

854165

Trenwick Corp Inc

One Canterbury Green  
Stamford, CT 06901

Tel 203.353.5500  
Fax 203.353.5550

TRENWICK

VIA EXPRESS MAIL

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June 29, 2000

Florida Department of State  
Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Chartwell Reinsurance Company ("Chartwell")  
Name Change to Chartwell Insurance Company  
Request for Certificate of Status

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL -3 AM 10:53

Dear Sir or Madam:

The following documents are enclosed on behalf of Chartwell for issuance of a new Certificate of Status in the State of Florida:

1. Application by Foreign Profit Corporation to File Amendment to Application or Authorization to Transaction Business in Florida;
2. Certified copy of Amended and Restated Certificate of Incorporation; and
3. Filing fee in the amount of \$35.00.

Please return the Certificate of Status to me in the enclosed Federal Express envelope, and please do not hesitate to contact me at (203) 602-3075 if you have any questions.

Very truly yours,

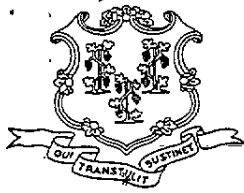
Sharon J. Colihan  
Legal Administrator

Enclosures

Amend. & N/c

V SHEPARD JUL 18 2000





## State of Connecticut *Insurance Department*

This is to Certify, that

- *the redomestication of Chartwell Reinsurance Company, a Minnesota Corporation, pursuant to Section 38a-58a Connecticut General Statutes is approved, and*
- *the name change from Chartwell Reinsurance Company to Chartwell Insurance Company is approved, and,*
- *the attached Certificate of Redomestication and Amended and Restated Certificate of Incorporation effecting its change of domicile and change of name are also approved.*

Witness my hand and official seal, at HARTFORD,

This 6th day of March, 2000

A handwritten signature in dark ink, appearing to read "George W. Curtis".

Insurance Commissioner

CERTIFICATE OF REDOMESTICATION

OF

CHARTWELL REINSURANCE COMPANY

Chartwell Reinsurance Company, a Minnesota corporation, in order to change its domicile to Connecticut as permitted pursuant to Section 38a-58a of the General Statutes of Connecticut, certifies as follows:

1. The name of the corporation is Chartwell Reinsurance Company. It was incorporated in the state of Minnesota on May 8, 1979 as NWNL Property and Casualty Insurance Company. On September 6, 1989 the name was changed to Chartwell Reinsurance Company.
2. By action of the Board of Directors of Chartwell Reinsurance Company and unanimous written consent of the sole shareholder, Chartwell Re Holdings Corporation, on December 16, 1999, the following resolutions were adopted:

RESOLVED, that in accordance with the October 13, 1999 Order of the Minnesota Commissioner of Commerce approving Trenwick Insurance Group Inc.'s Form A application in Minnesota for the acquisition and control of Chartwell Reinsurance Company ("Chartwell") that Chartwell transfer its domicile to the State of Connecticut and comply with all requirements of law relative thereto, subject to such regulatory approvals, if any, as may be required by the laws of Minnesota and Connecticut; and

FURTHER RESOLVED, that the name of the Company be changed to Chartwell Insurance Company, and subject to approval of all appropriate regulatory authorities; and

FURTHER RESOLVED, that the Certificate of Incorporation attached hereto as Exhibit A be and hereby are amended and restated in their entirety and be and hereby are approved and adopted; and

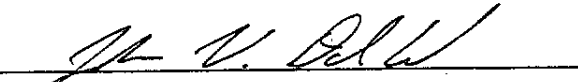
FURTHER RESOLVED, that the Bylaws attached hereto as Exhibit B be and hereby are amended and restated in their entirety and be and hereby are approved and adopted; and

FURTHER RESOLVED, that the proper officers of Chartwell are authorized, empowered, and instructed to obtain, execute, deliver, and file such corporate documents, certificates, and other papers as may be required and to take such action as may be necessary and proper in order to consummate the matter in this and the preceding resolution.

