

813936

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

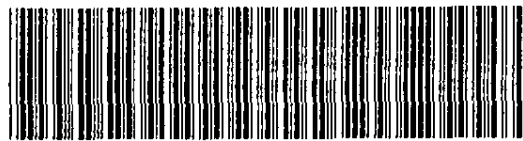
(Business Entity Name)

(Document Number)

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03/17/11--01038--002 \*\*43.75

FILED  
11 MAR 17 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMEND  
(chng. of jurisdiction)  
KRC 3/18

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Northland Casualty Company  
Name of Corporation

**DOCUMENT NUMBER:** 813936

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Cheryl Urbaniak  
Name of Contact Person

The Travelers Companies, Inc.  
Firm/Company

385 Washington Street  
Address

St. Paul, MN 55102  
City/State and Zip Code

curbania@travelers.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Cheryl Urbaniak at ( 651 ) 310-8026  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

\$35.00 Filing Fee

\$43.75 Filing Fee &  
Certificate of Status

\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

\$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

FILED  
MAR 11 11 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

813936

(Document number of corporation (if known))

1. Northland Casualty Company  
(Name of corporation as it appears on the records of the Department of State)
2. Minnesota (Incorporated under laws of)      3. 10/3/1959 (Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? N/A

5. \_\_\_\_\_  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

\_\_\_\_\_  
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Connecticut

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

\_\_\_\_\_  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Jeffrey Slack

(Typed or printed name of person signing)

Assistant Corporate Secretary

(Title of person signing)

**NORTHLAND CASUALTY COMPANY**

LAW DEPARTMENT 8MS  
1 TOWER SQUARE  
HARTFORD, CT 06183-1050  
30-LAW-671774 - -0200 -00181 AP

FLORIDA DIVISION OF CORPORATIONS  
PO BOX 6327  
TALLAHASSEE FL 32314-6327

FORMAT: 456  
DATE: 03/15/2011  
PAYEE: LAW-671774  
CHECK NO: 0000821901  
AMOUNT: \$\*\*\*\*\*43.75

FOR PAYMENT INFORMATION  
PHONE: 1-860-277-8175

REFERENCE NO.	DATE	VOUCHER	GROSS AMT	NET AMOUNT
002371 (LMS) FL 464	03/15/11	D9002371	43.75	43.75



# SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 150470, HARTFORD, CT 06115-0470

DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06108

PHONE: 860-509-6003

WEBSITE: [www.concord-sois.ct.gov](http://www.concord-sois.ct.gov)

## CERTIFICATE OF REDOMESTICATION INSURANCE COMPANY REDOMESTICATION TO CONNECTICUT

Certificate of Authorization from Insurance Commissioner and a ce  
this certificate.

FILING #0004286218 PG 01 OF 50 VOL B-01473  
FILED 12/03/2010 08:37 AM PAGE 00462

SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

USE INK, COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 8 1/2 X 11 SHEETS IF NECESSARY.

<b>FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS):</b>		<b>FILING FEE: \$100 PLUS FRANCHISE TAX</b>  MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"
NAME:	Cheryle A. Damato	
ADDRESS:	The Travelers Companies, Inc.  One Tower Square, Corp. Law 8MS	
CITY:	Hartford	
STATE:	CT ZIP: 06109	

**1. NAME OF INSURANCE COMPANY:**  
Northland Casualty Company

**2. CHARTER HISTORY OF CORPORATION (INCLUDING DATE AND PLACE OF INCORPORATION, NAME CHANGE INFORMATION AND INFORMATION REGARDING CHANGE OF DOMICILE STATE):**  
Northland Casualty Company was incorporated in California on May 18, 1959 as Transamerica Insurance Company. Its name was changed from Transamerica Insurance Company to Transamerica Indemnity Company on November 12, 1963. On August 8, 1966 the name was changed to Countrywide Insurance Company. The company changed its name from Countrywide Insurance Company to Coastal Casualty Company on February 14, 1968. On April 1, 1981, the name was changed from Coastal Casualty Company to Northland Casualty Company. Northland Casualty Company redomesticated from California to Minnesota on December 21, 1994.

**3. APPROVALS:**

THE CORPORATION'S REDOMESTICATION TO CONNECTICUT WAS APPROVED BY THE INSURANCE COMMISSIONER OF THE STATE OF  
Minnesota  
(STATE FROM WHICH CORPORATION IS REDOMESTICATING)

THE CORPORATION'S REDOMESTICATION WAS APPROVED BY THE INSURANCE COMMISSIONER OF THE STATE OF CONNECTICUT AS DEMONSTRATED BY SUCH COMMISSIONER'S CERTIFICATE OF APPROVAL INCLUDED HERewith.

**4. VOTE INFORMATION (CHECK AND COMPLETE A OR B)**

(A). THE INSURANCE COMPANY HAS AUTHORITY TO ISSUE CAPITAL STOCK. THE RESOLUTION OF REDOMESTICATION WAS ADOPTED BY ITS BOARD OF DIRECTORS AND APPROVED BY ITS SHAREHOLDERS AS FOLLOWS (PROVIDE AT MINIMUM THE TOTAL NUMBER OF SHAREHOLDER VOTES CAST IN FAVOR OF THE RESOLUTION AND THE TOTAL NUMBER OF VOTES CAST AGAINST THE RESOLUTION OR IF NO SHAREHOLDER APPROVAL WAS REQUIRED, PROVIDE A STATEMENT TO THAT EFFECT): The total number of shareholder votes cast in favor of the resolution was 3,000,000. No votes were cast against it.

(B). THE CORPORATION IS A MUTUAL INSURANCE COMPANY. THE RESOLUTION OF REDOMESTICATION WAS ADOPTED BY ITS BOARD OF DIRECTORS AND APPROVED BY ITS MEMBERS AS FOLLOWS (PROVIDE AT MINIMUM THE TOTAL NUMBER OF MEMBER VOTES CAST IN FAVOR OF THE RESOLUTION AND THE TOTAL NUMBER OF VOTES CAST AGAINST THE RESOLUTION OR IF NO MEMBERSHIP APPROVAL WAS REQUIRED, PROVIDE A STATEMENT TO THAT EFFECT):

5. CERTIFICATE OF INCORPORATION:

THE CORPORATION'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION IS ATTACHED HERETO.

6. EXECUTION:

DATED THIS 3<sup>rd</sup> DAY OF December, 2010

NAME OF SIGNATORY (print/type)	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Maryellen Prudhomme	Assistant Corporate Secretary	<i>Maryellen Prudhomme</i>

FILED 12/03/2010 08:37 AM PAGE 00463  
CONNECTICUT SECRETARY OF THE STATE



**State of Connecticut**  
*Insurance Department*

FILING #0004286218 PG 03 OF 50 VOL B-01473  
FILED 12/03/2010 08:37 AM PAGE 00464  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

This is to Certify, that

- the redomestication of Northland Casualty Company, a Minnesota insurance company, pursuant to Section 38a-58a Connecticut General Statutes, is approved,
- the attached Certificate of Redomestication and Amended and Restated Certificate of Incorporation effecting its change of domicile is approved, and
- the effective date of the redomestication is December 15, 2010.

Witness my hand and official seal, at HARTFORD,

this 25<sup>th</sup> day of October, 2010

Insurance Commissioner

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
NORTHLAND CASUALTY COMPANY**

**Section 1.** The name of the corporation is Northland Casualty Company.

The corporation is a continuation of the existence of Northland Casualty Company, through its adoption of Connecticut as its corporate domicile. The corporation's date of incorporation is May 18, 1959, the original date of incorporation of Northland Casualty Company.

**Section 2.** The business purposes and powers of said corporation shall be as follows:

The corporation shall have the purposes and powers to write fire, extended coverage and other allied lines, homeowners multiple perils, commercial multiple peril, earthquakes, growing crops, ocean and inland marine, accident and health, workers' compensation, liability, including automobile liability, automobile physical damage, aircraft, fidelity and surety, glass, burglary and theft, boiler and machinery, residual value insurance, credit, and any and all forms of property and casualty insurance which any other corporation now or hereafter incorporated in Connecticut and empowered to do insurance businesses may now or hereafter lawfully do; to accept or cede reinsurance; to issue policies and contracts for any kind or combinations of kinds of insurance; to acquire and hold any or all of the shares or other securities of any corporation or other entities; and to engage in any lawful act or activity for which corporations may be formed under the laws of Connecticut. The corporation is authorized to exercise the powers herein granted in any state, territory or jurisdiction of the United States or in any foreign country.

