

SUBSTITUTE FOR  
SENATE BILL NO. 1029

A bill to amend 1956 PA 218, entitled  
"The insurance code of 1956,"  
by amending section 7604 (MCL 500.7604), as amended by 1994 PA 226,  
and by adding chapter 55.

THE PEOPLE OF THE STATE OF MICHIGAN ENACT:

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CHAPTER 55

DOMESTIC STOCK INSURER DIVISION

SEC. 5500. AS USED IN THIS CHAPTER:

(A) "ASSETS" MEANS PROPERTY, WHETHER REAL, PERSONAL, MIXED,  
TANGIBLE, OR INTANGIBLE, AND ANY RIGHT OR INTEREST IN THE PROPERTY,  
INCLUDING ALL RIGHTS UNDER CONTRACTS AND OTHER AGREEMENTS.

(B) "CAPITAL" MEANS THE CAPITAL STOCK COMPONENT OF STATUTORY  
SURPLUS, AS DEFINED IN THE NATIONAL ASSOCIATION OF INSURANCE  
COMMISSIONERS ACCOUNTING PRACTICES AND PROCEDURES MANUAL, VERSION

1 EFFECTIVE JANUARY 1, 2001, AND SUBSEQUENT REVISIONS.

2 (C) "DIVIDE" OR "DIVISION" MEANS THE ACT BY OPERATION OF LAW  
3 BY WHICH A DOMESTIC STOCK INSURER DIVIDES INTO 2 OR MORE RESULTING  
4 INSURERS IN ACCORDANCE WITH A PLAN OF DIVISION AND THIS CHAPTER.

5 (D) "DIVIDING INSURER" MEANS A DOMESTIC STOCK INSURER THAT  
6 APPROVES A PLAN OF DIVISION PURSUANT TO SECTION 5505.

7 (E) "DOMESTIC STOCK INSURER" MEANS A DOMESTIC STOCK INSURER  
8 ORGANIZED OR CREATED UNDER THE LAWS OF THIS STATE.

9 (F) "INSURER" MEANS A CORPORATION ENGAGED OR ATTEMPTING TO  
10 ENGAGE IN THE BUSINESS OF MAKING INSURANCE OR SURETY CONTRACTS.

11 (G) "LIABILITY" MEANS ANY LIABILITY OR OBLIGATION OF ANY KIND,  
12 CHARACTER, OR DESCRIPTION, WHETHER KNOWN OR UNKNOWN, ABSOLUTE OR  
13 CONTINGENT, ACCRUED OR UNACCRUED, DISPUTED OR UNDISPUTED,  
14 LIQUIDATED OR UNLIQUIDATED, SECURED OR UNSECURED, JOINT OR SEVERAL,  
15 DUE OR TO BECOME DUE, DETERMINED, DETERMINABLE, OR OTHERWISE.

16 (H) "NEW INSURER" MEANS A DOMESTIC STOCK INSURER THAT IS  
17 CREATED BY A DIVISION OCCURRING ON OR AFTER THE EFFECTIVE DATE OF  
18 THE AMENDATORY ACT THAT ADDED THIS CHAPTER.

19 (I) "PLAN OF DIVISION" MEANS A PLAN OF DIVISION APPROVED BY A  
20 DIVIDING INSURER IN ACCORDANCE WITH SECTION 5505.

21 (J) "RESULTING INSURER" MEANS A DOMESTIC STOCK INSURER CREATED  
22 BY A DIVISION OR A DIVIDING INSURER THAT SURVIVES A DIVISION.

23 (K) "SHAREHOLDER" MEANS THE PERSON IN WHOSE NAME A SHARE IS  
24 REGISTERED IN THE RECORDS OF A CORPORATION OR THE BENEFICIAL OWNER  
25 OF A SHARE TO THE EXTENT OF THE RIGHTS GRANTED BY A NOMINEE  
26 CERTIFICATE ON FILE WITH A CORPORATION.

27 (L) "SIGN" OR "SIGNATURE" INCLUDES A MANUAL, FACSIMILE,

1 CONFORMED, OR ELECTRONIC SIGNATURE.

2 (M) "SURPLUS" MEANS TOTAL STATUTORY SURPLUS LESS CAPITAL,  
3 CALCULATED IN ACCORDANCE WITH THE NATIONAL ASSOCIATION OF INSURANCE  
4 COMMISSIONERS ACCOUNTING PRACTICES AND PROCEDURES MANUAL, VERSION  
5 EFFECTIVE JANUARY 1, 2001, AND SUBSEQUENT REVISIONS.

6 (N) "TRANSFER" INCLUDES AN ASSIGNMENT, ASSUMPTION, CONVEYANCE,  
7 SALE, LEASE, ENCUMBRANCE, INCLUDING A MORTGAGE OR SECURITY  
8 INTEREST, GIFT, OR TRANSFER BY OPERATION OF LAW.

9 SEC. 5503. (1) A DOMESTIC STOCK INSURER MAY, IN ACCORDANCE  
10 WITH THE REQUIREMENTS OF THIS CHAPTER, DIVIDE INTO 2 OR MORE  
11 RESULTING INSURERS PURSUANT TO A PLAN OF DIVISION.

12 (2) EACH PLAN OF DIVISION MUST INCLUDE ALL OF THE FOLLOWING:

13 (A) THE NAME OF THE DOMESTIC STOCK INSURER SEEKING TO DIVIDE.

14 (B) THE NAME OF EACH RESULTING INSURER THAT WILL BE CREATED BY  
15 THE PROPOSED DIVISION.

16 (C) FOR EACH NEW INSURER THAT WILL BE CREATED BY THE PROPOSED  
17 DIVISION, A COPY OF BOTH OF THE FOLLOWING:

18 (i) ITS PROPOSED ARTICLES OF INCORPORATION.

19 (ii) ITS PROPOSED BYLAWS.

20 (D) THE MANNER OF ALLOCATING BETWEEN OR AMONG THE RESULTING  
21 INSURERS BOTH OF THE FOLLOWING:

22 (i) THE ASSETS OF THE DOMESTIC STOCK INSURER THAT WILL NOT BE  
23 OWNED BY, IF THE DIVIDING INSURER SURVIVES THE DIVISION, THE  
24 DIVIDING INSURER, OR, IF THE DIVIDING INSURER DOES NOT SURVIVE THE  
25 DIVISION, ALL OF THE RESULTING INSURERS AS TENANTS IN COMMON UNDER  
26 SECTION 5511.

27 (ii) THE LIABILITIES OF THE DOMESTIC STOCK INSURER, INCLUDING

1 POLICY LIABILITIES, TO WHICH NOT ALL OF THE RESULTING INSURERS WILL  
2 BECOME JOINTLY AND SEVERALLY LIABLE UNDER SECTION 5513(1)(C).

3 (E) THE MANNER OF DISTRIBUTING SHARES IN THE NEW INSURERS TO  
4 THE DIVIDING INSURER OR ITS SHAREHOLDERS.