3. Chartwell Reinsurance Company has 5,000,000 shares of common stock authorized of which 3,333,338 shares are issued to and owned by Chartwell Re Holdings Corporation.
4. The total number of shares entitled to vote on or consent to the adoption of the foregoing resolutions were 3,333,338. The number of shares voting affirmatively in favor of the adoption of said resolution was 3,333,338.
5. By letter dated December 9, 1999 the Minnesota Department of Commerce has advised that the Minnesota Department will not subject Chartwell Reinsurance Company to the requirements of a Minnesota domestic insurer subsequent to the redomestication of Chartwell Reinsurance Company to Connecticut.

IN WITNESS WHEREOF, I, John V. Del Col, Senior Vice President, General Counsel and Secretary have executed this certificate and affixed the corporate seal of said corporation. I certify that the statements made in the foregoing certificate are true.

CHARTWELL REINSURANCE COMPANY

  
\_\_\_\_\_  
John V. Del Col  
Senior Vice President,  
General Counsel & Secretary

Dated at Stamford, Connecticut this 19th day of January, 2000

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
CHARTWELL INSURANCE COMPANY

ARTICLE I

The name of this corporation shall be Chartwell Insurance Company (the "Company").

ARTICLE II

The principal place of business and home office of the Company shall be One Canterbury Green in the City of Stamford, State of Connecticut or at some other town in Connecticut and the Company may establish and maintain other offices and agencies in other towns of Connecticut and elsewhere.

ARTICLE III

Section 1. The general nature of the business and the objects and purposes of the Company are those of an insurance company authorized to transact the kinds of business hereinafter set forth and to transact any other business that an insurance company authorized to transact one or more of the kinds of business hereinafter set forth may under the laws of the State of Connecticut from time to time transact.

Section 2. The Company shall have the power to write fire, marine, casualty, liability, workers' compensation, indemnity, accident and health and fidelity and surety insurance, bonds and other undertakings and any and all other forms of insurance against hazards or risks of every kind and description that now or hereafter may lawfully be the subject of insurance or that may be written by any other company now or hereafter chartered by Connecticut and empowered to do an insurance business; to accept and to cede reinsurance of any such risks or hazards; to acquire and hold any or all of the shares or other securities of any insurance company of any other company; to issue policies or contracts either with or without participation in profits, and may with or without seal; and to engage in any lawful act or activity for which corporations may be formed under the Stock Corporations Act. The Company may exercise such powers outside Connecticut to the extent permitted by the laws of the particular jurisdiction.

Section 3. The Company shall have the authority and power to transact in any state or territory of the United States and in any foreign country, any kinds or classes of insurance business which companies of its kind are now or may hereafter be permitted by law to transact, whether or not such kinds or classes of insurance are specifically enumerated in these articles of Incorporation or any amendments thereto.

Section 4. The Company shall have the authority and power to acquire, own, and hold stock in

any other insurance company, whether previously existing or in the process of being organized, and whether or not engaged in the type of insurance heretofore specified, including without limitation stock in companies engaged in writing life insurance, annuity, or endowment policies.

#### ARTICLE IV

The duration of the Company shall be perpetual.

#### ARTICLE V

The capital stock of the Company shall be two million dollars (\$2,000,000) divided into two million (2,000,000) shares of the par value of \$1.00 per share, but not less than the requirements of Section 38a-72 of the General Statutes of Connecticut, as amended, and may from time to time be increased or decreased when and as authorized by the stockholders to an amount not less than the requirements of Section 38a-72 of the General Statutes of Connecticut. The Company is authorized to issue stock with no par value. The capital stock of the Company shall be transferable in accordance with the bylaws; and one or more transfer agents may be employed. The stockholders of the Company shall have no preemptive rights with respect to the capital stock of the Company. Each share of stock shall entitle the holder to one vote, and stockholders shall not be entitled to cumulate their votes for the election of the Directors.

#### ARTICLE VI

The property and affairs of the Company shall be managed by a Board of Directors of not less than three (3) nor more than fourteen (14) Directors, the number and the terms of office to be determined from time to time by the stockholders or by the Board of Directors in accordance with the bylaws. Directors of the Company need not be stockholders of the Company. If any vacancy occurs in the Board of Directors such vacancy may be filled by the remaining Directors for the unexpired portion of the term, and if the number of Directors is increased by vote of the Board of Directors between meetings of stockholders the additional Directors, may be chosen by the board of Directors for terms expiring with the next annual meeting thereafter. Unless the bylaws provide otherwise, two Directors shall constitute a quorum.