**Section 3.** The total number of shares which the corporation has authority to issue is three million five-hundred thousand (3,500,000) shares of common stock, with a par value of \$1.00 dollars (\$1.00) per share. All shares of common stock have unlimited voting rights and together are entitled to receive the net assets of the corporation upon dissolution.

**Section 4.** The principal place of business of the corporation in the State of Connecticut shall be One Tower Square, Hartford, Connecticut, 06183. The corporation may establish and maintain an office within or without the State of Connecticut or offices in such other places as the board of directors may from time to time find necessary or desirable.

**Section 5.** The personal liability to the corporation or its shareholders of a person who is or was a director of the corporation for monetary damages for breach of duty as a director shall be limited to the amount of the compensation received by the director for serving the corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the director, (b) enable the director or an associate, as defined in Section 33-840 of the Connecticut Business Corporation Act (the "CBCA") as in effect on the effective date hereof or as it may be amended from time to time, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the corporation, (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the



corporation, or (e) create liability under Section 33-757 of the CBCA as in effect on the effective date hereof or as it may be amended from time to time. The personal liability of a person who is or was a director to the corporation or its shareholders for breach of duty as a director shall further be limited to the full extent allowed by the CBCA as it may be amended from time to time. Any lawful repeal or modification of this Section or the adoption of any provision inconsistent herewith by the board of directors and the shareholders of the corporation shall not, with respect to a person who is or was a director, adversely affect any limitation of liability, right or protection existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.

**Section 6.**

- (1) The corporation shall indemnify its directors for liability, as defined in Section 33-770(5) of the CBCA, to any person for any action taken, or any failure to take any action, as a director, except liability that: (a) involved a knowing and culpable violation of law by the director; (b) enabled the director or an associate (as defined in Section 33-840 of the CBCA) to receive an improper personal gain; (c) showed a lack of good faith and conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that the director's conduct or omission created an unjustifiable risk of serious injury to the corporation; (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation; or (e) created liability under Section 33-757 of the CBCA. Notwithstanding anything in the preceding sentence to the contrary, the corporation shall be required to indemnify a director in connection with a proceeding commenced by such director only if (i) the commencement of such proceeding by the director was authorized by the board of directors of the corporation or (ii) such proceeding was brought to establish or enforce a right of indemnification under this Section or the by-laws of the corporation. This Section shall not affect the indemnification or advance of expenses to a director for any liability stemming from acts or omissions occurring prior to the effective date of this Section. Any lawful repeal or modification of this Section or the adoption of any provision inconsistent herewith by the board of directors and the shareholders of the corporation shall not, with respect to a person who is or was a director, adversely affect the indemnification or advance of expenses to such person for any liability stemming from acts or omissions occurring prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.
- (2) The corporation shall not be obligated by Section 33-776(d) of the CBCA to indemnify, or advance expenses, to any current or former employee or agent of the corporation who is not a director. However, the corporation may, at the discretion of the board of directors, indemnify, or advance expenses to, any current or former employee or agent of the corporation, who is not a director, to the fullest extent permitted by law.

CERTIFICATION

The undersigned, Maryellen Prudhomme, Assistant Corporate Secretary of Northland Casualty Company (the "Company"), does hereby certify that the foregoing Amended and Restated Certificate of Incorporation is a true and correct copy duly adopted by the Board of Directors of the Company effective October 22, 2010, and is in full force and effect as of the date of this certification.

  
Assistant Corporate Secretary

Hartford, Connecticut  
Dated: December 3, 2010

30387 117

2077



State  
of  
California

SECRETARY OF STATE'S OFFICE

NORTHLAND CASUALTY COMPANY

I, *TONY MILLER*, Acting Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute  
*this certificate and affix the Great Seal of the State of California this*

JUL 21 1994



*Tony Miller*  
Acting Secretary of State

061677



state, territory, governmental subdivision or country, 2079  
against or in respect of any and all hazards, risks and  
perils except the hazards, risks and perils of life, title  
and mortgage insurance;

(d) To engage in reinsurance, including the  
cession of risks undertaken by this corporation and the  
assumption of risks of every kind or description undertaken  
by other insurers;

(e) To take and accept all kinds of mortgages,  
leases, pledges, assignments, transfers, contracts and  
obligations, or other securities on real or personal pro-  
perty, or real or personal property, for the purpose of  
securing advances made by it, to endorse promissory notes  
and other obligations, and to purchase, lease, buy and deal  
in the stocks of other corporations; to purchase, own, lease,  
sell, and mortgage, pledge and otherwise convey, transfer and  
assign property, real and personal.

(f) To have one or more offices and to carry on  
its operations and transact its business within and without  
the State of California; and

(g) To do and perform any and all acts and to  
exercise any and all powers which it may, now or hereafter,  
be authorized or permitted by law to do, perform or exer-  
cise.

The foregoing statement of purposes shall be con-  
strued as a statement of both purposes and powers, and the  
purposes and powers in each clause shall, except where  
otherwise expressed, be in no wise limited or restricted by  
reference to or inference from the terms or provisions of  
any other clause but shall be regarded as independent pur-  
poses and powers.

THIRD

2080

The county in the State of California where the principal office for the transaction of the business of this corporation is located is the City and County of San Francisco.

FOURTH

The total number of shares which this corporation is authorized to issue is twenty thousand (20,000 shares); the aggregate par value of all of said shares is Two Million Dollars (2,000,000), and the par value of each of said shares is One Hundred Dollars (100).

FIFTH

The number of directors of this corporation shall be three (3), and the names and addresses of the persons who are appointed to act as its first directors are as follows:

<u>Names</u>	<u>Addresses</u>
Willie W. Wood	Oakland, California
L. T. Waldron	Lafayette, California
A. L. Elliott Ponsford	San Francisco, California

The number of persons stated above constitutes the authorized number of directors until changed by amendment of these Articles, or by a By-law duly adopted in the manner authorized and permitted by law.

IN WITNESS WHEREOF, we have hereunto set our hands this 15 day of May, 1959.

*Willie W. Wood*  
\_\_\_\_\_  
*L. T. Waldron*  
\_\_\_\_\_  
*A. L. Elliott Ponsford*  
\_\_\_\_\_

STATE OF CALIFORNIA )  
City and County of San Francisco ) ss.

2081

On this 20th day of May, 1959, before me,  
Alfred H. [Signature], a Notary Public, in and for  
the City and County of San Francisco, State of California,  
residing therein, duly commissioned and sworn, personally  
appeared WILISIE W. WOOD, L. T. WALDRON and A. L. ELLIOTT  
PONSPOD, known to me to be the persons whose names are  
subscribed to the within instrument, and acknowledged to  
me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand  
and affixed my official seal at my office in the City and  
County of San Francisco, State of California, the day and  
year in this Certificate first above written.

[Seal]

Alfred H. [Signature]  
NOTARY PUBLIC  
In and for the City and County of  
San Francisco, State of California  
My Commission Expires

2082

CONSENT TO USE OF NAME

The undersigned, TRANSAMERICA CORPORATION, a Delaware corporation, hereby consents to the use of the names "TRANSAMERICA INSURANCE COMPANY" and "TRANSAMERICA LIFE INSURANCE COMPANY" by corporations to be organized under the laws of the State of California by or on behalf of the undersigned by the following named persons:

Willie W. Wood

L. T. Waldron

A. L. Elliott Ponsford


Signed and sealed this 10 day of May, 1959.

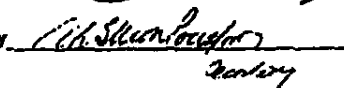
TRANSAMERICA CORPORATION

[Corporate Seal]

By

By

  
Vice President

  
Secretary



No. chg. to TRANSAMERICA INDEMNITY COMPANY.  
File of bus. ch. to Los Angeles County.

