835294

KEMPER

1 Kemper Drive
Long Grove, IL 60049-0001

847/320-2000

VIA FEDERAL EXPRESS

October 4, 1999

300003006753--9
-10/06/99--01018--001
*****35.00 *****35.00

Ms. Velma Shepard
Corporate Specialist
Division of Corporation
Amendment Section
509 East Gaines Street
Tallahassee, Florida 32399

300003006753--9
-10/06/99--01018--002
******8.75 ******8.75

RE: **NAME CHANGE FROM HOUSEHOLD INSURANCE COMPANY TO KEMPER CASUALTY INSURANCE COMPANY**

Dear Ms. Shepard:

To follow up our telephone conversation of Friday, October 1, 1999, enclosed please find Household Insurance Company's Application by a Foreign Profit Corporation to File an Amendment, signed by the appropriate officer, and a check in the amount of $35.00 for the filing fee.

By way of background, Lumbermens Mutual Casualty Company ("Kemper") acquired Household Insurance Company on May 31, 1999. The new name for Household will be Kemper Casualty Insurance Company, effective October 1, 1999.

To support the name change, I have enclosed a certified copy of the Order Approving Acquisition, Officer's Certificate approving the name change, and a certified copy of the Restated Articles of incorporation signed by appropriate officers.

I appreciate your prompt assistance with this application. If you have any questions or comments, please contact me at 847/320-2469.

Very truly yours,

Sherri L Drehobl

Sherri L. Drehobl
Senior Paralegal

cc: D. Drue Wax, Corporate Legal

Enclosures

FILED
99 OCT -6 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C

VS

V. SHEPARD OCT 1 1 1999

KEMPER

1 Kemper Drive
Long Grove, IL 60049-0001

847/320-2000

VIA FEDERAL EXPRESS

September 27, 1999

Ms. Velma Shepard
Corporate Specialist
Division of Corporation
Amendment Section
509 East Gaines Street
Tallahassee, Florida 32399

RE: **NAME CHANGE FROM HOUSEHOLD INSURANCE COMPANY TO KEMPER CASUALTY INSURANCE COMPANY**

Dear Ms. Shepard:

I have enclosed a check in the amount of eight dollars and seventy-five cents ($8.75). These funds represent the fee for obtaining a certified copy of the Certificate of Status for the above-referenced matter.

If you could kindly forward the Certificate of Status to my attention in Corporate Legal, C-3, One Kemper Drive, Long Grove, Illinois, 60049 by Federal Express, invoicing our Federal Express #06060803-2, I would greatly appreciate it.

Thank you for your assistance on this matter. Please contact me at 847/320-2469 with any questions or comments.

Very truly yours,

Sherri L Drehobl

Sherri L. Drehobl
Senior Paralegal

cc: D. D. Wax, Corporate Legal

Enclosure

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
99 OCT -6 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

1. Household Insurance Company, name to be changed to Kemper Casualty Insurance Company, effective October 1, 1999.
Name of corporation as it appears on the records of the Department of State.

2. Michigan
Incorporated under laws of

3. June 1, 1990
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? 10-1-99

5. Kemper Casualty Insurance Company
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

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.

N/A
New Jurisdiction

JKConway
Signature

7-23-99
Date

John K. Conway
Typed or printed name

Corporate Secretary
Title

INS 61 (12/95) State of Michigan
Department of Consumer and Industry Services
CERTIFICATION OF ARTICLES OF INCORPORATION OR AMENDMENTS TO ARTICLES OF INCORPORATION

Office of Financial Evaluation
Michigan Insurance Bureau
P. O. Box 30220
Lansing, MI 48909

Department of Consumer & Industry Services
Insurance Bureau
I certify that this is a true and complete copy of the original document on file in this office.

Marilyn Rzepecki

Date:
7-29-99

I have examined the

Amendment to the Articles of Incorporation of Household Insurance Company, amending Article I to change the insurer's name to Kemper Casualty Insurance Company, its principal office address, and Restated Articles of Incorporation to be effective October 1, 1999.

and certify that the same is in accordance with the requirements of the act under which this company is organized.