#### ARTICLE VII

Section 1. The Directors of the Company shall elect a Chairman of the Board, President, one or more Vice Presidents, one or more Secretaries and such other officers as they may deem desirable. The President shall be elected to hold office until the next annual meeting, but he may continue to serve until his successor is chosen; and the other officers may be elected for like or for different terms. Any officer may be removed with or without cause at any time at the pleasure of the Directors.

Section 2. The Chairman and not less than two members of the Board of Directors, to be chosen by the Board of Directors, shall constitute an Executive Committee, which, when the Board of Directors is not in session, shall have and may exercise all the powers of the Board of Directors.

ARTICLE VIII

Section 1. The annual meeting of the stockholders of the Company shall be held at such time and upon such notice as may be determined from time to time either by or in accordance with the bylaws. If the Company fails to hold its annual meeting at the time specified for the meeting in any year or fails to elect Directors thereat, the Company shall not be dissolved nor shall its rights be impaired thereby, but a special meeting of the stockholders shall be called, and at such meeting, Directors to fill the places of the Directors whose terms expired may be elected and any other proper business may be transacted.

Section 2. Special meetings of stockholders may be called by the Chairman and Secretary, or by the Board of Directors or Executive Committee in accordance with the bylaws.

Section 3. Stockholders of the Company may vote by proxy.

Section 4. Unless the bylaws provide otherwise, the presence of 50% or more of the outstanding stock of the Company, in persona or by proxy, at any annual or special meeting of stockholders, shall constitute a quorum.



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CHARTWELL INSURANCE COMPANY  
AMENDED AND RESTATED BYLAWS

ARTICLE I

Meetings Of The Company

Section 1.01. Annual Meetings. The annual meeting of the stockholders shall be held no later than June 30<sup>th</sup> of each year, for the election of Directors and the transaction of such other business as may properly come before the meeting.

Section 1.02. Special Meetings. Special meetings of the stockholders may be called by the Chairman, or the President and the Secretary, or by the Board of Directors or the Executive Committee.

Section 1.03. Place of Meetings. All meetings of the stockholders shall be held at the Home Office of the Company in the City of Stamford, State of Connecticut, or at such other place as may be designated from time to time by the Board of Directors.

Section 1.04. Notice of Meetings. A written or printed notice, stating the place, day, and hour of any meeting of the stockholders, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered or mailed, not less than three (3) days nor more than sixty (60) days before the date of the meeting, to each stockholder of record either to vote at such address as appears upon the records of the Company or sending such notice by telecopy, facsimile machine, electronic mail or similar transmission to the telephone number or electronic mailing address of the stockholder provided for such purpose.

Section 1.05. Waiver of Notice. Notice of the time, place, and purpose or purposes of any meeting of the stockholders may be waived in writing, or by telecopy, facsimile machine, electronic mail or similar transmission by any stockholder. Such waiver may be given before or after the meeting and shall be filed with the Secretary or entered upon the records of the meeting.

Section 1.06. Quorum. At any meeting of the stockholders, except where otherwise proposed by statute, the Certificate of Incorporation or these Bylaws, a quorum shall consist of the holders of a majority of the stock outstanding present in person or by proxy. The stockholders present, though less than a quorum, may adjourn the meeting to a later day or hour or to another place without further notice other than by announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present any business may be transacted which might have been transacted at the meeting as originally noticed.

Section 1.07. Proxies. Each stockholder may vote by proxy executed in writing, or by telecopy, facsimile machine, electronic mail or similar transmission by the stockholder or a duly authorized attorney-in-fact. The appointment of a proxy shall be in writing filed with the

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Secretary at or before the meeting.

Section 1.08. Voting. Each stockholder or record or his legal representative, at the date fixed for the determination of the persons entitled to vote at the meeting of the stockholders, or, if no date has been fixed, then at the date of the meeting, shall be entitled to one (1) vote for each share standing in his name on the books of the Company.