13825 2083

375369  
FILED

In the office of the Secretary of State  
of the State of California

NOV 18 1963

HARVEY M. BROWN, Secretary of State

Deputy

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
TRANSAMERICA INSURANCE COMPANY

The undersigned, A. L. Elliott Ponsford and H. F. Henry, do hereby certify that they are, respectively, a duly elected and acting Vice President and Secretary of TRANSAMERICA INSURANCE COMPANY and do hereby further certify that:

ONE: At a regular meeting of the Board of Directors of said Corporation, duly held at 11:00 o'clock A.M., on the 17th day of October, 1963, at which meeting there was at all times present and acting a quorum of the members of said Board, the following resolutions were duly adopted:

WHEREAS, it is deemed by this Board of Directors to be in the best interests of this Corporation that the FIRST and Article THIRD of its Articles of Incorporation be amended as hereinafter provided,

NOW, THEREFORE, BE IT RESOLVED, that, subject to the requisite vote or written consent of the shareholders of this Corporation, Article FIRST and Article THIRD of the Articles of Incorporation be, and the same are hereby amended to read as set forth in full as follows:

"FIRST

The name of this corporation is

TRANSAMERICA INDEMNITY COMPANY."

"THIRD

The county in the State of California where the principal office for the transaction of the business of this corporation is located is the

County of Los Angeles.

RESOLVED, FURTHER, that the Board of Directors of this Corporation hereby approves and adopts the amendment of Article FIRST and Article THIRD of said Articles of Incorporation, to read as hereinabove set forth in full.

RESOLVED FURTHER, that the proper officers of the Corporation are hereby authorized, jointly and severally, to execute and file any and all certificates and other documents, take any and all steps, and do any and all things in order to cause the foregoing amendment of the Articles of Incorporation of this Corporation to become effective and otherwise carry out the purposes of these resolutions.

TWO: The total number of shares of capital stock of said Corporation, of the par value of \$100 per share, consenting to said amendment of Article FIRST and Article THIRD of its Articles of Incorporation is 3,000 shares, and the following is a copy of the form of written consent executed by the holders of said shares:

"WRITTEN CONSENT OF SHAREHOLDERS TO  
AMENDMENT OF ARTICLE FIRST AND ARTICLE  
THIRD OF THE ARTICLES OF INCORPORATION  
OF TRANSAMERICA INSURANCE COMPANY

"WHEREAS, it is deemed to be to the best interests of this Corporation that Article FIRST and Article THIRD of its Articles of Incorporation be amended to read as hereinafter set forth in full as follows:

(The amended Article FIRST and Article THIRD of the Articles of Incorporation as set forth in the Directors' resolutions in paragraph ONE hereof are set forth at this place in the form of written consent.)

"NOW, THEREFORE, the undersigned shareholders of said Corporation do hereby adopt, approve and consent to the amendment of Article FIRST and Article THIRD of said Articles of Incorporation, as heretofore amended, to read as hereinabove set forth in full.

"IN WITNESS WHEREOF, the undersigned have hereunto affixed their signatures, the date of signing and

2055

the number of shares of capital stock of said Corporation held by them and entitled to vote upon the foregoing amendment of Article FIRST and Article THIRD of said Articles of Incorporation, as heretofore amended.

TRANSAMERICA CORPORATION	Date	No. of Shares
By <u>/s/ John R. Beckett</u> President	October 17, 1963	3,000*

THREE: The total number of shares of said Corporation entitled to vote on, or consent to, said amendment is 3,000 shares of capital stock, of the par value of \$100 per share, being all of one class and all of the issued and outstanding shares of said Corporation.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment this 8th day of November, 1963.

*John R. Beckett*  
Vice President

*John R. Beckett*  
Secretary

STATE OF CALIFORNIA  
City and County of San Francisco


2066


ss.

A. L. ELLIOTT PONSFORD and N. F. HENRY


being first duly sworn, each for himself, deposes and says:

That A. L. ELLIOTT PONSFORD is, and was at all of the times mentioned in the foregoing Certificate of Amendment, a Vice President of TRANSAMERICA INSURANCE COMPANY, the California corporation therein mentioned, and N. F. HENRY is, and was at all of the times mentioned in the foregoing Certificate of Amendment, the Secretary of said Corporation; that each has read said certificate and that the statements therein made are true of his own knowledge, and that the signatures purporting to be the signatures of said Vice President and Secretary thereto are the genuine signatures of said Vice President and Secretary, respectively.

  
A. L. ELLIOTT PONSFORD

  
N. F. HENRY

Subscribed and sworn to before me  
this 8th day of November, 1963.

  
NOTARY PUBLIC  
in and for the City and County of  
San Francisco, State of California

My Commission Expires: July 5-1965

375 369

1611987  
2187

No. chg. to COUNTRYWIDE INSURANCE COMPANY,

CERTIFICATE OF AMENDMENT

FILED

In the office of the Secretary of State  
at the State of Connecticut

OF

AUG 8 1966

ARTICLES OF INCORPORATION

FRANK A. COOK, Secretary of State

OF

By *[Signature]* Deputy

TRANSAMERICA INDEMNITY COMPANY

The undersigned, W. J. SMITH and JAMES B. SPRINGFORD, do hereby certify that they are, respectively, a duly elected and acting President and Secretary of TRANSAMERICA INDEMNITY COMPANY, and do hereby further certify that:

ONE: At a special meeting of the Board of Directors of said Corporation, duly held at Los Angeles, California, on the 26th day of July, 1966, at which meeting there was at all times present and acting a quorum of the members of said Board, the following resolutions were duly adopted:

WHEREAS, it is deemed by this Board of Directors to be to the best interests of this Corporation that Article FIRST of its Articles of Incorporation be amended as hereinafter provided,

NOW, THEREFORE, BE IT RESOLVED, that, subject to the requisite vote or written consent of the shareholders of this Corporation, Article FIRST of the Articles of Incorporation be, and the same are hereby amended to read as set forth in full as follows:

"FIRST

The name of this corporation is

COUNTRYWIDE INSURANCE COMPANY."

RESOLVED, FURTHER, that the Board of Directors of this Corporation hereby approves and adopts the amendment of Article FIRST of said Articles of Incorporation, to read as hereinabove set forth in full.

RESOLVED, FURTHER, that the proper officers of the Corporation are hereby authorized, jointly and severally, to execute and file any and all certificates and other documents, take any and all steps, and do any and all things in order to cause the foregoing amendment of the Articles of Incorporation of this Corporation to become effective and otherwise carry out the purposes of these resolutions.

TWO: The total number of shares of capital stock of said Corporation, of the par value of \$100 per share, consenting to said amendment of Article FIRST of its Articles of Incorporation is 3,000 shares, and the following is a copy of the form of written consent executed by the holder of said shares:

WRITTEN CONSENT OF SHAREHOLDER TO AMENDMENT  
OF ARTICLE FIRST OF THE ARTICLES OF INCORPORATION  
OF TRANSAMERICA INDEMNITY COMPANY

WHEREAS, it is deemed to be to the best interests of this Corporation that Article FIRST of its Articles of Incorporation be amended to read as hereinafter set forth in full as follows:

FIRST

The name of this corporation is  
COUNTRYWIDE INSURANCE COMPANY.

NOW, THEREFORE, the undersigned shareholder of said Corporation does hereby adopt, approve and consent to the amendment of Article FIRST of said Articles of Incorporation, as heretofore amended, to read as hereinabove set forth in full.

IN WITNESS WHEREOF, the undersigned has hereto affixed its signature, the date of signing and the number of shares of capital stock of said Corporation held by it and entitled to vote upon the foregoing amendment of Article FIRST of said Articles of Incorporation, as heretofore amended.

<u>Date</u>	<u>No. of Shares</u>
	3,000

OLYMPIC INSURANCE COMPANY

By W. J. SMITH  
President

By JAMES B. SPRINGFORD  
Secretary

THREE: The total number of shares of said Corporation entitled to vote on, or consent to, said amendment is 3,000 shares of capital stock, of the par value of \$100 per share.

being all of one class and all of the issued and outstanding  
shares of said Corporation.

2089

IN WITNESS WHEREOF, the undersigned have executed this  
Certificate of Amendment this 3rd day of August, 1966.