5 (F) A REASONABLE DESCRIPTION OF THE LIABILITIES, INCLUDING  
6 POLICY LIABILITIES, AND ITEMS OF CAPITAL, SURPLUS, OR OTHER ASSETS,  
7 IN EACH CASE, THAT THE DOMESTIC STOCK INSURER PROPOSES TO ALLOCATE  
8 TO EACH RESULTING INSURER, INCLUDING THE MANNER BY WHICH EACH  
9 REINSURANCE CONTRACT IS TO BE ALLOCATED.

10 (G) ALL TERMS AND CONDITIONS REQUIRED BY THE LAWS OF THIS  
11 STATE OR THE ARTICLES OF INCORPORATION AND BYLAWS OF THE DOMESTIC  
12 STOCK INSURER.

13 (H) ALL OTHER TERMS AND CONDITIONS OF THE DIVISION.

14 (3) IF THE DOMESTIC STOCK INSURER WILL SURVIVE THE DIVISION,  
15 THE PLAN OF DIVISION MUST INCLUDE, IN ADDITION TO THE INFORMATION  
16 REQUIRED BY SUBSECTION (2), ALL OF THE FOLLOWING:

17 (A) ALL PROPOSED AMENDMENTS TO THE DIVIDING INSURER'S ARTICLES  
18 OF INCORPORATION AND BYLAWS, IF ANY.

19 (B) IF THE DIVIDING INSURER DESIRES TO CANCEL SOME, BUT FEWER  
20 THAN ALL, SHARES IN THE DIVIDING INSURER, THE MANNER IN WHICH IT  
21 WILL CANCEL THE SHARES.

22 (C) IF THE DIVIDING INSURER DESIRES TO CONVERT SOME, BUT FEWER  
23 THAN ALL, SHARES IN THE DIVIDING INSURER INTO SHARES, SECURITIES,  
24 OBLIGATIONS, MONEY, OTHER PROPERTY, RIGHTS TO ACQUIRE SHARES OR  
25 SECURITIES, OR ANY COMBINATION THEREOF, A STATEMENT DISCLOSING THE  
26 MANNER IN WHICH IT WILL CONVERT THE SHARES.

27 (4) IF THE DOMESTIC STOCK INSURER WILL NOT SURVIVE THE

1 PROPOSED DIVISION, THE PLAN OF DIVISION MUST CONTAIN, IN ADDITION  
2 TO THE INFORMATION REQUIRED BY SUBSECTION (2), THE MANNER IN WHICH  
3 THE DIVIDING INSURER WILL CANCEL OR CONVERT SHARES IN THE DIVIDING  
4 INSURER INTO SHARES, SECURITIES, OBLIGATIONS, MONEY, OTHER  
5 PROPERTY, RIGHTS TO ACQUIRE SHARES OR SECURITIES, OR ANY  
6 COMBINATION THEREOF.

7 (5) A DIVIDING INSURER MAY AMEND A PLAN OF DIVISION IN  
8 ACCORDANCE WITH ANY PROCEDURES SET FORTH IN THE PLAN OF DIVISION  
9 OR, IF NO PROCEDURES ARE SET FORTH IN THE PLAN OF DIVISION, IN ANY  
10 MANNER DETERMINED BY THE BOARD OF DIRECTORS OF THE DIVIDING  
11 INSURER, EXCEPT THAT A SHAREHOLDER THAT WAS ENTITLED TO VOTE ON OR  
12 CONSENT TO APPROVAL OF THE PLAN OF DIVISION IS ENTITLED TO VOTE ON  
13 OR CONSENT TO ANY AMENDMENT OF THE PLAN OF DIVISION THAT WILL  
14 CHANGE ANY OF THE FOLLOWING:

15 (A) THE AMOUNT OR KIND OF SHARES, SECURITIES, OBLIGATIONS,  
16 MONEY, OTHER PROPERTY, RIGHTS TO ACQUIRE SHARES OR SECURITIES, OR  
17 ANY COMBINATION THEREOF, TO BE RECEIVED BY ANY OF THE SHAREHOLDERS  
18 OF THE DIVIDING INSURER UNDER THE PLAN OF DIVISION.

19 (B) THE ARTICLES OF INCORPORATION OR BYLAWS OF ANY RESULTING  
20 INSURER THAT WILL BE IN EFFECT WHEN THE DIVISION BECOMES EFFECTIVE,  
21 EXCEPT FOR CHANGES THAT DO NOT REQUIRE APPROVAL OF THE SHAREHOLDERS  
22 OF THE RESULTING INSURER UNDER ITS ARTICLES OF INCORPORATION OR  
23 BYLAWS.

24 (C) ANY OTHER TERMS OR CONDITIONS OF THE PLAN OF DIVISION, IF  
25 THE CHANGE WOULD ADVERSELY AFFECT THE SHAREHOLDERS IN ANY MATERIAL  
26 RESPECT.

27 (6) A DIVIDING INSURER MAY ABANDON A PLAN OF DIVISION AFTER IT

1 HAS APPROVED THE PLAN OF DIVISION WITHOUT ANY ACTION BY THE  
2 SHAREHOLDERS AND IN ACCORDANCE WITH ANY PROCEDURES SET FORTH IN THE  
3 PLAN OF DIVISION OR, IF NO PROCEDURES ARE SET FORTH IN THE PLAN OF  
4 DIVISION, IN A MANNER DETERMINED BY THE BOARD OF DIRECTORS OF THE  
5 DIVIDING INSURER.

6 (7) A DIVIDING INSURER MAY ABANDON A PLAN OF DIVISION AFTER IT  
7 HAS FILED A CERTIFICATE OF DIVISION WITH THE DEPARTMENT BY FILING  
8 WITH THE DEPARTMENT A NOTICE OF ABANDONMENT SIGNED BY THE DIVIDING  
9 INSURER. THE NOTICE OF ABANDONMENT IS EFFECTIVE ON THE DATE IT IS  
10 FILED WITH THE DEPARTMENT AND THE DIVIDING INSURER IS CONSIDERED TO  
11 HAVE ABANDONED ITS PLAN OF DIVISION ON THAT DATE.

12 (8) A DIVIDING INSURER SHALL NOT ABANDON OR AMEND ITS PLAN OF  
13 DIVISION ONCE THE DIVISION BECOMES EFFECTIVE.

14 SEC. 5505. (1) A DOMESTIC STOCK INSURER SHALL NOT FILE A PLAN  
15 OF DIVISION WITH THE DIRECTOR OF THE DEPARTMENT UNLESS THE PLAN OF  
16 DIVISION HAS BEEN APPROVED IN ACCORDANCE WITH ALL PROVISIONS OF ITS  
17 ARTICLES OF INCORPORATION AND BYLAWS AND BY THE BOARD OF DIRECTORS  
18 AND SHAREHOLDERS OF THE DIVIDING INSURER.