Section 1.09. Record Date. The Board of Directors may fix a time, not exceeding sixty (60) days preceding the date of any meeting of the stockholders, as a record date for the determination of the stockholders entitled to notice of and to vote at the meeting, and in such case only stockholders of record on the date so fixed, or their legal representatives, shall be entitled to notice of and to vote at such meeting, notwithstanding any transfer of any shares on the books of the Company after any record date so fixed. The Board of Directors may close the books of the Company against transfers of shares during the whole or any part of such period.

Section 1.10. Conduct of Meetings. The Chief Executive Officer shall act as Chairman, and the Secretary shall act as Secretary, of each meeting of the Company. In the absence of the Secretary, the Chairman of the meeting may appoint any person to act as secretary of the meeting. All matters brought before the meeting shall, unless otherwise provided by law, be decided by a majority of the votes represented at the meeting.

Section 1.11. Consent by Stockholders in Lieu of Meeting. Any action, which under any provision of the Connecticut Stock Corporation Act, may be taken at a meeting of stockholders, may be taken without such a meeting if done in writing, including a writing by telecopy, facsimile machine, electronic mail or similar transmission, setting forth the action so taken, signed severally or collectively, by all of the persons who would be entitled to vote upon such action at a meeting.

## ARTICLE II

### Board Of Directors

Section 2.01. General Powers. The property and business of the Company shall be managed by the Board of Directors which may exercise all such powers of the Company and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these Bylaws directed or required to be exercised or done by the stockholders.

Section 2.02. Number. The Board of Directors shall consist of not less than three (3) nor more than fourteen (14) persons. The number of Directors to constitute the Board of Directors for the ensuing year shall be determined by the Board of Directors prior to the annual meeting of the stockholders at which the Directors are to be elected, or, in the absence of such determination, by the stockholders at such annual meeting, provided that during the period between annual meetings, the authorized number of Directors may be increased by the stockholders or the Board of Directors and decreased by the stockholders.

Section 2.03. Term. Directors shall be elected by ballot at each annual meeting of the stockholders, and each Director shall be elected to hold office for one year and until his successor is elected and has qualified. Unless sooner terminated as provided herein, the term of office of each Director shall automatically terminate on said Director's last day of employment with the Company or any affiliate thereof.

Section 2.04. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board of Directors. Notice of regular meetings need not be given.

Section 2.05. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman, or the President and, upon request by any two members of the Board of Directors, shall be called by the Chairman, or the President.

Section 2.06. Notice of Special Meetings. Notice of each special meeting of the Board of Directors shall be given by written notice mailed to or served upon each Director or sending such notice by telecopy, facsimile machine, electronic mail or similar transmission at least twelve (12) hours prior to such meeting, and such special meeting shall be held at such time and place as shall be specified in such written notice. Notice of a special meeting may be waived by any Director. A special meeting of the Board of Directors may also be held without written notice or call at such time and place as shall be fixed by the consent in writing or by telecopy, facsimile machine, electronic mail or similar transmission of all the Directors given before, at, or after such meeting.

Section 2.07. Quorum. Except where otherwise proposed by statute, the Certificate of Incorporation on these Bylaws, a majority of the whole Board of Directors, but in no event fewer than two (2), shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors. If less than a quorum is present at any meeting, a majority of the Directors present may adjourn the meeting from time to time, without further notice other than by announcement at the meeting, until a quorum shall be present.

Section 2.08. Manner of Acting. The act of a majority of the Directors present at any meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law, the Certificate of Incorporation or by these Bylaws.

Section 2.09. Place of Meetings. The Board of Directors may hold meetings, both regular and special, within or without the State of Connecticut. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board or of such committees by means of a conference call or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

Section 2.10. Consent by Directors in Lieu of Meeting. Any action which might be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if done in writing, including a writing by telecopy, facsimile machine, electronic mail or similar

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transmission, signed severally or collectively, by all of the Directors authorizing the action.

\*  
Section 2.11. Removal of Directors. Except as otherwise proposed in the Certificate of Incorporation or in these Bylaws, any Director may be removed, either with or without cause, at any time, by the affirmative vote of the holders of record of a majority of the issued and outstanding stock entitled to vote for the election of Directors of the company given at a special meeting held for that purpose; and the vacancy in the Board caused by any such removal may be filled by such stockholders as such meeting in a manner hereinafter proposed, or if the Stockholders at such meeting shall fail to fill such vacancy, as in these Bylaws proposed.