COMMISSIONER OF INSURANCE
STATE OF MICHIGAN

Frank M. Fitzgerald
Commissioner of Insurance

Dated: July 28, 1999

STATE OF MICHIGAN

Attorney General's Department

LANSING, MICHIGAN

I Hereby Certify, That I have examined the

RESTATED ARTICLES OF INCORPORATION
OF KEMPER CASUALTY INSURANCE
COMPANY (formerly known as Household
Insurance Company)

and find the same in accordance with the requirements of the statutes of the State of Michigan and not in conflict with the Constitution of this State.

Dated at Lansing, Michigan, this 27th day of July, 1999.

E. JOHN BLANCHARD
Assistant Attorney General.

No. 742

INS 66 (3/90) State of Michigan Department of Licensing & Regulation Insurance Bureau

Company Admissions Division
Michigan Insurance Bureau
P.O. Box 30220
Lansing, Michigan 48909

(517) 373-6854

AMENDMENT TO or *RESTATEMENT OF* ARTICLES OF INCORPORATION

NAME OF THE CORPORATION:

Kemper Casualty Insurance Company (formerly known as Household Insurance Company)

THIS CORPORATION IS ORGANIZED UNDER THE PROVISIONS OF PUBLIC ACT: 218 **OF** Public Acts of 1956, as amended

CHAPTER: 6

DETAILS ABOUT MEETING WHERE AMENDMENT VOTE WAS TAKEN:

Type of meeting *(select one)*: ☐ Annual ☐ Special By unanimous consent of the sole stockholder

Date of meeting: on July 13, 1999

City meeting was held in:

Waiver of Notice of Meeting is attached

THE VOTE ON AMENDMENTS WAS:

	In person	By proxy	Total
Votes *FOR*			
Votes *AGAINST*			

THE ARTICLES OF INCORPORATION ARE TO BE AMENDED AS FOLLOWS: (attach additional sheets if necessary)
Amending only-List article amended, and state the amendment.
Amending & Restating-List article amended, and state the amendment, then restate articles including amendment.

Article I

The name of the Company is Kemper Casualty Insurance Company and its principal office for the transaction of business in the State of Michigan shall be the specific statutory home address as reported in the most recent annual or quarterly financial statement as filed with the Commissioner of Insurance.

(Restated Articles of Incorporation are attached.)

INSURANCE BUREAU
RECEIVED
JUL 1 0 1999
LANSING, MICHIGAN

Certification

We certify that we are the ~~President~~ Chairman and secretary of this corporation, transacting business under Michigan Public Act 218 of 1956 as amended.

Notice of the intention to amend the articles of incorporation was given to the members or stockholders of this corporation in compliance with §500.5214 of the Michigan Insurance Code. After providing proper notice, a meeting was held and it was resolved by the required vote of stockholders or members to amend or restate the articles of incorporation, the details of which are described above.

Signature of the ~~President~~ of the corporation	Date	Signature of the Secretary of the corporation	Date
Chairman [signature]	7/13/99	[signature]	7/13/99
~~President's~~ Chairman's name typed or printed: William D. Smith		Secretary's name typed or printed: John K. Conway	

Required by P.A. 218 of 1956 as amended. Failure to submit this form when amending the articles of incorporation of a domestic insurer will result in disapproval.

WAIVER OF NOTICE
OF
A SPECIAL MEETING OF STOCKHOLDERS
OF
HOUSEHOLD INSURANCE COMPANY

THE UNDERSIGNED, being the sole Stockholder of all the stock of the Corporation, does hereby waive notice of a special meeting of stockholders of HOUSEHOLD INSURANCE COMPANY for the purpose of voting on an amendment to its Articles of Incorporation to change its corporate name to Kemper Casualty Insurance Company. The article being amended is as follows:

ARTICLE I

"The name of the Company is Household Insurance Company and its principal office for the transaction of business in this State shall be in the City of Farmington Hills, State of Michigan."