19 (2) IF A PROVISION OF THE ARTICLES OF INCORPORATION OR BYLAWS  
20 OF A DOMESTIC STOCK INSURER ADOPTED BEFORE THE EFFECTIVE DATE OF  
21 THE AMENDATORY ACT THAT ADDED THIS CHAPTER REQUIRES THAT A SPECIFIC  
22 NUMBER OR PERCENTAGE OF THE BOARD OF DIRECTORS OR SHAREHOLDERS  
23 APPROVE THE PROPOSAL OR ADOPTION OF A PLAN OF MERGER, OR IMPOSES  
24 OTHER SPECIAL PROCEDURES FOR THE PROPOSAL OR ADOPTION OF A PLAN OF  
25 MERGER, THE DOMESTIC STOCK INSURER SHALL ADHERE TO THE PROVISION IN  
26 PROPOSING OR ADOPTING A PLAN OF DIVISION. IF A PROVISION OF THE  
27 ARTICLES OF INCORPORATION OR BYLAWS OF A DOMESTIC STOCK INSURER IS

1 AMENDED ON OR AFTER THE EFFECTIVE DATE OF THE AMENDATORY ACT THAT  
2 ADDED THIS CHAPTER, THE PROVISION APPLIES TO A DIVISION ONLY IN  
3 ACCORDANCE WITH ITS EXPRESS TERMS.

4 SEC. 5507. (1) A DIVISION DOES NOT BECOME EFFECTIVE UNTIL IT  
5 IS APPROVED BY THE DIRECTOR OF THE DEPARTMENT AFTER REASONABLE  
6 NOTICE AND A PUBLIC HEARING. A HEARING CONDUCTED UNDER THIS SECTION  
7 MUST BE CONDUCTED AS A CONTESTED CASE SUBJECT TO THE ADMINISTRATIVE  
8 PROCEDURES ACT OF 1969, 1969 PA 306, MCL 24.201 TO 24.328.

9 (2) SUBJECT TO SUBSECTION (12), THE DIRECTOR OF THE DEPARTMENT  
10 SHALL APPROVE A PLAN OF DIVISION UNLESS THE DIRECTOR OF THE  
11 DEPARTMENT FINDS ANY OF THE FOLLOWING:

12 (A) THE INTEREST OF THE POLICYHOLDERS OF THE DIVIDING INSURER  
13 THAT MAY BECOME POLICYHOLDERS OF A RESULTING INSURER WILL NOT BE  
14 ADEQUATELY PROTECTED BY THE RESULTING INSURER OR ACQUIRING PARTY OF  
15 A RESULTING INSURER, IF ANY.

16 (B) AFTER THE DIVISION, ANY RESULTING INSURER WOULD NOT BE  
17 ABLE TO SATISFY THE REQUIREMENTS FOR THE ISSUANCE OF A CERTIFICATE  
18 OF AUTHORITY.

19 (C) THE DIVISION WOULD SUBSTANTIALLY LESSEN COMPETITION IN  
20 INSURANCE IN THIS STATE OR TEND TO CREATE A MONOPOLY IN THIS STATE.

21 (D) THE FINANCIAL CONDITION OF AN ACQUIRING PARTY OF A  
22 RESULTING INSURER, IF ANY, IS SUCH THAT IT MIGHT JEOPARDIZE THE  
23 FINANCIAL STABILITY OF THE INSURER, OR PREJUDICE THE INTEREST OF  
24 ITS POLICYHOLDERS OR THE INTERESTS OF A REMAINING SHAREHOLDER THAT  
25 IS UNAFFILIATED WITH THE ACQUIRING PARTY.

26 (E) THE TERMS OF THE PLAN OF DIVISION ARE UNFAIR AND  
27 UNREASONABLE TO THE DIVIDING INSURER'S POLICYHOLDERS OR

1 SHAREHOLDERS.

2 (F) AN ACQUIRING PARTY OF A RESULTING INSURER, IF ANY, HAS  
3 PLANS OR PROPOSALS TO LIQUIDATE THE RESULTING INSURER, SELL ITS  
4 ASSETS, OR CONSOLIDATE OR MERGE THE RESULTING INSURER WITH A  
5 PERSON, OR TO MAKE ANY OTHER MATERIAL CHANGE IN ITS BUSINESS OR  
6 CORPORATE STRUCTURE OR MANAGEMENT, THAT ARE UNFAIR AND UNREASONABLE  
7 TO THE RESULTING INSURER'S POLICYHOLDERS, AND NOT IN THE PUBLIC  
8 INTEREST.

9 (G) THE COMPETENCE, EXPERIENCE, AND INTEGRITY OF THE PERSONS  
10 WHO WOULD CONTROL THE OPERATION OF A RESULTING INSURER ARE SUCH  
11 THAT IT WOULD NOT BE IN THE INTEREST OF THE RESULTING INSURER'S  
12 POLICYHOLDERS OR THE GENERAL PUBLIC TO PERMIT THE DIVISION.

13 (H) THE DIVISION IS LIKELY TO BE HAZARDOUS OR PREJUDICIAL TO  
14 THE INSURANCE-BUYING PUBLIC.

15 (I) THE PROPOSED DIVISION VIOLATES THE UNIFORM VOIDABLE  
16 TRANSACTIONS ACT, 1998 PA 434, MCL 566.31 TO 566.45.

17 (J) THE DIVISION IS BEING MADE FOR PURPOSES OF HINDERING,  
18 DELAYING, OR DEFRAUDING ANY POLICYHOLDERS OR OTHER CREDITORS OF THE  
19 DIVIDING INSURER.

20 (K) ONE OR MORE RESULTING INSURERS WILL NOT BE SOLVENT ON THE  
21 CONSUMMATION OF THE DIVISION.

22 (L) THE ASSETS ALLOCATED TO 1 OR MORE RESULTING INSURERS WILL  
23 BE, ON CONSUMMATION OF A DIVISION, UNREASONABLY SMALL IN RELATION  
24 TO THE BUSINESS AND TRANSACTIONS IN WHICH THE RESULTING INSURER WAS  
25 ENGAGED OR IS ABOUT TO ENGAGE.

26 (3) IF A DIVISION IS UNDERTAKEN IN CONJUNCTION WITH THE  
27 DIVESTITURE OF 1 OF THE RESULTING INSURERS, THE DIRECTOR SHALL NOT

1 APPROVE THE DIVISION UNTIL THE POTENTIAL ACQUIRING PARTY HAS  
2 RECEIVED THE NECESSARY APPROVALS UNDER SECTION 1315 OR 7604, AS  
3 APPLICABLE.

