

CERTIFICATE OF AUTHORITY
OF

ALLSTATE MOTOR CLUB, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **ALLSTATE MOTOR CLUB, INC.**

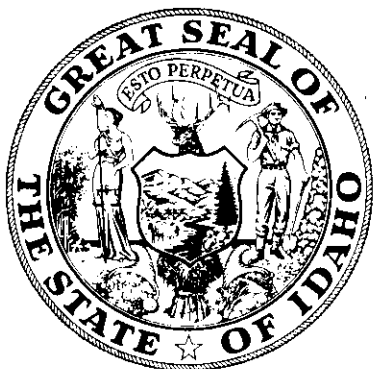
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **ALLSTATE MOTOR CLUB, INC.**

to transact business in this State under the name **ALLSTATE MOTOR CLUB, INC.**

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **February 7, 1983**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following:

1. The name of the corporation is ALLSTATE MOTOR CLUB, INC.
2. *The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is December 2, 1982 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Corporation Trust Company, 100 West Tenth Street, Wilmington, Delaware 19801
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Operation of a motor club and related activities.

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See Attached List</u>		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>10,000</u>	<u>Common</u>	<u>\$100.00</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,000	Common	\$100.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated January 7, 19 83

ALLSTATE MOTOR CLUB, INC.

By

Richard J. Haayen
Richard J. Haayen

Its President

and

Kieran T. Ridge
Kieran T. Ridge

Its Secretary

STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

I, Annetta Friedman, a notary public, do hereby certify that on this 7th day of January, 19 83, personally appeared before me Richard J. Haayen, who being by me first duly sworn, declared that he is the President of ALLSTATE MOTOR CLUB, INC.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Annetta Friedman
Notary Public
Annetta Friedman
My Commission Expires December 22, 1984

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

Allstate Motor Club, Inc.

O F F I C E R S

<u>NAME AND RESIDENCE ADDRESS</u>	<u>TITLE</u>	<u>TERM EXPIRES</u>
Donald F. Craib, Jr. 1871 Mission Hills Road Northbrook, IL	Chairman of the Board	2-22-83
Richard J. Haayen 1410 Lake Shore Dr. So. Barrington, IL	President	2-22-83
Wayne E. Hedien 2531 Shannon Road Northbrook, IL	Vice President and Treasurer	2-22-83
Norbert A. Florek 1325 Elizabeth Lane Glenview, IL	Vice President and Controller	2-22-83
Kieran T. Ridge 413 S. Lincoln Lane Arlington Hts., IL	Vice President and Secretary	2-22-83
James H. Heald 420 Sheridan Road Winnetka, IL	Assistant Treasurer	2-22-83
Charles W. Brakefield 55 Shawford Way Lake Forest, IL	Assistant Vice President	2-22-83

D I R E C T O R S

<u>NAME AND RESIDENCE ADDRESS</u>	<u>TERM EXPIRES</u>
Donald F. Craib, Jr. 1871 Mission Hills Road Northbrook, IL	2-22-83
Richard J. Haayen 1410 Lake Shore Dr. So. Barrington, IL	2-22-83
Wayne E. Hedien 2531 Shannon Road Northbrook, IL	2-22-83
John K. O'Loughlin 725 N. Waukegan Road Lake Forest, IL	2-22-83
Mark A. Poss 2327 Winnetka Ct. Northfield, IL	2-22-83

BUSINESS ADDRESS FOR ALL OFFICERS AND DIRECTORS

Allstate Insurance Company
Allstate Plaza
Northbrook, IL 60062

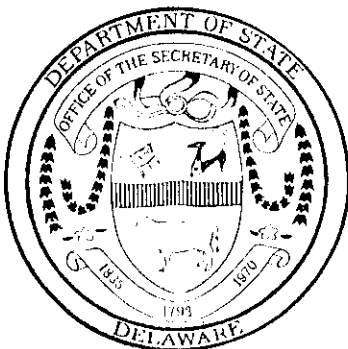


State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Incorporation
filed in this office on _____ December 2, 1982.



Handwritten signature of Glenn C. Kenton.

Glenn C. Kenton, Secretary of State

BY: Handwritten signature of M. Toon.

DATE: December 23, 1982

CERTIFICATE OF INCORPORATION

OF

ALLSTATE MOTOR CLUB, INC.

FIRST: The name of the corporation is ALLSTATE MOTOR CLUB, INC.

SECOND: Its registered office in the State of Delaware is located at 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its registered agent is The Corporation Trust Company, 100 West Tenth Street, Wilmington, Delaware.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is ten thousand (10,000) and the par value of each share is One Hundred Dollars (\$100.00) amounting in the aggregate to One Million Dollars (\$1,000,000).

FIFTH: The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Mary J. McGinn	17 Ashbury Lane Barrington Hills, Illinois 60010

SIXTH: The corporation is to have perpetual existence.

SEVENTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the bylaws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.


To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding, having voting power, given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

NINTH: Meetings of stockholders may be held outside the State of Delaware, if the bylaws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the bylaws of the corporation. Elections of directors need not be by ballot unless the bylaws of the corporation shall so provide.

TENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 29th day of November, 1982.



Incorporator