Which shall be restated as follows:

"The name of the Company is Kemper Casualty Insurance Company and its principal office for the transaction of business in the State of Michigan shall be the specific statutory home address as reported in the most recent annual or quarterly financial statement as filed with the Commissioner of Insurance.

The sole Stockholder shall grant permission for the aforesaid by adoption of resolutions by unanimous consent, effective July 13, 1999.

Dated: July 13, 1999

Lumbermens Mutual Casualty Company

By W.J.White
Walter L. White

Executive Vice President and Proxyholder

MICHIGAN DEPARTMENT OF LICENSING AND REGULATION

INSURANCE BUREAU

RESTATED ARTICLES OF INCORPORATION

(Domestic)

The name of the corporation is Kemper Casualty Insurance Company (the "Company").

The undersigned Company and persons of full age, and pursuant to action by the Company's Board of Directors and shareholder, as appropriate, and the approvals of the Commissioner of Insurance of the State of Michigan, do make and acknowledge and verify these Restated Articles of Incorporation for the purpose of changing the Name of Household Insurance Company to Kemper Casualty Insurance Company, pursuant to the Michigan Insurance Code, and for the purpose of restating the Articles of Incorporation of Kemper Casualty Insurance Company.

The following restatement of the Articles of Incorporation of the Company was adopted in the manner prescribed by law by the sole shareholder of the Company on July 13, 1999, to be effective October 1, 1999.

Article I in the Articles of Incorporation of the Company is deleted in its entirety and the following is substituted in lieu thereof and supersedes the original Article I of the Articles of Incorporation and all amendments thereto.

ARTICLE I

The name of the Company is Kemper Casualty Insurance Company and its principal office for the transaction of business in the State of Michigan shall be the specific statutory home address as is reported in the most recent annual or quarterly financial statement as filed with the Commissioner of Insurance.

ARTICLE II

The date of incorporation of the Company in the State of Illinois was November 17, 1970 and the date of incorporation of the redomesticated Company in the State of Michigan shall also be November 17, 1970.

ARTICLE III

This Corporation is organized for the following purposes, as authorized by Chapter 6, Act. No. 218 of the Public Acts of 1956 as amended, namely:

Transacting any and all kinds of insurance and reinsurance enumerated in said Chapter 6 as now or hereafter amended, except life and endowment insurance and contracts for the payment of annuities and pure endowments.

ARTICLE IV

The term of existence of the Company shall be perpetual.

ARTICLE V

The annual meeting of the stockholders of the Company shall be held at the offices of the corporation on the first Wednesday of May of each year (but if such day is a holiday, then on the next regular business day thereafter), or at such other time or place as the Board of Directors may determine.

ARTICLE VI

In addition to the powers and authorities herein or by statute expressly conferred upon them, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject, nevertheless, to the provisions of the laws of the State of Michigan, of these Articles of Incorporation, and of the By-Laws of the corporation.

The number of directors which shall constitute the whole Board shall be not less than three nor more than fifteen,. at least a majority of which shall be residents of Michigan. Thereafter, within the limits specified, the number of directors shall be determined by resolution of the Board of Directors. The directors shall be elected by the stockholders, each of whom shall be entitled to one vote, by person or by proxy, for each director to be elected multiplied by the number of shares owned by the shareholder.

Vacancies occurring in the Board of Directors may be filled by a majority of the directors then in office, though less than a quorum, and a director so chosen shall hold office for the unexpired term of his predecessor in office and until his successor is duly elected and shall qualify.

A majority of directors shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as herein provided.

The directors may by resolution passed by the majority of the whole Board, designate three (3) or more of their number to constitute an executive and/or or other committee who, to the extent provided in such resolutions, shall have and exercise the authority of the Board of Directors in the management and business of the corporation between the meetings of the Board; subject, however, to such limitations and control as the Board of Directors may, from time to time, impose.