4 (4) IN DETERMINING WHETHER THE STANDARDS SET FORTH IN  
5 SUBSECTION (2) (I) HAVE BEEN SATISFIED, THE DIRECTOR OF THE  
6 DEPARTMENT SHALL ONLY APPLY THE UNIFORM VOIDABLE TRANSACTIONS ACT,  
7 1998 PA 434, MCL 566.31 TO 566.45, TO A DIVIDING INSURER IN ITS  
8 CAPACITY AS A RESULTING INSURER AND SHALL NOT APPLY THE UNIFORM  
9 VOIDABLE TRANSACTIONS ACT, 1998 PA 434, MCL 566.31 TO 566.45, TO  
10 ANY DIVIDING INSURER THAT IS NOT PROPOSED TO SURVIVE THE DIVISION.

11 (5) IN DETERMINING WHETHER THE STANDARDS SET FORTH IN  
12 SUBSECTION (2) (I), (J), (K), AND (L) HAVE BEEN SATISFIED, THE  
13 DIRECTOR OF THE DEPARTMENT MAY CONSIDER, AMONG OTHER THINGS, ALL  
14 ASSETS, LIABILITIES, AND CASH FLOWS.

15 (6) IN DETERMINING WHETHER THE STANDARDS SET FORTH IN  
16 SUBSECTION (2) (I) HAVE BEEN SATISFIED, WITH RESPECT TO EACH  
17 RESULTING INSURER, THE DIRECTOR OF THE DEPARTMENT SHALL, IN  
18 APPLYING THE UNIFORM VOIDABLE TRANSACTIONS ACT, 1998 PA 434, MCL  
19 566.31 TO 566.45, DO ALL OF THE FOLLOWING:

20 (A) TREAT THE RESULTING INSURER AS A DEBTOR.

21 (B) TREAT LIABILITIES ALLOCATED TO THE RESULTING INSURER AS  
22 OBLIGATIONS INCURRED BY A DEBTOR.

23 (C) TREAT THE RESULTING INSURER AS NOT HAVING RECEIVED  
24 REASONABLY EQUIVALENT VALUE IN EXCHANGE FOR INCURRING THE  
25 OBLIGATIONS.

26 (D) TREAT ASSETS ALLOCATED TO THE RESULTING INSURER AS  
27 REMAINING PROPERTY.

1           (7) ALL INFORMATION, DOCUMENTS, MATERIALS, AND COPIES OF  
2 DOCUMENTS AND MATERIALS SUBMITTED TO, OBTAINED BY, OR DISCLOSED TO  
3 THE DIRECTOR OF THE DEPARTMENT IN CONNECTION WITH A PLAN OF  
4 DIVISION OR IN CONTEMPLATION OF A PLAN OF DIVISION, INCLUDING ANY  
5 INFORMATION, DOCUMENTS, MATERIALS, OR COPIES PROVIDED BY OR ON  
6 BEHALF OF A DOMESTIC STOCK INSURER IN ADVANCE OF ITS ADOPTION OR  
7 SUBMISSION OF A PLAN OF DIVISION, ARE CONFIDENTIAL AND ARE SUBJECT  
8 TO THE SAME PROTECTION AND TREATMENT IN ACCORDANCE WITH SECTION  
9 1355 AS INFORMATION AND DOCUMENTS DISCLOSED TO OR OBTAINED BY THE  
10 DIRECTOR OF THE DEPARTMENT IN THE COURSE OF AN EXAMINATION OR  
11 INVESTIGATION MADE UNDER SECTIONS 1351 AND 1357 UNTIL THE TIME, IF  
12 ANY, THAT A NOTICE OF THE HEARING CONTEMPLATED BY SUBSECTION (1) IS  
13 ISSUED.

14           (8) FROM AND AFTER THE ISSUANCE OF A NOTICE OF THE HEARING  
15 CONTEMPLATED BY SUBSECTION (1), ALL BUSINESS, FINANCIAL, AND  
16 ACTUARIAL INFORMATION FOR WHICH THE DOMESTIC STOCK INSURER REQUESTS  
17 CONFIDENTIAL TREATMENT, OTHER THAN THE PLAN OF DIVISION AND ANY  
18 MATERIALS INCORPORATED BY REFERENCE INTO OR OTHERWISE MADE A PART  
19 OF THE PLAN OF DIVISION THAT MUST NOT BE ELIGIBLE FOR CONFIDENTIAL  
20 TREATMENT AFTER THE ISSUANCE OF A NOTICE OF THE HEARING, CONTINUES  
21 TO BE CONFIDENTIAL AND IS NOT AVAILABLE FOR PUBLIC INSPECTION AND  
22 MUST BE SUBJECT TO THE SAME PROTECTION AND TREATMENT IN ACCORDANCE  
23 WITH SECTION 1355 AS INFORMATION AND DOCUMENTS DISCLOSED TO OR  
24 OBTAINED BY THE DIRECTOR OF THE DEPARTMENT IN THE COURSE OF AN  
25 EXAMINATION OR INVESTIGATION MADE UNDER SECTIONS 1351 AND 1357.  
26 HOWEVER, IF THE DIRECTOR OF THE DEPARTMENT DETERMINES THAT THE  
27 INTEREST OF THE PUBLIC IN MAKING THE INFORMATION AVAILABLE FOR

1 PUBLIC INSPECTION OUTWEIGHS THE INTEREST OF THE DIVIDING INSURER IN  
2 KEEPING THE INFORMATION CONFIDENTIAL, THE DIRECTOR OF THE  
3 DEPARTMENT MAY, AFTER NOTICE AND AN OPPORTUNITY TO BE HEARD, MAKE  
4 THE INFORMATION AVAILABLE TO PUBLIC INSPECTION IN ACCORDANCE WITH  
5 THE FREEDOM OF INFORMATION ACT, 1976 PA 442, MCL 15.231 TO 15.246.

6 (9) ALL EXPENSES INCURRED BY THE DIRECTOR OF THE DEPARTMENT IN  
7 CONNECTION WITH PROCEEDINGS UNDER THIS SECTION, INCLUDING EXPENSES  
8 FOR THE SERVICES OF ANY ATTORNEYS, ACTUARIES, ACCOUNTANTS, AND  
9 OTHER EXPERTS NOT OTHERWISE A PART OF THE DIRECTOR'S STAFF AS MAY  
10 BE REASONABLY NECESSARY TO ASSIST THE DIRECTOR IN REVIEWING THE  
11 PROPOSED DIVISION, MUST BE PAID BY THE DIVIDING INSURER FILING THE  
12 PLAN OF DIVISION. A DIVIDING INSURER MAY ALLOCATE EXPENSES  
13 DESCRIBED IN THIS SUBSECTION IN A PLAN OF DIVISION IN THE SAME  
14 MANNER AS ANY OTHER LIABILITY.

15 (10) IF THE DIRECTOR OF THE DEPARTMENT APPROVES A PLAN OF  
16 DIVISION, THE DIRECTOR OF THE DEPARTMENT SHALL ISSUE AN ORDER  
17 APPROVING THE PLAN OF DIVISION THAT MUST BE ACCOMPANIED BY FINDINGS  
18 OF FACT AND CONCLUSIONS OF LAW.