Section 2.12. Resignation. Any Director of the Company may resign at any time by giving written notice of his or her resignation to the Board of Directors, the Chairman of the Board, the President, any Vice President, or Secretary of the Company. Such resignation shall take effect at the date of receipt of such notice or at any later time specified therein.

Section 2.13. Vacancies. Any vacancy occurring in the Board of Directors shall be filled for the remainder of the term by a vote of a majority of the remaining Directors, though less than a quorum, provided that not more than one-third (1/3) of the members of the Board of Directors may be so filled by vote of the Directors in any one year. Any vacancy may also be filled by stockholders of the Company at the next annual meeting or any special meeting called for that purpose. Newly created Directorships resulting from an increase in the authorized number of Directors between annual meetings shall be filled by a vote of the stockholders.

Section 2.14. Compensation. Directors as such shall not receive a stated salary for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each meeting of the Board, provided, however, that nothing herein shall be construed to preclude any Director from serving the Company in any other capacity and receiving compensation therefor.

### ARTICLE III

#### Executive Committee

Section 3.01. General Power. When the Board of Directors is not in session, the Executive Committee shall have and may exercise all the powers of the Board of Directors in the management of the business and affairs of the Company, including the declaration of dividends, in all cases in which specific directions shall not have been given by the Board of Directors, except as limited by the General Corporation Law of the State of Connecticut.

Section 3.02. Number. The Board of Directors shall appoint annually, at its first meeting after the annual meeting of the stockholders in each year, an Executive Committee consisting of not less than three members of the Board of Directors, one of whom shall be the Chairman, if at the time there shall be a Chairman, and one of whom shall be the President.

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Section 3.03. Vacancies. Any vacancy occurring in the membership of the Executive Committee may be filled for the remainder of the term by the Board of Directors.

Section 3.04. Regular Meetings. Regular meetings of the Executive Committee may be held without notice at such time and at such place and at such place as shall from time to time be determined by the Executive Committee.

Section 3.05. Special Meetings. Special meetings of the Executive Committee may be called by the Chairman or the President, and, upon request by any two members of the Executive Committee, shall be called by the Chairman or the President.

Section 3.06. Notice of Special Meetings. Notice of each special meeting of the Executive Committee shall be given by personal notice of the time and place of such meeting received by each member of the Executive Committee at least six (6) hours prior to such meeting or by written notice by telecopy, facsimile machine, electronic mail or similar transmission mailed to or served upon each member at least twelve (12) hours prior to such meeting, and such special meeting shall be held at such time and place as shall be specified in such notice. Notice of a special meeting may be waived by any member of the Executive Committee. A special meeting of the Executive Committee may also be held without written notice or call at such time and place as shall be fixed by the consent in writing of all of the members of the Executive Committee given before, at, or after such meeting.

Section 3.07. Quorum. A majority of the whole Executive Committee shall constitute a quorum for the transaction of any business at any meeting of the Executive Committee.

Section 3.08. Manner of Acting. The act of a majority of the Executive Committee at which a quorum is present shall be the act of the Executive Committee.

Section 3.09. Place of Meetings. The Executive Committee may hold meetings, both regular and special, within or without the State of Connecticut. Any one or more members of the Executive Committee may participate in a meeting of the Executive Committee by means of a conference call or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

Section 3.10. Consent by Executive Committee in Lieu of Meeting. Any action which might be taken at a meeting of the Executive Committee or any committee thereof may be taken without a meeting if done in writing, including a writing by telecopy, facsimile machine, electronic mail or similar transmission, signed severally or collectively, by all of the Executive Committee authorizing the action.

Section 3.11. Records. The Executive Committee shall keep a record of its proceedings and shall make such report to the Board of Directors of its actions as may be required by the Board of Directors.

## ARTICLE IV

Investment Committee

Section 4.01. Powers and Authority. The Investment Committee shall have charge of all investments of the Company with full power to buy, sell, foreclose, extend, improve, or otherwise change the investment holders of the Company, subject to the laws of the State of Connecticut. No investment, loan, sale, or exchange thereof shall be made unless the same has been authorized in advance or subsequently approved by the Investment Committee.