W. J. SMITH

  
\_\_\_\_\_  
President

JAMES D. SPRINGFORD

  
\_\_\_\_\_  
Secretary

2090

STATE OF CALIFORNIA )  
COUNTY OF LOS ANGELES )

W. J. SMITH and JAMES H. SPRINGFORD  
being first duly sworn, each for himself, depose and say:  
That W. J. SMITH is, and was at all of the  
time mentioned in the foregoing Certificate of Amendment, a  
President of TRANRAMERICA INDEPENDENCY COMPANY, the California  
corporation therein mentioned, and JAMES H. SPRINGFORD is,  
and was at all of the times mentioned in the foregoing Certificate  
of Amendment, the Secretary of said Corporation; that each has  
read said certificate and that the statements therein made are  
true of his own knowledge, and that the signatures purporting to  
be the signatures of said President and Secretary thereto are  
the genuine signatures of said President and Secretary, respec-  
tively.

[Signature]  
W. J. SMITH, President  
[Signature]  
JAMES H. SPRINGFORD, Secretary

Subscribed and sworn to before me  
this 3rd day of August, 1966.

[Signature]  
Notary Public in and for the State  
of California, Notary No. 12345

My commission expires: \_\_\_\_\_



2091

State of California, County of Alameda  
Principal office of said Alameda County

1743713

375-369  
FILED

In the office of the Secretary of State  
of the State of California

FEB 14 1980

FRANK M. MORGAN, Secretary of State

By *[Signature]*  
Deputy

CERTIFICATE OF AMENDMENT  
OF THE  
ARTICLES OF INCORPORATION

C. H. Hartupke and Jerome B. Simon hereby certify:

1. We are the President and Secretary, respectively, of  
COUNTRYWIDE INSURANCE COMPANY.

2. At a meeting of the Board of Directors on the 22nd day  
of January, 1968, duly called in accordance with the Articles of In-  
corporation and By-Laws of the corporation, the directors have  
adopted the following resolution, the By-Laws authorizing the direc-  
tors to do so:

"RESOLVED, that Article First of the Articles of In-  
corporation of this corporation be, and the same here-  
by is, amended so as to read as follows:

"FIRST

"The name of the corporation is COASTAL  
CASUALTY COMPANY.

and that Article Third of the Articles of Incorporation  
be, and it hereby is, amended so as to read as follows:

"THIRD

"The county in the State of California where  
the principal office for the transaction of business of  
this corporation is located is the County of Alameda."

3. That the shareholders adopted said amendment by resolution  
at a special meeting held on January 22, 1968, at Saint Paul, Minne-  
sota. That the wording of the amended articles as set forth in the  
shareholders' resolution is that as set forth in Paragraph 2 of this  
certificate.

2092

4. That the number of shares which so voted for the resolution of adoption of said amendment is 4,000, and that the total number of shares entitled to vote on or consent to said amendment is 4,000.



IN WITNESS WHEREOF we have herunto set our names and the seal of this corporation this 9th day of February, 1988.

(Corporate Seal)

In presence of

[Signature]  
[Signature]

[Signature]  
C. H. Hartupce

[Signature]  
Jerome B. Simon

STATE OF MINNESOTA }  
COUNTY OF RAMSEY } SS.

C. H. HARTUPEE AND JEROME B. SIMON, being first duly sworn, depose and say that they are respectively, the President and Secretary of COUNTRYWIDE INSURANCE COMPANY, a California corporation; that they executed the foregoing certificate; that the contents thereof are true; that the seal thereto attached is that of the corporation; that they take this action pursuant to authority conferred upon them by the Board of Directors of said corporation; and that they make this affidavit for and in behalf of said corporation.

[Signature]  
C. H. Hartupce

[Signature]  
Jerome B. Simon

Subscribed and sworn to before me this 9th day of February, 1988.



JOHN C. JOHANSSON  
Notary Public, Ramsey County, Minn.  
My Commission Expires 12-31-1998

2003

PRINCIPAL OPC. CHG TO LOS ANGELES COUNTY

159701

375369

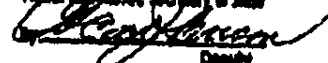
FILED

In the office of the Secretary of State  
of the State of California

CERTIFICATE OF AMENDMENT TO  
ARTICLES OF INCORPORATION

00723 1969

FRANK J. MORAN, Secretary of State



Deputy

JAMES E. JOYCE and JEROME B. SIMON hereby certify:

1. We are the President and Secretary, respectively,  
of Coastal Casualty Company.

2. At a meeting of the Board of Directors on the  
30th day of August, 1969, duly called in accordance with  
the Articles of Incorporation and by-laws of the corpora-  
tion, the directors have adopted the following resolutions,  
the by-laws authorizing the directors so to act:

"RESOLVED, that Article Third of the Articles of  
Incorporation of this corporation be, and the  
same hereby is, amended so as to read as follows:

"THIRD

"The county in the State of California where the  
principal office for the transaction of business  
of this corporation is located is the County of  
Los Angeles."

3. That the shareholders adopted said amendment by  
resolution at a special meeting held on the 30th day of  
August, 1969, at Saint Paul, Minnesota. That the word-  
ing of said amended Article as set forth in the share-  
holders' resolution is that as set forth in Paragraph 2  
of this certificate.

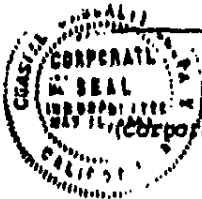
4. That the number of shares so voted for the res-  
olution for the adoption of said amendment is 7,000 and  
that the total number of shares entitled to vote on or  
consent to said amendment is 7,000.

2094

IN WITNESS WHEREOF, we have hereunto set our hands  
and the seal of this corporation this 10th day of Octo-  
ber, 1969.

In presence of:

Avard L. Koenig  
Avard L. Koenig  
James E. Joyce  
James E. Joyce  
John C. Johanneson  
John C. Johanneson  
Jerome B. Simon  
Jerome B. Simon



STATE OF MINNESOTA }  
COUNTY OF RAMSEY } ss.

JAMES E. JOYCE and JEROME B. SIMON, being first duly  
sworn, depose and say that they are, respectively, the  
President and Secretary of COASTAL CASUALTY COMPANY, a  
California corporation; that they executed the foregoing  
certificate; that the contents thereof are true; that the  
seal thereto attached is that of the corporation; that  
they take this action pursuant to authority conferred upon  
them by the Board of Directors of said corporation; and  
that they make this affidavit for and on behalf of said  
corporation.

James E. Joyce  
James E. Joyce  
Jerome B. Simon  
Jerome B. Simon

Subscribed and sworn to before me  
this 10 day of October, 1969.

John C. Johanneson  
Notary Public  
JOHN C. JOHANNESON  
Notary Public, Ramsey County, MN.  
My Commission Expires May 31, 1974



375369

2095  
A227321

FILED  
In the office of the Secretary of State  
of the State of Connecticut

DEC 22 1980

CERTIFICATE OF AMENDMENT  
OF THE  
ARTICLES OF INCORPORATION

Deputy

Paul J. Ochs and Jerome B. Simon hereby certify:

1. We are the President and Secretary, respectively,  
of COASTAL CASUALTY COMPAN

2. At a meeting of the Board of Directors on the  
15th day of December, 1980, duly called in accordance with  
the Articles of Incorporation and Bylaws of the corporation,  
the directors have adopted the following resolution, the  
Bylaws authorizing the directors so to act:

"RESOLVED, that Article Fourth of the Articles  
of Incorporation of this corporation be, and  
the same hereby is, amended so as to read as  
follows:

"FOURTH

"The total number of shares which this  
corporation is authorized to issue is  
twenty-five thousand (25,000) shares;  
the aggregate par value of all of said  
shares is Two Million Five Hundred Thou-  
sand Dollars (\$2,500,000), and the par  
value of each of said shares is One Hun-  
dred Dollars (\$100)."

That the shareholders adopted said amendment by  
resolution at a special meeting held on December 15, 1980,  
at St. Paul, Minnesota. That the wording of the amended  
Article Fourth in the shareholders' resolution is  
that as set forth in Paragraph 2 of this certificate.

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2096

4. That the number of shares which so voted for the resolution of adoption of said amendment is 10,000, and that the total number of shares entitled to vote on or consent to said amendment is 10,000.