19 (11) THE CONDITIONS IN THIS SECTION FOR FREEING 1 OR MORE OF  
20 THE RESULTING INSURERS FROM THE LIABILITIES OF THE DIVIDING INSURER  
21 AND FOR ALLOCATING SOME OR ALL OF THE LIABILITIES OF THE DIVIDING  
22 INSURER ARE CONCLUSIVELY SATISFIED IF THE PLAN OF DIVISION HAS BEEN  
23 APPROVED BY THE DIRECTOR OF THE DEPARTMENT IN A FINAL ORDER, AFTER  
24 ALL RELEVANT APPEALS RELATING TO THE FINAL ORDER HAVE BEEN  
25 EXHAUSTED.

26 (12) THE DIRECTOR MAY ESTABLISH ANY ADDITIONAL PROCEDURES  
27 NECESSARY OR APPROPRIATE IN CONNECTION WITH HIS OR HER REVIEW OF A

1 PLAN OF DIVISION.

2 SEC. 5509. (1) AFTER A PLAN OF DIVISION HAS BEEN ADOPTED AND  
3 APPROVED UNDER SECTIONS 5503 TO 5507, AN OFFICER OR DULY AUTHORIZED  
4 REPRESENTATIVE OF THE DIVIDING INSURER SHALL SIGN A CERTIFICATE OF  
5 DIVISION. THE CERTIFICATE OF DIVISION IS A PUBLIC DOCUMENT.

6 (2) THE CERTIFICATE OF DIVISION MUST SET FORTH ALL OF THE  
7 FOLLOWING:

8 (A) THE NAME OF THE DIVIDING INSURER.

9 (B) A STATEMENT DISCLOSING WHETHER THE DIVIDING INSURER WILL  
10 SURVIVE THE DIVISION.

11 (C) THE NAME OF EACH NEW INSURER THAT WILL BE CREATED BY THE  
12 DIVISION.

13 (D) THE DATE ON WHICH THE DIVISION IS TO BE EFFECTIVE, WHICH  
14 MUST NOT BE MORE THAN 90 DAYS AFTER THE DIVIDING INSURER HAS FILED  
15 THE CERTIFICATE OF DIVISION WITH THE DEPARTMENT.

16 (E) A STATEMENT THAT THE DIVISION WAS APPROVED BY THE DIRECTOR  
17 OF THE DEPARTMENT IN ACCORDANCE WITH SECTION 5507.

18 (3) THE ARTICLES OF INCORPORATION AND BYLAWS OF EACH NEW  
19 INSURER MUST SATISFY THE REQUIREMENTS OF THE LAWS OF THIS STATE.

20 (4) A CERTIFICATE OF DIVISION IS EFFECTIVE WHEN FILED WITH THE  
21 DEPARTMENT AS PROVIDED IN THIS SECTION OR ON ANOTHER DATE SPECIFIED  
22 IN THE PLAN OF DIVISION, WHICHEVER IS LATER. HOWEVER, A CERTIFICATE  
23 OF DIVISION MUST BECOME EFFECTIVE NOT MORE THAN 90 DAYS AFTER THE  
24 RELATED PLAN OF DIVISION HAS BEEN APPROVED BY THE DEPARTMENT. A  
25 DIVISION IS EFFECTIVE WHEN THE RELEVANT CERTIFICATE OF DIVISION IS  
26 EFFECTIVE.

27 SEC. 5511. (1) WHEN A DIVISION BECOMES EFFECTIVE UNDER SECTION

1 5509(4), ALL OF THE FOLLOWING APPLY:

2 (A) IF THE DIVIDING INSURER HAS SURVIVED THE DIVISION:

3 (i) IT CONTINUES TO EXIST.

4 (ii) ITS ARTICLES OF INCORPORATION MUST BE AMENDED, IF AT ALL,  
5 AS PROVIDED IN THE PLAN OF DIVISION.

6 (iii) ITS BYLAWS MUST BE AMENDED, IF AT ALL, AS PROVIDED IN  
7 THE PLAN OF DIVISION.

8 (B) IF THE DIVIDING INSURER HAS NOT SURVIVED THE DIVISION, ITS  
9 SEPARATE EXISTENCE CEASES TO EXIST, SUBJECT TO SATISFYING THE OTHER  
10 REQUIREMENTS OF THIS STATE RELATING TO THE SURRENDER OF A  
11 CERTIFICATE OF AUTHORITY TO THE EXTENT APPLICABLE.

12 (C) ALL OF THE FOLLOWING APPLY TO EACH NEW INSURER:

13 (i) IT COMES INTO EXISTENCE.

14 (ii) IT SHALL HOLD ANY CAPITAL, SURPLUS, AND OTHER ASSETS  
15 ALLOCATED TO THE NEW INSURER BY THE PLAN OF DIVISION AS A SUCCESSOR  
16 TO THE DIVIDING INSURER, AUTOMATICALLY, BY OPERATION OF LAW AND NOT  
17 BY TRANSFER, WHETHER DIRECTLY OR INDIRECTLY.

18 (iii) ITS ARTICLES OF INCORPORATION, IF ANY, AND BYLAWS, IF  
19 ANY, ARE EFFECTIVE.

20 (iv) THE DIRECTOR OF THE DEPARTMENT SHALL ISSUE A CERTIFICATE  
21 OF AUTHORITY, SUBJECT TO SATISFYING THE OTHER REQUIREMENTS OF THIS  
22 STATE RELATING TO THE FORMATION AND LICENSURE OF NEW DOMESTIC STOCK  
23 INSURERS TO THE EXTENT APPLICABLE.

24 (D) CAPITAL, SURPLUS, AND OTHER ASSETS OF THE DIVIDING INSURER  
25 ARE VESTED AS FOLLOWS:

26 (i) IF IT IS ALLOCATED BY THE PLAN OF DIVISION, IT VESTS IN  
27 THE APPLICABLE RESULTING INSURER AS PROVIDED IN THE PLAN OF

1 DIVISION.

2 (ii) IF IT IS NOT ALLOCATED BY THE PLAN OF DIVISION, IT VESTS,  
3 IF THE DIVIDING INSURER SURVIVES THE DIVISION, IN THE DIVIDING  
4 INSURER OR, IF THE DIVIDING INSURER DOES NOT SURVIVE THE DIVISION,  
5 EQUALLY IN THE RESULTING INSURERS AS TENANTS IN COMMON.

6 (iii) OTHERWISE IT VESTS AS PROVIDED IN THIS SECTION WITHOUT  
7 TRANSFER, REVERSION, OR IMPAIRMENT.

8 (E) A RESULTING INSURER TO WHICH A CAUSE OF ACTION IS  
9 ALLOCATED AS PROVIDED IN SUBDIVISION (D) MAY BE SUBSTITUTED OR  
10 ADDED IN ANY PENDING ACTION OR PROCEEDING TO WHICH THE DIVIDING  
11 INSURER IS A PARTY WHEN THE DIVISION BECOMES EFFECTIVE.