Section 4.02. Number. A majority of the full Board of Directors shall annually elect an Investment Committee composed of a Chairman and three (3) other members and may elect one or more alternate members to the Investment Committee who shall have no right to vote unless the alternate member is substituting for a regular member. Members and alternate members of the Investment Committee need not be Directors or employees of the Company.

Section 4.03. Resignations. Any member of the Investment Committee may resign therefrom without formal acceptance in any case.

Section 4.04. Vacancies. A majority of the full Board of Directors may fill any vacancy in the Investment Committee for the unexpired term.

Section 4.05. Meetings. The Investment Committee shall meet at such time or times and at such place or places as determined by the Board of Directors or the Chairman of the Investment Committee. Notice of each meeting shall be given to each member either personally or by telephone at least one day prior to the date of the meeting. Any one or more members of the Executive Committee may participate in a meeting of the Executive Committee by means of a conference call or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

Section 4.06. Quorum. A majority of the Investment Committee shall constitute a quorum. The Board of Directors may by resolution establish a quorum of less than a majority of the Committee for the purpose of making such investment decision as shall be stated in the resolution.

Section 4.07. Minutes. The proceedings of the Investment Committee shall be recorded, and a report shall be submitted to the Board of Directors for approval or disapproval at the next meeting of the Board.

Section 4.08. Consent by Investment Committee in Lieu of Meeting. Any action which might be taken at a meeting of the Investment Committee or any committee thereof may be taken without a meeting if done in writing, including a writing by telecopy, facsimile machine, electronic mail or similar transmission, signed severally or collectively, by all of the Investment

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Committee authorizing the action.

## ARTICLE V

### Other Board Committees

Section 5.01. Authority. (a) The Board of Directors may, from time to time, by resolution passed by a majority of the entire Board, designate one or more committees, in addition to the Executive and Investment Committees, each committee to consist of at least two Directors of the Company. Any such committee, to the extent provided in the resolution or in the Bylaws of the Company, shall have and may exercise the powers and authority of the Board of Directors in the management of the business and affairs of the Company, except as limited by the General Corporation Law of the state of Connecticut.

(b) A majority of all the members of any such committee may determine its action, fix the time and place of its meetings and shall abide by the same procedures as set forth in Article IV herein pertaining to the Investment Committee, unless the Board of Directors shall otherwise provide. The Board of Directors shall have power to change the members of any committee at any time, to fill vacancies and to discharge any such committee, either with or without cause, at any time.

Section 5.02. Alternates. The Board of Directors may, by resolution passed by a majority of the entire Board, designate one or more Directors as alternate members of any committee, Executive or Investment Committee or otherwise, who may replace any absent or disqualified member at any meeting of the committee; provided, however, that in the absence of any such designation of alternates the member or members of any committee present at any meeting and not disqualified from acting, whether or not he, she, or they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any absent or disqualified member.

## ARTICLE VI

### Officers

Section 6.01. Duties and Authority. All Officers of the Company shall be subject to the supervision and direction of the Board of Directors and the Executive Committee and, in addition to the foregoing duties and authority, shall perform such duties and have such authority as the Board of Directors, the Executive Committee, or the Chief Executive Officer may from time to time prescribe.

Section 6.02. Election. The Board of Directors may elect from among its members a Chairman or a Vice Chairman, or both, who shall be Officers of the Company. The other Officers of the Company shall consist of a President, who shall be elected from among the members of the Board of Directors, and one or more Vice Presidents, a Secretary, and a Treasurer. All of the foregoing Officers shall be elected annually by the Board of Directors at its first meeting after

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the annual meeting of the stockholders of the Company in each year, except that any vacancy in any office may be filled prior to the next annual election by the Board of Directors at any regular or special meeting of the Board of Directors. Officers other than the foregoing may from time to time be elected by the Board of Directors or the Executive Committee. Any two or more offices, except those of President and Secretary, may be held by the same person.

Section 6.03. Appointment. The Chief Executive Officer, subject to approval by the Board of Directors or the Executive Committee, may from time to time appoint one or more other Vice Presidents and may prescribe their duties and powers and the period of appointment to be held by each. Such Vice Presidents shall not, by virtue of their appointment be Officers of the Company, nor shall they be included in the term "Vice President" as that term is used in any Bylaw or in any resolution of the Board of Directors or of the Executive Committee.

