

# 812597

MAIDA, GALLOWAY & NEAL, P.A.

ATTORNEYS AT LAW  
300 EAST PARK AVENUE  
P.O. BOX 1819  
TALLAHASSEE, FLORIDA 32302  
TELEPHONE (850) 224-3555 FAX (850) 224-3101

February 6, 1998

600002424226--9  
-02/09/98--01001--011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

**VIA HAND DELIVER**

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Mutual Midwest Insurance Company

Dear Sir:

Please find enclosed the original and one copy of the amendment to the articles of incorporation for the above corporation. Also enclosed is our check in the amount of \$35.00 to cover your fee. We will forward the completed application to you on Monday. Please provide us with a date stamped copy of the articles.

Should you require any additional information, please do not hesitate to contact me.

Sincerely yours,

*Clyde W. Galloway, Jr.*  
Clyde W. Galloway, Jr.

CWG/vrm  
Enc.

Name	
Availability	2/13/98
Examiner	Don
Updater	Don
Verifier	Don
Acknowledgement	Don
W.P. Veriier	Don

RECEIVED  
98 FEB -6 PM 3:31  
DIVISION OF CORPORATION

FILED  
98 FEB 13 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
*Name Change*

FILED  
98 FEB 13 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary \_\_\_\_\_  
Title \_\_\_\_\_

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

Attachments

**APPROVED**  
INSURANCE COMMISSIONER  
AND TREASURER

JAN 30 1998

Midwest Mutual Insurance Company

BY

*S. St. Maxwell*  
Legal Division

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: 1-16-98

**FOURTH:** Adoption of Amendment(s) (check one)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.


*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

\*The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_  
(voting group)

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 16th day of January, 19 98.

Signature

  
(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Glenn L. Ballew

Typed or printed name

President

Title

69611

RECEIVED

JAN 16 1998

AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF  
MIDWEST MUTUAL INSURANCE COMPANY

SECRETARY OF STATE

52230 AMEN60 \$50.00 D/W

NOW, on this 16th day of January, 1998, at the regularly scheduled Annual Meeting of the members of Midwest Mutual Insurance Company, at which a quorum of the members were present, either in person or by proxy, the following amendments, after having been first duly recommended for adoption by the Board of Directors of the Company, were adopted by a majority vote:

1. Article I shall be amended to read:

The name of the corporation shall be Guidant Specialty Mutual Insurance Company.

2. Article VII, Section 3, shall read:

At all annual meetings or special meetings of the members, the members present at said meeting, either in person or represented by proxy, shall constitute a quorum for the election of directors and for the transaction of any business that may be legally acted upon at such meeting; but in no event shall a quorum consist of less than the number of authorized directors, plus one.

3. Article VIII, Section 13, shall read:

The regular annual meeting of the Board of Directors shall be held on the second Thursday of February each year; and the Board of Directors shall have the power to hold its meetings, either regular or special, with the exception of the regular annual meeting, within or without the State of Iowa, at such places as may be designated by the By-laws or by resolution of the Board.

  
DARRYL D. HANSEN, CHAIRMAN

ATTEST:

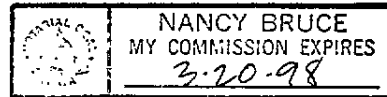
  
THOMAS C. FARR, SECRETARY

③  
00067

STATE OF IOWA     )  
                              )   SS  
COUNTY OF POLK    )

NOW, on this 16th day of January, 1998, appeared before me Darryl D. Hansen and Thomas C. Farr, known to me to be the Chairman and Secretary, respectively, of Midwest Mutual Insurance Company; and after first having been duly sworn on oath, did depose and state that the foregoing Amendment To The Articles Of Incorporation of Midwest Mutual Insurance Company were duly adopted by the members of the Company; and that said Darryl D. Hansen and Thomas C. Farr did sign and attest said document as their voluntary act and deed on behalf of said corporation.

Nancy Bruce  
NOTARY PUBLIC, STATE OF IOWA




00068

## CERTIFICATE OF APPROVAL ATTORNEY GENERAL

Pursuant to provisions of the Iowa Code, the undersigned approves the Amendment to the Articles of Incorporation (adopted January 16, 1998) for Midwest Mutual Insurance Company and finds them in conformance with the laws of the United States and with the laws and Constitution of the State of Iowa.

THOMAS J. MILLER  
Attorney General of Iowa

1-16-98  
Date

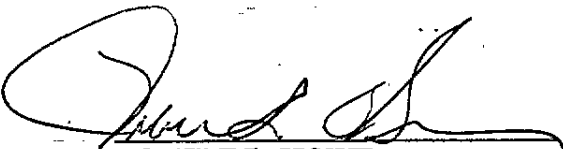
By:   
SCOTT M. GALENBECK  
Assistant Attorney General

## CERTIFICATE OF APPROVAL COMMISSIONER OF INSURANCE

Pursuant to the provisions of the Iowa Code, the undersigned approves the Amendment to the Articles of Incorporation (adopted January 16, 1998) for Midwest Mutual Insurance Company.

THERESE M. VAUGHAN  
Commissioner of Insurance

1.16.98  
Date

By:   
ROBERT L. HOWE  
Deputy Commissioner of Insurance

FILED  
IOWA  
SECRETARY OF STATE

1-16-98

3:03 pm  
W169477



00069