ARTICLE VII

The business of the corporation shall be conducted by the officers under the direction and control of the Board of Directors. The officers shall be a President, one (1) or more Vice Presidents, a Secretary and a Treasurer, and such other officers as the directors may deem necessary, who shall each be appointed by the Board of Directors at its first meeting after each regular annual meeting of the stockholders. The dismissal of an officer, the appointment of an officer to fill the place of one who has been dismissed, or has ceased for any reason to be an officer, the appointment of any additional officers, and the change of an officer to a different office, may be made by the Board of Directors at any later meeting. Each officer shall hold office at the pleasure of the Board. The Chairman of the Board of Directors and the President shall be chosen among the directors, but no other officer need be a director. Any two (2) of the above offices except those of the President and Vice President may be held by the same person, but no officer shall execute, acknowledge, or verify an instrument in more than one (1) capacity.

ARTICLE VIII

The authorized capital stock of the corporation shall be fifty thousand (50,000) shares of Common Stock of the par value of one hundred dollars ($100.00) per share.

The authorized shares of Common Stock of the par value of one hundred dollars ($100.00) per share are all of one (1) class, with equal voting powers, and each such share shall be equal to every other such share. The corporation shall continue business with the thirty thousand (30,000) issued and outstanding shares and with the paid-in capital of two million five hundred thousand dollars ($3,000,000), and in addition thereto, the paid-in surplus in the amount of one million two hundred thousand dollars ($1,200,000).

ARTICLE IX

The Board of Directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of capital stock of the corporation, whether now or hereafter authorized, and of securities convertible into shares of its stock, whether now or hereafter authorized, for such consideration as said Board of Directors may from time to time deem advisable, subject to such limitations and restrictions, if any, as may from time to time be prescribed by the laws of the State of Michigan, these Articles of Incorporation and/or By-Laws of the corporation.

ARTICLE X

These Articles may be amended at any annual meeting of the stockholders, or at a special meeting called by the directors for that purpose, provided the substance of the proposed amendment shall have been stated in the notice of the meeting.

IN WITNESS WHEREOF, William D. Smith, Chairman and John K. Conway, Secretary of Household Insurance Company by affixing their signatures below on this 13th day of July, 1999, do hereby certify that the Amended and Restated Articles of Incorporation herein were duly authorized by the written consent of the sole shareholder of Household Insurance Company who would have been entitled to vote at a meeting of shareholders for the purpose of authorizing said Restated Articles of Incorporation.

William D. Smith

John K. Conway

On this 13th day of July, 1999, before me a notary public in and for said county, personally appeared William D. Smith and John K. Conway, known to me to be the persons named in and who executed the foregoing instrument, and severally acknowledged that they executed the same freely and for the intents and purposes therein mentioned.

Joyce M. Swiatek

Notary Public
County of Lake, State of Illinois
My Commission Expires: 9-18-02

"OFFICIAL SEAL"
JOYCE M. SWIATEK
Notary Public, State of Illinois
My Commission Expires 9/18/02

ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE SOLE STOCKHOLDER OF
HOUSEHOLD INSURANCE COMPANY

We, William D. Smith and John K. Conway, Chairman and Secretary, respectively, do hereby certify that the following are complete, true and correct copies of resolutions of the sole Stockholder of Household Insurance Company, a corporation organized and existing under the laws of the State of Michigan, which resolutions were, on July 13, 1999, duly adopted by unanimous consent of the sole Stockholder of the Corporation, such resolutions to take effect as of October 1, 1999; and that said resolutions have not been rescinded nor modified:

RESOLVED, that the name of the Corporation shall be changed from Household Insurance Company to Kemper Casualty Insurance Company, and that the latter is hereby adopted as the corporate name of this Corporation.

RESOLVED FURTHER, that the proper officers of this Corporation are to take such action as is required by the Michigan Insurance Code to effect this name change.

RESOLVED FURTHER, that the proper officers of this Corporation are hereby authorized to execute and file amended Articles of Incorporation with the Michigan Insurance Bureau.

IN WITNESS WHEREOF, we hereunto subscribe our names this 13th day of July, 1999.