Section 6.04. Tenure. Each officer of the Company shall hold office until his successor is elected and qualifies, provided that each officer shall serve at the pleasure of, and may be removed with or without cause at any time, by the Board of Directors.

Section 6.05. Compensation. All salaries and other compensation of Officers, except Assistant Secretaries and Assistant Treasurers, shall be fixed by the Executive Committee.

Section 6.06. Chief Executive Officer. The Board of Directors shall designate the Chairman or the President as the Chief Executive officer of the Company. If there be no Chairman, the President shall be the Chief Executive Officer. The Chief Executive Officer shall have the general powers and duties of the management and supervision usually vested in and imposed upon the Chief Executive Officer of a corporation. The Chief Executive Officer shall preside at all meetings of the Company.

Section 6.07. Chairman. The Chairman shall preside at all meetings of the Board of Directors and shall perform such other duties and have such other authority as the Board of Directors may from time to time prescribe.

Section 6.08. Vice Chairman. The Vice Chairman shall perform such duties and have such powers as the Board of Directors, the Executive Committee, or the Chairman may from time to time prescribe. In the absence of the Chairman, the Vice Chairman shall perform the duties and have the authority of the Chairman.

Section 6.09. President. The President shall perform such duties and have such authority as the Board of Directors, the Executive Committee, or the Chairman may from time to time prescribe. If the Chairman shall be the Chief Executive Officer, then the President shall be the Chief Administrative Officer of the Company. In the absence of the Chairman and the Vice Chairman, the President shall perform the duties and have the authority of the Chairman.

Section 6.10. Vice President. The Vice Presidents shall perform such duties and have such power as the Board of Directors, the Executive Committee, or the Chief Executive Officer of the Company may from time to time prescribe. In the absence of the President, the Vice Presidents



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shall perform the duties and have the authority of the President in the order prescribed by the Board of Directors or the Executive Committee.

Section 6.11. Secretary. The Secretary shall keep the minutes of the meetings of the stockholders and of the Board of Directors and shall cause all notices of meetings of the Company and of the Board of Directors to be duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall in general perform all duties usually incident to the office of secretary.

Section 6.12. Treasurer. The Treasurer shall have the custody of the funds and securities of the Company under the direction of the Board of Directors and the Executive Committee, shall deposit all moneys of the Company that may come into his hands to the credit of the Company in such depositories as are authorized and approved by the Board of Directors or the Executive Committee, and shall see that all expenditures are duly authorized and evidenced by proper receipts and vouchers. The Treasurer shall in general perform all duties usually incident to the office of the Treasurer.

Section 6.13. Assistant Secretaries. The Board of Directors or the Executive Committee may elect one or more Assistant Secretaries who shall perform such duties as the Board of Directors, the Executive Committee, or the Chief Executive Officer of the Company may from time to time prescribe. In the absence of the Secretary, his duties shall devolve upon such officer or Officers as designated by the Chief Executive Officer of the Company. The Chief Executive Officer of the Company may also appoint one or more Assistant Secretaries who shall perform such duties as the Chief Executive Officer may from time to time prescribe. Appointments of Assistant Secretaries shall be subject to confirmation by the Board of Directors or the Executive Committee.

Section 6.14. Assistant Treasurers. The Board of Directors or the Executive Committee may elect one or more Assistant Treasurers who shall perform such duties as the Board of Directors, Executive Committee, or the Chief Executive Officer of the Company may from time to time prescribe. In the absence of the Treasurer, his duties shall devolve upon such officer or Officers as designated by the Chief Executive Officer of the Company.

## ARTICLE VII

### Indemnification of Directors and Officers

Section 7.01. Indemnification. To the full extent permitted by General Corporation Law of the State of Connecticut, as amended from time to time, or by other applicable provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever brought, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, Officer or employee of the Company, or he is or was serving at the request of the Company as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Company against expenses, including attorneys' fees,

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judgements, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding. The indemnification provided by this Section shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this Bylaw.