IN WITNESS WHEREOF, we have hereunto set our names and the seal of this corporation this 15th day of December, 1980.

In Presence of:

*Amos de Koning*

*Joseph J. Simon*

*Paul J. Ochs*  
Paul J. Ochs, President

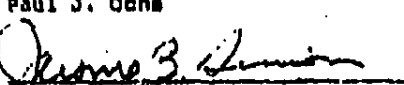
*Jerome B. Simon*  
Jerome B. Simon, Secretary

2097

STATE OF MINNESOTA )  
COUNTY OF RAMSBY ) SS.

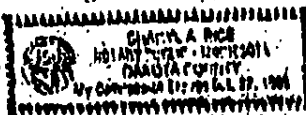
PAUL J. OCHS and JEROME B. SIMON, being first duly sworn, depose and say that they are, respectively, the President and Secretary of COASTAL CASUALTY COMPANY, a California corporation; that they executed the foregoing certificate; that the contents thereof are true; that the seal thereto affixed is that of the corporation; that they take this action pursuant to authority conferred upon them by the Board of Directors of said corporation; and that they make this affidavit for and in behalf of said corporation.

  
Paul J. Ochs

  
Jerome B. Simon

Subscribed and sworn to before me  
this 19th day of December, 1980.

  
Notary Public



2095

FILED IN THE SECRETARY'S OFFICE

375369

A2311-18

**FILED**  
in the office of the Secretary of State  
of the State of California

APR 1 1981

John J. ...  
Deputy

CERTIFICATE OF AMENDMENT  
OF THE  
ARTICLES OF INCORPORATION

Paul J. Ochs and Jerome B. Blmon hereby certify:

1. We are the President and Secretary, respectively,  
of COASTAL CASUALTY COMPANY.

2. At a meeting of the Board of Directors on the  
4th day of March, 1981, duly called in accordance with the  
Articles of Incorporation and Bylaws of the corporation,  
the directors have adopted the following resolution, the  
Bylaws authorizing the directors so to act:

"RESOLVED, that Article first of the Articles  
of Incorporation of this corporation be, and  
the same hereby is, amended so as to read as  
follows:

"FIRST

"The name of this corporation is Coastal  
Casualty Company. Effective April 1, 1981,  
the name of this corporation is NORTHLAND  
CASUALTY COMPANY."

3. That the shareholders adopted said amendment by  
resolution at a special meeting held on March 4, 1981, at  
Saint Paul, Minnesota. That the wording of the amended  
article as set forth in the shareholders' resolution is  
that as set forth in paragraph 2 of this certificate.

4. That the number of shares which so voted for the  
resolution of adoption of said amendment is 25,000, and

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that the total number of shares entitled to vote on or con-  
sent to said amendment is 25,000.

I, WITNESS WHEREOF, we have hereunto set our names  
and the seal of this corporation this 4th day of March,  
1981.

In Presence of:

George D. Baker

Paul J. DeLo  
Paul J. DeLo, President

George D. Baker

Jerome B. Simon  
Jerome B. Simon, Secretary

(Corporate Seal)

2100

STATE OF MINNESOTA )  
COUNTY OF HANSHY ) ss.

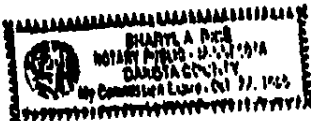
PAUL J. OCHS and JEROME B. SIMON, being first duly sworn, depose and say that they are, respectively, the President and Secretary of COASTAL CASUALTY COMPANY, a California corporation; that they executed the foregoing certificate; that the contents thereof are true; that the seal thereto affixed is that of the corporation; that they take this action pursuant to authority conferred upon them by the Board of Directors of said corporation; and that they make this affidavit for and in behalf of said corporation.

  
Paul J. Ochs

  
Jerome B. Simon

Subscribed and sworn to before  
me this 4th day of March, 1961.

  
Notary Public



2101

STATE OF CALIFORNIA  
DEPARTMENT OF INSURANCE  
San Francisco

I, ROBERT C. QUINN, Insurance Commissioner of the State of California, do hereby certify that on the date specified herein, the name NORTHLAND CASUALTY COMPANY has been approved for use in California for a period of 90 days from the date herein.

IN WITNESS WHEREOF, I have  
hereto set my hand and affixed  
my official seal the day and year  
specified below.

ROBERT C. QUINN  
Insurance Commissioner

By *Glenna Linn*  
GLENN LINN  
Deputy  
March 31, 1981

A California corporation must attach this Certificate to its  
Articles of Incorporation (Amendment) filed with the California  
Secretary of State.

2102

375349

A276568

RESTATED  
ARTICLES OF INCORPORATION

FILED  
In the office of the Secretary of State  
of the State of California

JAN 13 1984

John I. ... Secretary of State  
Deputy

GENE G. GOPON and JEROME B. SIMON certify that:

1. They are the president and the secretary, respectively, of NORTHLAND CASUALTY COMPANY, a California corporation.
2. The articles of incorporation of this corporation are amended and restated to read as follows:

"FIRST"

"This corporation elects to be governed by all of the provisions of the General Corporation Law of 1977 not otherwise applicable to it under Chapter 23 thereof.

"SECOND"

"The name of this corporation is NORTHLAND CASUALTY COMPANY.

"THIRD"

"The purposes for which this corporation is formed are:

"(a) To engage in the business of being an insurer; and

"(b) To engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

2103

"FOURTH

"The total number of shares which this corporation is authorized to issue is two million five hundred thousand (2,500,000) shares; the aggregate par value of all of said shares is Two Million Five Hundred Thousand Dollars (\$2,500,000), and the par value of each of said shares is One Dollar (\$1). Upon the effective date hereof, each outstanding share with a par value of One Hundred Dollars (\$100.00) per share is hereby reclassified and reconstituted as one hundred shares with a par value of One Dollar (\$1.00) per share."


3. The foregoing amendment and restatement of articles of incorporation has been duly approved by the board of directors.


4. The foregoing amendment and restatement of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is two million five hundred thousand (2,500,000). The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%).

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

2104

Dated: January 10, 1984.

  
Gene G. Gapon, President

  
Jerome B. Simon, Secretary

2105

STATE OF MINNESOTA  
DEPARTMENT OF COMMERCE

IN THE MATTER OF THE  
REDOMESTICATION OF NORTHLAND  
CASUALTY COMPANY FROM  
CALIFORNIA TO MINNESOTA

ORDER OF APPROVAL

Northland Casualty Company (NORTHLAND) is a California domestic property and casualty insurance company and has applied to the Minnesota Department of Commerce (Department) for approval to change its domicile from California to Minnesota. After reviewing the filings, correspondence and all the pertinent information provided to the Department, the Minnesota Commissioner of Commerce (Commissioner) hereby approves the application and finds, concludes and orders as follows:

FINDINGS OF FACT

1. On August 22, 1994, NORTHLAND filed an application to redomesticate from California to Minnesota pursuant to Minn. Stat. Section 60A.161.
2. NORTHLAND is a California domiciled property and casualty insurance company. NORTHLAND received a Certificate of Authority to transact the business of insurance in the State of Minnesota on August 30, 1960 as a foreign insurer and has been continuously licensed in Minnesota since that date. NORTHLAND is a wholly owned subsidiary of Northland Insurance Company, a Minnesota domestic insurer.
3. The purpose of this redomestication is to align NORTHLAND'S domicile with that of its parent company and other affiliates.
4. NORTHLAND has filed a Plan of Redomestication ("Plan"). This application and Plan are subject to approval of the California Commissioner of Insurance and the Commissioner.
5. The Sole Shareholder and Board of Directors of NORTHLAND have approved this action and this application and has caused NORTHLAND to file a Restated Certificate of Incorporation and Redomestication (Restated Certificate) and Restated Bylaws for NORTHLAND to effect the transfer of NORTHLAND'S domicile to Minnesota.

2106

6. NORTHLAND has submitted all documents, information and filings required by Minnesota law and the Department, including an application for approval to redomesticate, a Plan of Redomestication, Restated Certificate, Restated Bylaws and a statutory deposit.