12 (F) THE LIABILITIES, INCLUDING POLICY LIABILITIES, OF THE  
13 DIVIDING INSURER ARE ALLOCATED BETWEEN OR AMONG THE RESULTING  
14 INSURERS AS PROVIDED IN SECTION 5513 AND EACH RESULTING INSURER TO  
15 WHICH LIABILITIES ARE ALLOCATED IS LIABLE ONLY FOR THOSE  
16 LIABILITIES, INCLUDING POLICY LIABILITIES, SO ALLOCATED AS  
17 SUCCESSORS TO THE DIVIDING INSURER, AUTOMATICALLY, BY OPERATION OF  
18 LAW, AND NOT BY TRANSFER OR ASSUMPTION, WHETHER DIRECTLY OR  
19 INDIRECTLY.

20 (G) THE SHARES IN THE DIVIDING INSURER THAT ARE TO BE  
21 CONVERTED OR CANCELED IN THE DIVISION ARE CONVERTED OR CANCELED,  
22 AND THE SHAREHOLDERS OF THOSE SHARES ARE ENTITLED ONLY TO THE  
23 RIGHTS PROVIDED TO THEM UNDER THE PLAN OF DIVISION AND ANY  
24 APPRAISAL RIGHTS THAT THEY MAY HAVE UNDER SECTION 5515.

25 (2) EXCEPT AS PROVIDED IN THE ARTICLES OF INCORPORATION OR  
26 BYLAWS OF THE DIVIDING INSURER, THE DIVISION DOES NOT GIVE RISE TO  
27 ANY RIGHTS THAT A SHAREHOLDER, DIRECTOR OF DOMESTIC STOCK INSURER,

1 OR THIRD PARTY WOULD HAVE ON A DISSOLUTION, LIQUIDATION, OR WINDING  
2 UP OF THE DIVIDING INSURER.

3 (3) THE ALLOCATION TO A NEW INSURER OF CAPITAL, SURPLUS, OR  
4 OTHER ASSETS THAT IS COLLATERAL COVERED BY AN EFFECTIVE FINANCING  
5 STATEMENT IS NOT EFFECTIVE UNTIL A NEW FINANCING STATEMENT NAMING  
6 THE NEW INSURER AS A DEBTOR IS EFFECTIVE UNDER THE UNIFORM  
7 COMMERCIAL CODE, 1962 PA 174, MCL 440.1101 TO 440.9994.

8 (4) UNLESS OTHERWISE PROVIDED IN THE PLAN OF DIVISION, THE  
9 SHARES IN AND ANY SECURITIES OF EACH NEW INSURER MUST BE  
10 DISTRIBUTED TO EITHER OF THE FOLLOWING:

11 (A) THE DIVIDING INSURER, IF IT SURVIVES THE DIVISION.

12 (B) SHAREHOLDERS OF THE DIVIDING INSURER THAT DO NOT ASSERT  
13 ANY APPRAISAL RIGHTS THAT THEY MAY HAVE UNDER SECTION 5515, PRO  
14 RATA.

15 (5) A DIVISION THAT BECOMES EFFECTIVE UNDER SECTION 5509(4) IS  
16 NOT AN ASSIGNMENT OF ANY INSURANCE POLICY, ANNUITY, OR REINSURANCE  
17 AGREEMENT OR ANY OTHER TYPE OF CONTRACT.

18 SEC. 5513. (1) EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THIS  
19 SECTION, WHEN A DIVISION BECOMES EFFECTIVE, EACH RESULTING INSURER  
20 IS RESPONSIBLE, AUTOMATICALLY, BY OPERATION OF LAW, FOR ALL OF THE  
21 FOLLOWING:

22 (A) INDIVIDUALLY, THE LIABILITIES, INCLUDING POLICY  
23 LIABILITIES, THAT THE RESULTING INSURER ISSUES, UNDERTAKES, OR  
24 INCURS IN ITS OWN NAME AFTER THE DIVISION.

25 (B) INDIVIDUALLY, THE LIABILITIES, INCLUDING POLICY  
26 LIABILITIES, OF THE DIVIDING INSURER THAT ARE ALLOCATED TO THE  
27 RESULTING INSURER TO THE EXTENT SPECIFIED IN THE PLAN OF DIVISION.

1 (C) JOINTLY AND SEVERALLY WITH THE OTHER RESULTING INSURERS,  
2 THE LIABILITIES, INCLUDING POLICY LIABILITIES, OF THE DIVIDING  
3 INSURER THAT ARE NOT ALLOCATED BY THE PLAN OF DIVISION.

4 (2) EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THIS SECTION,  
5 WHEN A DIVISION BECOMES EFFECTIVE, A RESULTING INSURER IS NOT  
6 RESPONSIBLE FOR AND DOES NOT HAVE ANY LIABILITY OR OBLIGATION IN  
7 RESPECT OF EITHER OF THE FOLLOWING:

8 (A) ANY LIABILITIES, INCLUDING POLICY LIABILITIES, THAT  
9 ANOTHER RESULTING INSURER ISSUES, UNDERTAKES, OR INCURS IN ITS OWN  
10 NAME AFTER THE DIVISION.

11 (B) ANY LIABILITIES, INCLUDING POLICY LIABILITIES, OF THE  
12 DIVIDING INSURER THAT ARE ALLOCATED TO ANOTHER RESULTING INSURER IN  
13 ACCORDANCE WITH THE PLAN OF DIVISION.

14 (3) IF A PROVISION OF ANY DEBT SECURITY, NOTE, OR SIMILAR  
15 EVIDENCE OF INDEBTEDNESS FOR MONEY BORROWED, WHETHER SECURED OR  
16 UNSECURED, INDENTURE, OR OTHER CONTRACT RELATING TO INDEBTEDNESS,  
17 OR A PROVISION OF ANY OTHER TYPE OF CONTRACT OTHER THAN AN  
18 INSURANCE POLICY, ANNUITY, OR REINSURANCE AGREEMENT, THAT WAS  
19 ISSUED, INCURRED, OR EXECUTED BY THE DOMESTIC STOCK INSURER BEFORE  
20 THE EFFECTIVE DATE OF THE AMENDATORY ACT THAT ADDED THIS CHAPTER  
21 REQUIRES THE CONSENT OF THE OBLIGEE TO A MERGER OF THE DIVIDING  
22 INSURER OR TREATS THE MERGER AS A DEFAULT AND DOES NOT PROVIDE THAT  
23 A DIVISION OF THE INSURER DOES NOT REQUIRE THE CONSENT OF THE  
24 OBLIGEE, AS APPLICABLE, THAT PROVISION APPLIES TO A DIVISION OF THE  
25 DIVIDING INSURER AS IF THE DIVISION WERE A MERGER.