## ARTICLE VIII

### Instruments

Section 8.01. Policies. All written insurance policies, and amendments and agreements relating thereto shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary, or, in their absence, by two Directors, provided that one of the signatures may be a facsimile signature if the other is an original signature and both thereof may be facsimile signatures if the policy is countersigned by a duly authorized registrar, agent, officer, or employee. All reinsurance contracts shall be executed by the President or any other duly authorized officer or employee.

Section 8.02. Attorneys-in-fact. The Chairman, the Vice Chairman, the President, or any Vice President, or the Secretary shall have the power and authority:

- (a) To appoint attorneys-in-fact, and to authorize them to execute on behalf of the Company, and attach the seal of the Company thereto, bonds and undertakings, recognizes, contracts of indemnity, and other writings obligatory in the nature thereof;
- (b) To appoint special attorneys-in-fact, who are hereby authorized to certify copies of any power of attorney issued pursuant to this Section and/or any of the Bylaws of the Company; and,
- (c) To remove, at any time, any such attorney-in-fact or special attorney-in-fact and revoke the authority given him.

Section 8.03. Contracts and Commission Agreements with Field Force. Contracts and commission agreements with any member of the field force or any employee thereof shall be signed or approved by the Chairman, the Vice Chairman, the President, a Vice President, or by any other officer or employee of the Company designated by the Board of Directors or the Executive Committee to sign or approve such documents.

Section 8.04. Checks and Drafts. All checks and drafts drawn upon depositories of the Company shall be signed as prescribed from time to time by the Board of Directors or the Executive Committee.

Section 8.05. Investments and Mortgages. All note, bond, stock, or other securities purchase agreements and security, mortgage, or real estate commitment letters, and amendments thereto, deeds and leases, and assignments, releases, or partial releases, or payment or performance

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moratoriums of any mortgages, debt obligations or other security interests held by the Company shall be signed by the Chairman, the Vice Chairman, the President, a Vice President, the Secretary, or the Treasurer, or shall be signed by such other person or persons as may be designated from time to time by the Board of Directors or the Executive Committee.

Section 8.06. Stock Certificates. All certificates of stock shall be signed by the Chairman, the Vice Chairman, the President or a Vice President and by the Secretary or an Assistant Secretary of the Company, under the corporate seal, but when a certificate is signed by a transfer agent or registrar appointed by the Board of Directors, the signature of any such corporate officer and the corporate seal upon such certificate may be facsimiles, engraved or printed.

Section 8.07. Other Instruments. All other contracts and written instruments of any kind not previously described shall be signed (1) by at least two of the following Officers: the Chairman, the Vice Chairman, the President, a Vice President, the Secretary, and the Treasurer, or by one of them and any other officer or employee of the Company as shall be so empowered by the Board of Directors or the Executive Committee, or (2) by such other person or persons as may be designated from time to time by the Board of Directors or the Executive Committee.

Section 8.08. Seal. The seal of the Company may be affixed to any instrument requiring a seal and may be duly attested by any officer of the Company, provided that one of the signatures to the instrument shall be that of the Chairman, the Vice Chairman, the President, a Vice President, the Secretary, or the Treasurer.

Section 8.09. Signatures of Vice Presidents. Any officer with the designation of Vice President, such as an Executive Vice President, Senior Vice President, Second Vice President, or Assistant Vice President, shall have all the rights and powers of a Vice President in the execution of instruments as provided in these Bylaws.

## ARTICLE IX

### Corporate Actions

Section 9.01. Dividends. The Board of Directors may declare dividends on the stock issued and outstanding from any source as permitted by the laws of the State of Connecticut.

## ARTICLE X

### Amendments

Section 10.01. These Bylaws may be repealed, altered or modified and further Bylaws may be adopted by a majority vote at any regular or special meeting of the Board of Directors, provided the nature of such meeting includes the proposed changes and the substance thereof.

STATE OF CONNECTICUT  
OFFICE OF THE SECRETARY OF THE STATE, HARTFORD

hereby certify that this is a true and correct copy of record  
in this Office

In testimony whereof, I have hereunto set my hand,  
and affixed the Seal of said State, at Hartford,

the 13th day of March A.D. 2000

*Walter J. ...*

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SECRETARY OF THE STATE