#### CONCLUSIONS OF LAW

1. The Minnesota Department of Commerce has jurisdiction over the subject matter and the parties to this transaction.

2. The approval of this application, Plan, Restated Certificate and Restated Bylaws will not in any manner impair the rights, remedies or security of existing creditors and will not render NORTHLAND'S operations hazardous to the public or its policyholders in any state. The interest of NORTHLAND'S policyholders are fully protected under the plan.

3. The Plan, Restated Certificate and Restated Bylaws comply with applicable Minnesota laws and should be approved.

4. After the redomestication, NORTHLAND will meet all requirements for holding a Certificate of Authority as a Minnesota domestic property and casualty insurer.

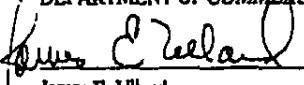
5. The application complies with all requirements and Minnesota law and it should be approved.

#### ORDER

It is therefore ordered that the application of Northland Casualty Company to transfer its domicile from California to Minnesota is approved and that the Minnesota Department of Commerce will issue Northland Casualty Company a Certificate of Authority to do the business of insurance as a domestic insurer in the State of Minnesota.

STATE OF MINNESOTA  
DEPARTMENT OF COMMERCE

Date: 12/20/94

  
James E. Ulland  
Commissioner of Commerce





2107

RESTATED CERTIFICATE OF  
INCORPORATION AND REDOMESTICATION  
OF  
NORTHLAND CASUALTY COMPANY

KNOW ALL MEN BY THESE PRESENTS, that, pursuant to Minnesota Statutes, Section 60A.161, GENE G. GOPON and JEROME B. SIMON, being respectively the President and Secretary of Northland Casualty Company, have subscribed and acknowledged the following Restated Certificate of Incorporation and Redomestication:

Statement of Redomestication

1. Northland Casualty Company ("Company") was incorporated under the laws of the State of California on May 18, 1959 under the name "Transamerica Insurance Company" to transact insurance business of all classes except life, title and mortgage insurance. The Company's Articles of Incorporation have been amended numerous times over the years. Its current corporate name is "Northland Casualty Company" pursuant to an amendment to the Company's Articles of Incorporation filed effective April 1, 1981.

2. On July 15, 1994, the Sole Shareholder and Board of Directors of the Company unanimously adopted resolutions which (1) approved the redomestication of the Company from the State of California to the State of Minnesota pursuant to Minnesota Statutes, Section 60A.161; (2) approved the Restated Certificate of Incorporation set forth below and Restated Bylaws; (3) authorized and directed the President and Secretary of the Company to file the Restated Certificate of Incorporation and Restated Bylaws with all proper authorities, as required by law; and (4) directed the directors and officers of the Company, on behalf of the Company, to execute and deliver any and all other documents and to do all things necessary so that the Company is in compliance with all the requirements of Minnesota law relative to the organization and licensing of a domestic insurer in the State of Minnesota.

3. The Company hereby redomesticates itself from the State of California to the State of Minnesota as a corporate entity under and pursuant to Minnesota Statutes, Chapter 300.

Restated Certificate of Incorporation  
of  
Northland Casualty Company

GENE G. GOPON and JEROME B. SIMON certify that:

1. They are the President and Secretary, respectively, of Northland Casualty Company, a Minnesota corporation ("Company").

2108

2. This Restated Certificate of Incorporation supersedes and takes the place of the existing Certificate of Incorporation of the Company and all amendments to it.

#### ARTICLE I

The name of the Company shall be Northland Casualty Company.

#### ARTICLE II

The Company's principal place of business shall be 1295 Northland Drive, Mendota Heights, MN 55120; and its general nature of business shall be:

(1) To insure against loss or damage to property on land and against loss of rents and rental values, leaseholds of buildings, use and occupancy and direct or consequential loss or damage caused by fire, smoke or smudge, water or other fluid or substance, lightning, windstorm, tornado, cyclone, earthquake, collapse and slippage, rain, hail, frost, snow, freeze, change of temperature, weather or climatic conditions, excess or deficiency of moisture, floods, the rising of waters, oceans, lakes, rivers or their tributaries, bombardment, invasion, insurrection, riot, civil war or commotion, military or usurped power, electrical power interruption or electrical breakdown from any cause, railroad equipment, motor vehicles or aircraft, accidental injury to sprinklers, pumps, conduits or containers or other apparatus erected for extinguishing fires, explosion, whether fire ensues or not, except explosions on risks specified in clause (3); provided, however, that there may be insured hereunder the following: (a) explosion of any kind originating outside the insured building or outside of the building containing the property insured, (b) explosion of pressure vessels which do not contain steam or which are not operated with steam coils or steam jackets; and (c) risks under home owners multiple peril policies;

(2) (a) To insure vessels, freight, goods, wares, merchandise, specie, bullion, jewels, profits, commissions, bank notes, bills of exchange, and other evidences of debt, bottomry and respondentia interest, and every insurance appertaining to or connected with risks of transportation and navigation on and under water, on land or in the air;

(b) To insure all personal property floater risks;

(3) To insure against any loss from either direct or indirect damage to any property or interest of the assured or of another, resulting from the explosion of or injury to (a) any boiler, heater or other fired pressure vessel; (b) any unfired pressure vessel; (c) pipes or containers connected with any of said boilers

2109

or vessels; (d) any engine, turbine, compressor, pump or wheel; (e) any apparatus generating, transmitting or using electricity; (f) any other machinery or apparatus connected with or operated by any of the previously named boilers, vessels or machines; and including the incidental power to make inspections of and to issue certificates of inspection upon, any such boilers, apparatus, and machinery, whether insured or otherwise;

- (4) (a) To insure against loss or damage by the sickness, bodily injury or death by accident of the assured or dependents;
- (b) To insure against the legal liability, whether imposed by common law or by statute or assumed by contract, of employers for the death or disablement of, or injury to, employees;
- (5) To guarantee the fidelity of persons in fiduciary positions, public or private, or to act as surety on official and other bonds and for the performance of official or other obligations;
- (6) To insure against loss or damage by breakage of glass, located or in transit;
- (7) (a) To insure against loss by burglary, theft, or forgery;
- (b) To insure against loss of or damage to monies, coins, bullion, securities, notes, drafts, acceptance or any other valuable paper or document, resulting from any cause, except while in the custody or possession of and being transported by any carrier for hire or in the mail;
- (c) To insure individuals by means of an all risk type of policy commonly known as the "Personal Property Floater" against any kind and all kinds of loss of or damage to, or loss of use of, any personal property other than merchandise;
- (d) To insure against loss or damage by water or other fluid or substance;
- (8) To insure against loss from death of domestic animals and to furnish veterinary services;
- (9) To guarantee merchants and those engaged in business, and giving credit, from loss by reason of giving credit to those dealing with them; this shall be known as credit insurance;

3110

(10) To insure against loss or damage to automobiles or other vehicles or aircraft and their contents, by collision, fire, burglary, or theft, and other perils of operation, and against liability for damage to persons, or property of others, by collision with such vehicles or aircraft, and to insure against any loss or hazard incident to the ownership, operation, or use of motor or other vehicles or aircraft;

(11) To insure against liability for loss or damage to the property or person of another caused by the insured or by those for whom the insured is responsible, including insurance of medical, hospital, surgical, funeral or other related expense of the insured or other person injured, irrespective of legal liability of the insured, when issued with or supplemental to policies of liability insurance;

(12) To insure against loss of or damage to any property of the insured, resulting from ownership, maintenance or use of elevators, except loss or damage by fire;

(13) To write any type of insurance that may now or hereafter be permitted to a company of this class.

#### ARTICLE III

The duration of the Company shall be perpetual.

#### ARTICLE IV

The names and places of residence of the members of the Board of Directors are as follows:

<u>Names</u>	<u>Addresses</u>
Austin Chapman	7015 Tupa Drive Edina, MN 55439
Edward H. Hamm	P. O. Box 521 Jupiter Island Hobe Sound, FL 33455
Jerome B. Simon	1830 Eagle Ridge Drive, Apt. 2003 St. Paul, MN 55118
Gene G. Gopon	1648 Kingswood Drive Lakeville, MN 55044

2111

#### ARTICLE V

The Board of Directors of the Company shall be vested and shall consist of no more than nine (9) and no less than four (4) Directors, all of whom shall be elected by the holders of the common stock of the Company at each annual meeting thereof to serve for a term of one (1) year until their respective successors are duly elected and qualified. Vacancies on the Board may be filled by the remaining members of the Board to serve until the next regular annual meeting of the shareholders provided that not more than one-third (1/3) of the Board of Directors may be so filled in any one (1) year. A majority of the Board of Directors must always be residents of the State of Minnesota.