26 (4) IF, AFTER THE APPROVAL OF A PLAN OF DIVISION, IT IS FOUND  
27 THAT THE ACT OF UNDERTAKING A DIVISION ITSELF BREACHED A

1 CONTRACTUAL OBLIGATION OF THE DIVIDING INSURER WHEN THE DIVISION  
2 BECAME EFFECTIVE, ALL OF THE RESULTING INSURERS ARE LIABLE, JOINTLY  
3 AND SEVERALLY, FOR THE CONTRACTUAL BREACH, BUT THE VALIDITY AND  
4 EFFECTIVENESS OF THE DIVISION, INCLUDING, WITHOUT LIMITATION, THE  
5 ALLOCATION OF LIABILITIES IN ACCORDANCE WITH THE PLAN OF DIVISION,  
6 IS NOT AFFECTED BY THE CONTRACTUAL BREACH.

7 (5) A DIRECT OR INDIRECT ALLOCATION OF CAPITAL, SURPLUS,  
8 ASSETS, OR LIABILITIES, INCLUDING POLICY LIABILITIES, IN A DIVISION  
9 MUST OCCUR AUTOMATICALLY, BY OPERATION OF LAW, AND IS NOT TREATED  
10 AS A DISTRIBUTION OR TRANSFER FOR ANY PURPOSE WITH RESPECT TO  
11 EITHER THE DIVIDING INSURER OR ANY OF THE RESULTING INSURERS.

12 (6) LIENS, SECURITY INTERESTS, AND OTHER CHARGES ON THE  
13 CAPITAL, SURPLUS, OR OTHER ASSETS OF THE DIVIDING INSURER ARE NOT  
14 IMPAIRED BY THE DIVISION, NOTWITHSTANDING ANY OTHERWISE ENFORCEABLE  
15 ALLOCATION OF LIABILITIES, INCLUDING POLICY LIABILITIES, OF THE  
16 DIVIDING INSURER.

17 (7) IF THE DIVIDING INSURER IS BOUND BY A SECURITY AGREEMENT  
18 UNDER ARTICLE 9 OF THE UNIFORM COMMERCIAL CODE, 1962 PA 174, MCL  
19 440.9101 TO 440.9994, OR THE SUBSTANTIAL EQUIVALENT ENACTED IN ANY  
20 OTHER JURISDICTION, AND THE SECURITY AGREEMENT PROVIDES THAT THE  
21 SECURITY INTEREST ATTACHES TO AFTER-ACQUIRED COLLATERAL, EACH  
22 RESULTING INSURER IS BOUND BY THE SECURITY AGREEMENT.

23 (8) AN ALLOCATION OF A POLICY OR OTHER LIABILITY DOES NOT DO  
24 EITHER OF THE FOLLOWING:

25 (A) EXCEPT AS PROVIDED IN THE PLAN OF DIVISION AND  
26 SPECIFICALLY APPROVED BY THE DIRECTOR, AFFECT THE RIGHTS THAT A  
27 POLICYHOLDER OR CREDITOR HAS UNDER OTHER LAW IN RESPECT OF THE

1 POLICY OR OTHER LIABILITY, EXCEPT THAT THOSE RIGHTS ARE AVAILABLE  
2 ONLY AGAINST A RESULTING INSURER RESPONSIBLE FOR THE POLICY OR  
3 LIABILITY UNDER THIS SECTION.

4 (B) RELEASE OR REDUCE THE OBLIGATION OF A REINSURER, SURETY,  
5 OR GUARANTOR OF THE POLICY OR LIABILITY.

6 (9) A RESULTING INSURER IS ONLY LIABLE FOR THE LIABILITIES  
7 ALLOCATED TO IT IN ACCORDANCE WITH THE PLAN OF DIVISION AND THIS  
8 SECTION AND IS NOT LIABLE FOR ANY OTHER LIABILITIES UNDER THE  
9 COMMON LAW DOCTRINE OF SUCCESSOR LIABILITY OR ANY SIMILAR THEORY OF  
10 LIABILITY APPLICABLE TO TRANSFEREES OR ASSIGNEES OF PROPERTY.

11 SEC. 5515. IF THE DIVIDING INSURER DOES NOT SURVIVE THE  
12 DIVISION, A RECORD SHAREHOLDER OF A DIVIDING INSURER IS ENTITLED TO  
13 DISSENT FROM AND OBTAIN PAYMENT OF THE FAIR VALUE OF THAT  
14 SHAREHOLDER'S SHARES, IN THE SAME MANNER AND TO THE EXTENT PROVIDED  
15 FOR UNDER SECTIONS 1762 TO 1774 OF THE BUSINESS CORPORATION ACT,  
16 1972 PA 284, MCL 450.1762 TO 450.1774.

17 SEC. 5517. (1) A SHAREHOLDER OF A DIVIDING INSURER IS ENTITLED  
18 TO DISSENT FROM, AND OBTAIN PAYMENT OF THE FAIR VALUE OF THE  
19 SHAREHOLDER'S SHARES IN CONNECTION WITH, A DIVISION UNDER THIS  
20 CHAPTER IN WHICH THE DIVIDING INSURER DOES NOT SURVIVE THE  
21 DIVISION, UNLESS THE SHARES ARE CONVERTED INTO OR CANCELED SOLELY  
22 FOR 1 OR MORE OF THE FOLLOWING:

23 (A) CASH.

24 (B) SHARES THAT ARE LISTED ON A NATIONAL SECURITIES EXCHANGE  
25 OR DESIGNATED AS A NATIONAL MARKET SYSTEM SECURITY ON AN  
26 INTERDEALER QUOTATION SYSTEM BY THE NATIONAL ASSOCIATION OF  
27 SECURITIES DEALERS, ON THE RECORD DATE FIXED TO VOTE ON THE PLAN OF

1 DIVISION.

2 (2) SECTION 1762 OF THE BUSINESS CORPORATION ACT, 1972 PA 284,  
3 MCL 450.1762, APPLIES TO A SHAREHOLDER EXERCISING THE RIGHTS IN THE  
4 SAME MANNER AS WOULD BE APPLICABLE TO A MERGER OF A DOMESTIC  
5 CORPORATION.

6 Sec. 7604. (1) An insurer organized under the laws of this  
7 state and transacting business under this act may consolidate or  
8 merge with or reinsure all or any part of its outstanding risks for  
9 the purpose of effecting a merger or consolidating with an insurer  
10 of generally like character authorized to transact business in this  
11 state under terms that are reasonable and just. "Consolidation" and  
12 "merger", as used in this chapter, include a transaction ~~where~~ **IN**  
13 **WHICH** an **AUTHORIZED** insurer ~~authorized to transact business in this~~  
14 ~~state, which~~ **THAT** is a wholly-owned subsidiary of a controlling  
15 corporation, which need not be an insurer, distributes shares of  
16 the capital stock of the controlling corporation in merging another  
17 insurer into the subsidiary or in merging the subsidiary into  
18 another insurer. If an insurer proposes to consolidate or merge  
19 with, or reinsure all of its outstanding risk with, another insurer  
20 for the purpose of effecting a merger or consolidation, the  
21 following procedure ~~shall~~ **MUST** be followed:

22 (a) The insurers shall petition the ~~commissioner,~~ **DIRECTOR,**  
23 setting forth the terms and conditions of the proposed  
24 consolidation, merger, or agreement of reinsurance, to which the  
25 ~~commissioner~~ **DIRECTOR** may ~~in his or her discretion~~ grant  
26 preliminary, tentative, or conditional approval.

