STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS Office of the Secretary of State

Edward S. Inman, III, Secretary of State Corporations Division 100 North Main Street, Providence, RI 02903-1335 401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002

Filing Period: January 1 -	-	; Fee: \$50.00					
(FORM MUST BE TYPED IN B.				<del></del>			
1. Corporate ID No.	2. Name of Corporation	" URANCE COMPAN'	,				
*121722*	<u> </u>	URANCE CUMPAIN					
3. Street Address Principal Busine 8282 SOUTH MEMORIA	-		City TULSA	State OK	Zip 74102-3269		
4. Business Phone No.	<del></del>	5. State of Incorporation	<del></del>	<u></u>	6. SIC Code		
617-725-6000		OKLÁHOMA			5744		
7. Brief Description of the Chara PROPERTY AND CASUALT	eler of Business Conducte Y INSURANCE	ed in Rhode Island			·····		
9 NAMES AND ADDRESS	EC OF THE OFFICE	DC WYR DOV FOR CTT	COURT NEW TON CO.	C DEPOND LICENO - TEL	THE A PARTY		
President Name	ES OF THE OFFICE	KO ("X BULFUKALIA	CHMENT) KFILL IN SPACE Vice President Name	9 BELOKE DRING VI IM	HMENIS		
John P. Cavoores			· none				
Street Address			* Street Address	· <u></u>			
One Beacon Street			•		÷		
City .	State	Zip	City	State	Zip		
Boston	MA	02108	•				
Secretary Name		·· · · · · · · · · · · · · · · · · · ·	Treasurer Name		• • • • • • • • • • • • • • • • • • • •		
Dennis R. Smith			Richard C. Hirtle				
Street Address	•		Street Address				
One Beacon Street			One Beacon Street				
City	State	Zip	*City	State	Zip		
Boston	MA	02108	Boston	MA	02108		
9. NAMES AND ADDRESS Director Name	ES OF THE DIRECT	ORS ("X" BOX FOR AT	TACHMENT) I FILL IN SPACES BEFORE USING ATTACHMENTS  Director Name				
Raymond Barrette			John P. Cavoores				
Street Address			Street Address				
One Beacon Street			One Beacon Street				
City	State	Zip	•Ciry	State	Zip		
Boston	MA	02108	Boston	MA	02108		
Director Name			* Director Name				
Charles B. Chokel			Morgan W. Davis				
Street Address			*Street Address				
One Beacon Street	⊤State	17:-	One Beacon Street	Y6	7/2		
City Boston	MA	<i>Zip</i> 02108	· Boston	State MA	<i>Zip</i> 02108		
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10. SHARES AUTHORIZE AUTHORIZED SHARES	D CX ROY FOR YIJ	CHMENI)	11. SHARES ISSUED ("X" BO	X FORATTACHMENT)	¹ ~		
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This report must be signed	in ink by either th	ie President, Vice Pres	sident, Secretary, Assistan	t Secretary, Treasurer,	Receiver or Trustee		
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			Under penalty of periury	, I declare and affirm that	I have examined		
* 1 2	1 / 2 2 *			accompanying schedules			
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121122 FBC 10/31/021	2.57.30 FW						
File Date		CO TH		EF(1)//			
	W 0000	EO' WA		Date			
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FOR SECRETARY OF STATE	USE ONLY	] ী	Title of Officer		Form 630 12/01		

### PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002

### TRI-STATE INSURANCE COMPANY

8. Attachment for Names and Addresses of the Officers

Chairman of the Board and Chief Executive Officer Raymond Barrette One Beacon Street Boston, MA 02108

9. Attachment for Names and Addresses of the Directors

Director Name Richard P. Howard 370 Church Street Guilford, CT 06437

Director Name Stuart N. Lerwick One Beacon Street Boston, MA 02108

Director Name
James J. Ritchie
One Beacon Street
Boston, MA 02108

Director Name Roger M. Singer One Beacon Street Boston, MA 02108