The date of the annual meeting at which the Board shall be elected shall be the second Tuesday in April of each year.

#### ARTICLE VI

The authorized capital of the Company shall be two million five hundred thousand shares (2,500,000) with a par value of One Dollar (\$1.00) each, and said capital stock is to be paid for in cash. At every meeting of the stockholders, each stockholder shall be entitled to one vote in person or by proxy for each share of stock held by him or it in his or its individual, corporate or representative capacity.

#### ARTICLE VII

To the full extent permitted by Minnesota Statutes, Section 300.64, as it exists on the date hereof or may hereafter be amended, a director of the Company shall not be personally liable to the Company or its shareholders for monetary damages for breach of fiduciary duty as a director, except

- (1) for a breach of the director's duty of loyalty to the Company or its stockholders;
- (2) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (3) for acts prohibited under Section 300.60;
- (4) under subdivision 1, 2 or 3;
- (5) for a transaction from which the director derived an improper personal benefit; or
- (6) for an act or omission occurring prior to the date when the provision in the certificate eliminating or limiting liability becomes effective.

3112

Any amendment to or repeal of this Article VIII shall not adversely affect any right or protection as a director of the Company for or with respect to any acts or omission of such director occurring prior to such amendment or repeal.

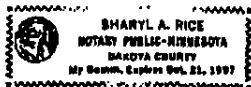
IN WITNESS WHEREOF, we have hereunto subscribed our hands this 11th day of August, 1994.

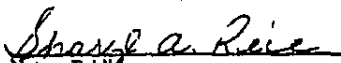
  
Gene G. Gopon, President

  
Jerome B. Simon, Secretary

STATE OF MINNESOTA        )  
  ) ss.  
COUNTY OF DAKOTA        )

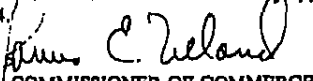
The foregoing instrument was acknowledged before me this 11th day of August, 1994, by GENE G. GOPON and JEROME B. SIMON, the President and Secretary, respectively, of Northland Casualty Company, a Minnesota corporation, on behalf of the corporation.



  
Notary Public

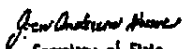
Approval:

The above Restated Certificate of Incorporation and Redomestication is hereby approved this 12 day of December, 1994.

  
COMMISSIONER OF COMMERCE

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

DEC 21 1994

  
Secretary of State

1942

30389-AA

Certificate of Amendment to  
Restated Certificate of Incorporation and Redomestication  
of  
Northland Casualty Company

GENE C. GOPON and BARBARA L. SUTHERLAND, being respectively, the Chairman of the Board and Secretary of NORTHLAND CASUALTY COMPANY, a corporation under and existing by virtue of the laws of the State of Minnesota, do hereby certify that by resolution of the shareholders, dated 12-15-98, the shareholders of said corporation adopted the following resolution amending the Restated Certificate of Incorporation and Redomestication of this corporation:

"RESOLVED, that Article V. of the Restated Certificate of Incorporation and Redomestication of this corporation shall be and hereby is amended to read as follows:

"ARTICLE V.

The Board of Directors of this Corporation shall be vested and the Board of Directors consisting of no more than nine (9) and no less than five (5) Directors, all of whom shall be elected by the holders of the common stock of this corporation at each annual meeting thereof to serve for a term of one (1) year until their respective successors are duly elected and qualified. Vacancies on the Board may be filled by the remaining members of the Board to serve until the next regular annual meeting of the shareholders provided that not more than one-third (1/3) of the Board of Directors may be so filled on any one (1) year. A majority of the Board of Directors must always be residents of the State of Minnesota.

The date of the annual meeting at which the Board shall be elected shall be the second Tuesday in April of each year."

IN WITNESS WHEREOF, we have hereunto set our names and the seal of the corporation this 15<sup>th</sup> day of December, 1998.

(Corporate Seal)

By [Signature]  
Gene C. Gopon  
Chairman of the Board

By [Signature]  
Barbara L. Sutherland  
Secretary

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1943

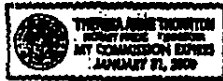
STATE OF MINNESOTA )  
 ) SS.  
COUNTY OF DAKOTA )

Daniel J. Zaborny, being first duly sworn, deposes and says that he is the Treasurer of NORTHLAND CASUALTY COMPANY, a Minnesota Corporation, that he has executed the foregoing certificate; that the contents thereof are true; that the seal thereto attached is that of the corporation; that he takes this action pursuant to authority conferred upon him by the Board of Directors of said corporation; and that he makes this affidavit for and on behalf of said corporation.

*[Signature]*  
Daniel J. Zaborny

Subscribed and sworn to before me this  
the 5th day of February, 1999.

*[Signature]*  
Notary Public



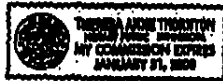
STATE OF MINNESOTA )  
 ) SS.  
COUNTY OF DAKOTA )

Barbara L. Sutherland, being first duly sworn, deposes and says that she is the Secretary of NORTHLAND CASUALTY COMPANY, a Minnesota Corporation, that she has executed the foregoing certificate; that the contents thereof are true; that the seal thereto attached is that of the corporation; that she takes this action pursuant to authority conferred upon her by the Board of Directors of said corporation; and that she makes this affidavit for and on behalf of said corporation.

*[Signature]*  
Barbara L. Sutherland

Subscribed and sworn to before me this  
the 5th day of February, 1999.

*[Signature]*  
Notary Public



The foregoing Certificate of Amendment to Restated Certificate of Incorporation and Redomestication of the Northland Casualty Company is hereby approved this 5th day of February, 1999.

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

FEB 10 1999

*[Signature]*  
Secretary of State

*[Signature]*  
David M. Jennings  
Commissioner of Commerce



**Certificate of Amendment to  
Restated Certificate of Incorporation and Redomestication  
of  
Northland Casualty Company**

GENE G. GOPON, and BARBARA L. SUTHERLAND, being respectively the Chairman of the Board and Secretary of NORTHLAND CASUALTY COMPANY, a corporation under and existing by virtue of the laws of the State of Minnesota, do hereby certify that by resolution of the shareholders, dated October 15, 1999, the shareholders of said corporation adopted the following resolution amending the Restated Certificate of Incorporation and Redomestication of this corporation:

**\*RESOLVED**, That Article VI. of the Restated Certificate of Incorporation and Redomestication of this corporation shall be and hereby is amended to read as follows:

**ARTICLE VI.**

The authorized capital of the Company shall be three million five hundred thousand shares (3,500,000) with a par value of One Dollar (\$1.00) each, and said capital stock is to be paid for in cash. At every meeting of stockholders, each stockholder shall be entitled to one vote in person or by proxy for each share of stock held by him or it in his or its individual, corporate or representative capacity."

IN WITNESS WHEREOF, we have hereunto set our names and the seal of the corporation this 15<sup>th</sup> day of October, 1999.

(Corporate Seal)

By [Signature]  
Gene G. Gopon  
Chairman of the Board

By [Signature]  
Barbara L. Sutherland  
Secretary

The foregoing Certificate of Amendment to Restated Certificate of Incorporation and Redomestication of Northland Casualty Company is hereby approved this 10<sup>th</sup> day of October, 1999.

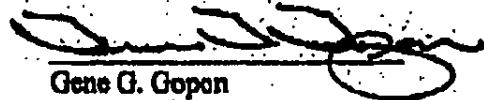


[Signature]  
Kevin M. Murphy  
Assistant Commissioner

031730

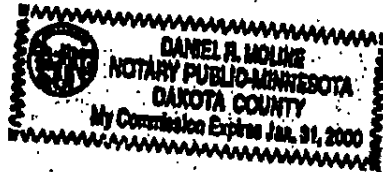
STATI. OF MINNESOTA )  
 ) SS.  
COUNTY OF DAKOTA )

Gene G. Gopon, being first duly sworn, deposes and says that he is the Chairman of the Board of NORTHLAND CASUALTY COMPANY, a Minnesota Corporation, that he has executed the foregoing certificate; that the contents thereof are true; that the seal thereto attached is that of the corporation; that he takes this action pursuant to authority conferred upon him by the Board of Directors of said corporation, and that he makes this affidavit for and on behalf of said corporation.