27 (b) After securing the approval from the ~~commissioner,~~

1 **DIRECTOR**, the insurers shall give notice, either personally or  
2 through mailing at least 21 days before the time fixed for the  
3 meeting, to the last known postal address of each stockholder,  
4 subscriber, or member, that the question of the consolidation,  
5 merger, or reinsurance will be voted ~~upon~~**ON** at a regular or  
6 special meeting of the stockholders, subscribers, or members, which  
7 notice ~~shall~~**MUST** fairly but briefly describe the proposed  
8 procedure.

9 (c) The consolidation, merger, or contract of reinsurance for  
10 the purpose of effecting a merger or consolidation ~~shall~~**MUST** be  
11 approved at the regular or special meeting held in pursuance of the  
12 call and notice, by the affirmative vote of not less than a  
13 majority of the members or subscribers voting in person or by proxy  
14 if it is a mutual or a cooperative or assessment corporation or a  
15 reciprocal or interinsurance exchange, or not less than a majority  
16 of the outstanding capital stock, if it is a stock company.

17 (d) The consolidation or merger agreement or contract of  
18 reinsurance for the purpose of effecting a merger or consolidation,  
19 together with proper proof that it has been approved by the  
20 stockholders, subscribers, or members as provided in this section,  
21 ~~shall~~**MUST** be submitted to the ~~commissioner~~**DIRECTOR** for final  
22 approval. This contract ~~shall~~**IS** not ~~become~~ effective until the  
23 ~~commissioner~~**DIRECTOR**, in his or her discretion, issues a  
24 certificate of final approval to the petitioner. If the terms of  
25 the consolidation or merger or reinsurance contract for the purpose  
26 of effecting a ~~THE~~ merger or consolidation provide that securities  
27 ~~shall~~**MUST** pass to an insurer assuming the liabilities for which

1 the securities are held, a public official, or other person or  
 2 company holding the securities, shall, ~~upon~~ **ON** the written order of  
 3 the ~~commissioner~~ **DIRECTOR**, deliver the securities to or credit the  
 4 securities to the account of the corporation, corporations, person,  
 5 or persons entitled to the securities by the terms of the contract  
 6 and the order of the ~~commissioner~~ **DIRECTOR**.

7 (2) TO FACILITATE THE MERGER OF ANY RESULTING INSURER WITH AND  
 8 INTO ANOTHER COMPANY SIMULTANEOUSLY WITH THE EFFECTIVENESS OF A  
 9 DIVISION AUTHORIZED BY THIS ACT, A DIVIDING INSURER, INCLUDING ITS  
 10 OFFICERS, DIRECTORS, AND SHAREHOLDERS, MAY ADOPT AND EXECUTE A PLAN  
 11 OF MERGER OR CONSOLIDATION ON BEHALF OF A RESULTING INSURER AND MAY  
 12 EXECUTE AND DELIVER DOCUMENTS, PLANS, CERTIFICATES, AND  
 13 RESOLUTIONS, AND MAY MAKE ANY FILINGS, IN EACH CASE, ON BEHALF OF  
 14 THE RESULTING INSURER. IF PROVIDED IN A PLAN OF MERGER OR  
 15 CONSOLIDATION DESCRIBED IN THIS SUBSECTION, THE MERGER OR  
 16 CONSOLIDATION IS EFFECTIVE SIMULTANEOUSLY WITH THE EFFECTIVENESS OF  
 17 A DIVISION AUTHORIZED BY THIS ACT. ON REQUEST OF THE DIVIDING  
 18 INSURER, THE DIRECTOR MAY WAIVE THE OTHER REQUIREMENTS OF THIS  
 19 SECTION WITH RESPECT TO ANY MERGER OR CONSOLIDATION INVOLVING ONLY  
 20 DOMESTIC STOCK INSURERS AND MAY ISSUE ITS FINAL APPROVAL OF THE  
 21 MERGER OR CONSOLIDATION AS PART OF ITS APPROVAL OF A PLAN OF  
 22 DIVISION UNDER THIS ACT.

23 (3) ~~(2)~~ Consolidation, merger, or reinsurance for the purpose  
 24 of effecting a merger or consolidation of all of the insurance risk  
 25 of any membership corporation under this section, ~~shall act~~ **ACTS** as  
 26 a dissolution of the corporation except ~~in the case of~~ **FOR** a stock  
 27 company, which ~~shall~~ **MUST** be dissolved in accordance with the

business corporation act, ~~Act No. 284 of the Public Acts of 1972,~~  
~~being sections 1972 PA 284, MCL 450.1101 to 450.2098. of the~~  
~~Michigan Compiled Laws.~~ All liability ~~upon~~ **ON** a stock company's  
certificates or contracts ~~shall cease upon~~ **CEASES ON** the expiration  
of 5 days ~~following~~ **AFTER** the consolidation, merger, or reinsurance  
for the purpose of effecting a merger or consolidation, but its  
officers may thereafter perform any act or acts necessary to close  
its affairs with the approval of the ~~commissioner~~ **DIRECTOR**.

(4) ~~(3)~~ This section ~~shall~~ **DOES** not be construed to prohibit  
an insurer from reinsuring a fractional part or all of an  
individual risk in the usual or incidental conduct of its business.

(5) ~~(4)~~ Consolidation, merger, or reinsurance for the purpose  
of effecting a merger or consolidation of all or a substantial  
portion of the risks of a fraternal benefit society ~~shall be~~ **IS**  
governed by this section insofar as not otherwise regulated by  
chapter 81a, specifically governing fraternal benefit societies.

(6) ~~(5)~~ This section ~~shall~~ **DOES** not be construed to prohibit a  
title insurance corporation from acquiring by merger, exchange of  
stock, or otherwise, if permitted by and ~~pursuant to Act No. 284 of~~  
~~the Public Acts of 1972,~~ **UNDER THE BUSINESS CORPORATION ACT, 1972**  
**PA 284, MCL 450.1101 TO 450.2098,** a corporation engaged in the  
general abstract business or the assets of ~~such~~ a corporation  
**ENGAGED IN THE GENERAL ABSTRACT BUSINESS.**

(7) ~~(6)~~ Notwithstanding subsection (1), ~~when~~ **IF** a farmers  
mutual insurer organized under chapter 68 proposes to merge with  
any other mutual insurer, the surviving insurer may give notice to  
its members by publication as provided in section 5214(2).