By: ____________________
William D. Smith

(Corporate Seal)

Attest:

____
John K. Conway

OFFICER'S CERTIFICATE

The undersigned, John K. Conway, hereby certifies that he is General Counsel and Corporate Secretary of Household Insurance Company, to be renamed Kemper Casualty Insurance Company effective October 1, 1999, ("the Company") and that the following is a true and correct copy of a resolution adopted by the board of directors on July 13, 1999, and that said resolution is in force and effect as of the date of this certificate.

NAME CHANGE

RESOLVED, That the Board of Directors hereby adopts and approves the change of the name of the corporation to Kemper Casualty Insurance Company, this resolution to be effective October 1, 1999; and

FURTHER RESOLVED, That any one of the Chief Executive Officer, President, Vice President, Treasurer, or Secretary is hereby authorized for and on behalf of the corporation to do or cause to be done any and all things or execute and deliver any and all such instruments which may be necessary or advisable to effect the purposes and intent of this Name Change resolution.

In witness whereof, the undersigned has hereunto set his hand and the seal of the company this 30th day of July, 1999.

(S E A L)

J K Conway

John K. Conway, General Counsel &
Corporate Secretary

Department of Consumer & Industry Services
Insurance Bureau
I certify that this is a true and complete copy of the original document on file in this office.
Date: 7-15-99 Judith A. Weaver

STATE OF MICHIGAN

DEPARTMENT OF CONSUMER & INDUSTRY SERVICES

INSURANCE BUREAU

Before the Commissioner of Insurance

In the matter of the acquisition of control of
Household Insurance Company by
Lumbermens Mutual Casualty Company /

No. 99-104-M

Issued and entered
this 28th day of May, 1999
by Frank M. Fitzgerald
Commissioner of Insurance

ORDER APPROVING ACQUISITION

By letter dated April 5, 1999, Lumbermens Mutual Casualty Company ("Lumbermens") filed a Form A Acquisition request in the above captioned matter. Upon review of the letter, the Michigan Commissioner of Insurance ("Commissioner") FINDS and CONCLUDES as follows:

1. Household Insurance Company ("Household"), a Michigan stock property and casualty insurance company, is a wholly-owned subsidiary of Household Group, Inc. whose ultimate controlling party is Household International, Inc.

2. Lumbermens Mutual Casualty Company ("Lumbermens"), is a mutual property and casualty insurer who is domiciled in Illinois. Lumbermens was incorporated in 1912, and is the parent company to several insurance and insurance service related companies that together are known as the Kemper Insurance Companies.

3. On February 17, 1999, Lumbermens and Household Insurance Group, Inc. executed a Stock Purchase Agreement in which Lumbermens will acquire all issued and outstanding common stock of Household Insurance Company for the agreed upon price of $7,285,000 plus the statutory capital and surplus of Household on the closing date. The agreement provides for Household to pay a dividend prior to the closing date to reduce its surplus to ten million dollars or an amount agreed upon in writing. The final purchase price will be approximately $17,285,000, based on this provision.

4. In a letter dated May 4, 1999, Lumbermens requested approval for the relocation of the books and records of Household Insurance Company in conjunction with the acquisition. This request was made pursuant to Section 5256 of the Michigan Insurance Code. The books and records would physically move from the offices of Household Insurance Group Inc. in New Jersey to the home office of Lumbermens in Illinois.

5. Section 1315(1) requires that the Commissioner approve the acquisition of control unless any of the specified conditions are found to exist.

6. None of the remaining conditions specified in Section 1315(1) exists.

Therefore, based upon the representations of Lumbermens Mutual Casualty Company and the above Findings of Fact and Conclusions of Law, it is hereby ORDERED that:

1. The acquisition of control of Household Insurance Company by Lumbermens Mutual Casualty Company is approved.

2. The relocation of the books and records requested by Household Insurance Company from New Jersey to Illinios pursuant to Section 5256 of the Michigan Insurance Code is approved.

Frank M. Fitzgerald
Commissioner of Insurance