  
Gene G. Gopon

Subscribed and sworn to before me this  
the 15<sup>th</sup> day of October, 1999.

  
\_\_\_\_\_  
Notary Public




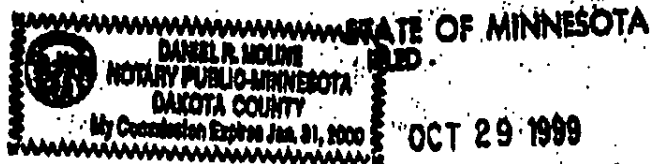
STATE OF MINNESOTA )  
 ) SS.  
COUNTY OF DAKOTA )

Barbara L. Sutherland, being first duly sworn, deposes and says that she is the Secretary of NORTHLAND CASUALTY COMPANY, a Minnesota Corporation, that she has executed the foregoing certificate; that the contents thereof are true; that the seal thereto attached is that of the corporation; that she takes this action pursuant to authority conferred upon her by the Board of Directors of said corporation, and that she makes this affidavit for and on behalf of said corporation.


  
\_\_\_\_\_  
Barbara L. Sutherland

Subscribed and sworn to before me this  
the 15<sup>th</sup> day of October, 1999.

  
\_\_\_\_\_  
Notary Public



OCT 29 1999

  
\_\_\_\_\_  
Secretary of State



MINNESOTA SECRETARY OF STATE

30389-AA

**NOTICE OF CHANGE OF REGISTERED OFFICE/  
REGISTERED AGENT**

Please read the instructions on the back before completing this form.

1. Entity Name:

Northland Casualty Company

2. Registered Office Address (No. & Street): List a complete street address or rural route and rural route box number. A post office box is not acceptable.

405 SECOND AVENUE, SOUTH	MINNEAPOLIS	MN	55401
Street	City	State	Zip Code

3. Registered Agent (Registered agents are required for foreign entities but optional for Minnesota entities):

C T CORPORATION SYSTEM INC.

If you do not wish to designate an agent, you must list "NONE" in this box. DO NOT LIST THE ENTITY NAME.

In compliance with Minnesota Statutes, Section 302A.123, 303.10, 308A.025, 317A.123 or 322B.136 I certify that the above listed company has resolved to change the entity's registered office and/or agent as listed above.

I certify that I am authorized to execute this notice and I further certify that I understand that by signing this notice I am subject to the penalties of perjury as set forth in Minnesota Statutes Section 60A.48 as if I had signed this notice under oath.

Signature of Authorized Person

Michael R. Jones, Vice-President

Name and Telephone Number of a Contact Person: Michael Jones 800 739-8347  
please print legibly

Filing Fee: Minnesota Corporations, Cooperatives and Limited Liability Companies: \$35.00.

Non-Minnesota Corporations: \$50.00.

STATE OF MINNESOTA  
FILED

Make checks payable to Secretary of State

SEP 27 2000

Return to: Minnesota Secretary of State  
180 State Office Bldg.  
100 Constitution Ave.  
St. Paul, MN 55155-1299  
(651) 296-2803

Secretary of State

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MINNESOTA SECRETARY OF STATE

NOTICE OF CHANGE OF REGISTERED OFFICE/  
REGISTERED AGENT **30389-AA**

Please read the instructions on the back before completing this form.

1. Entity Name:

Northland Casualty Company

2. Registered Office Address (No. & Street): List a complete street address or rural route and rural route box number. A post office box is not acceptable.

1295 Northland Drive Medota Heights MN 55120  
Street City State Zip Code

3. Registered Agent (Registered agents are required for foreign entities but optional for Minnesota entities):

None per call D.M.

If you do not wish to designate an agent, you must list "NONE" in this box. DO NOT LIST THE ENTITY NAME.

In compliance with Minnesota Statutes, Section 302A.123, 303.10, 308A.025, 317A.123 or 322B.135 I certify that the above listed company has resolved to change the entity's registered office and/or agent as listed above.

I certify that I am authorized to execute this notice and I further certify that I understand that by signing this notice I am subject to the penalties of perjury as set forth in Minnesota Statutes Section 609.48 as if I had signed this notice under oath.

*Daniel A. Moline*  
Signature of Authorized Person

Name and Telephone Number of a Contact Person: Daniel Moline (651) 688-4398  
please print legibly

Filing Fee: Minnesota Corporations, Cooperatives and Limited Liability Companies: \$36.00.

Non-Minnesota Corporations: \$50.00.

Make checks payable to Secretary of State

Return to: Minnesota Secretary of State  
180 State Office Bldg.  
100 Constitution Ave.  
St. Paul, MN 55155-1209  
(651)296-2803

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

JUN 01 2011

*Daniel A. Moline*  
Secretary of State

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30389-AA

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**Certificate of Amendment to  
Restated Certificate of Incorporation and Redomestication  
of  
Northland Casualty Company**

T. MICHAEL MILLER and BRUCE A. BACKBERG, being respectively, the President and Secretary of NORTHLAND CASUALTY COMPANY, a corporation under and existing by virtue of the laws of the State of Minnesota, do hereby certify that by resolution of the shareholders, dated October 27, 2004, the shareholders of said corporation adopted the following resolution amending the Restated Certificate of Incorporation and Redomestication of this corporation:

**"RESOLVED**, That the first sentence of Article II. of the Restated Certificate of Incorporation and Redomestication of this corporation shall be and hereby is amended to read as follows:

**'ARTICLE II.**

The registered office and principal place of transacting business of this corporation shall be 385 Washington Street, St. Paul, Minnesota, 55102, effective December 13, 2004; and its general nature of business shall be:"

IN WITNESS WHEREOF, we have hereunto set our names and the seal of the corporation this 1st day of November, 2004.

(Corporate Seal)

By T. Michael Miller  
T. Michael Miller  
President

By Bruce A. Backberg  
Bruce A. Backberg  
Secretary

This amendment to the Articles of Incorporation is hereby approved this 12th day of November, 2004.


BY: Kevin M. Murphy  
Kevin M. Murphy  
Deputy Commissioner

STATE OF MINNESOTA )  
 ) SS.  
COUNTY OF RAMSEY )

T. Michael Miller, being first duly sworn, deposes and says that he is the President of NORTHLAND CASUALTY COMPANY, a Minnesota Corporation, that he has executed the foregoing certificate; that the contents thereof are true; that the seal thereto attached is that of the corporation; that he takes this action pursuant to authority conferred upon him by the Board of Directors of said corporation; and that he makes this affidavit for and on behalf of said corporation.

  
T. Michael Miller

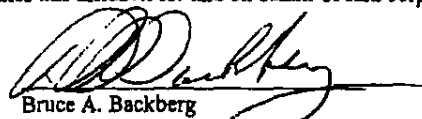
Subscribed and sworn to before me this  
the 1st day of Nov., 2004.

  
Notary Public

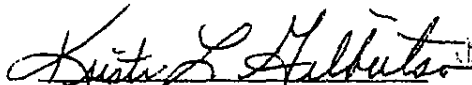


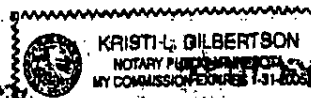
STATE OF MINNESOTA )  
 ) SS.  
COUNTY OF RAMSEY )

Bruce A. Backberg, being first duly sworn, deposes and says that he is the Secretary of NORTHLAND CASUALTY COMPANY, a Minnesota Corporation, that he has executed the foregoing certificate; that the contents thereof are true; that the seal thereto attached is that of the corporation; that he takes this action pursuant to authority conferred upon him by the Board of Directors of said corporation; and that he makes this affidavit for and on behalf of said corporation.

  
Bruce A. Backberg

Subscribed and sworn to before me this  
the 1st day of Nov., 2004.

  
Notary Public



STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

NOV 22 2004

  
Secretary of State

