

FO8000004166

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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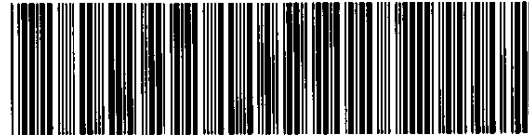
(Business Entity Name)

(Document Number)

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10 AUG - 4 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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8/5/10
TL



BERNIE MARIE SCHILLING
Senior Paralegal Specialist

175 Berkeley Street, MS 07A
Boston, MA 02116
Telephone : (617) 654-3095
Fax: (617) 574-5830
bernie.schilling@libertymutual.com

August 3, 2010

VIA UPS OVERNIGHT MAIL

Amendment Section
Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Montgomery Mutual Insurance Company
Document #F08000004166
Amendment to Authorization to Transact Business

To Whom It May Concern:

In connection with the redomestication of Montgomery Mutual Insurance Company from the State of Maryland to the Commonwealth of Massachusetts, effective June 8, 2010, enclosed please find the following documents:

- Cover Letter
- Profit Corporation - Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida (original and duplicate copy)
- Certificate of Legal Existence issued by the Secretary of the Commonwealth of Massachusetts
- Certificate of Compliance (Good Standing) issued by the Massachusetts Division of Insurance
- Certified copy of the Articles of Organization
- Check in the amount of \$52.50 to cover the filing fee, Certificate of Status and a certified copy of this filing.

Please do not hesitate to contact me should you have any questions or require additional information. Thank you in advance for your attention to this matter.

Sincerely,

Bernie M. Schilling
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MONTGOMERY MUTUAL INSURANCE COMPANY
Name of Corporation

DOCUMENT NUMBER: F08000004166

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

BERNIE SCHILLING
Name of Contact Person

LIBERTY MUTUAL GROUP INC
Firm/Company

175 BERKELEY STREET
Address

BOSTON, MA 02116
City/State and Zip Code

gina.hudson@libertymutual.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Bernie Schilling at (617) 654-3095
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.)

SECTION I
(1-3 MUST BE COMPLETED)

F08000004166

(Document number of corporation (if known))

1. MONTGOMERY MUTUAL INSURANCE COMPANY
(Name of corporation as it appears on the records of the Department of State)
2. MARYLAND 3. September 23, 2008
(Incorporated under laws of) (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. N/A
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

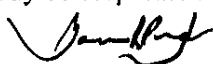
6. If the amendment changes the period of duration, indicate new period of duration.

N/A
(New duration)

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

MASSACHUSETTS
(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)

James R. Pugh
(Typed or printed name of person signing)

Assistant Secretary
(Title of person signing)

APPROVED
AND
FILED

10 AUG -4 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts
Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

July 7, 2010

TO WHOM IT MAY CONCERN:

I hereby certify that

MONTGOMERY MUTUAL INSURANCE COMPANY

appears by the records of this office to have been incorporated under the General Laws of this Commonwealth on **June 1, 2010**.

I also certify that so far as appears of record here, said corporation still has legal existence.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth



COMMONWEALTH OF MASSACHUSETTS
Office of Consumer Affairs and Business Regulation
DIVISION OF INSURANCE

1000 Washington Street, Suite 810 • Boston, MA 02118-6200
(617) 521-7794 • FAX (617) 521-7576
TTY/TDD (617) 521-7490
<http://www.mass.gov/doi>

DEVAL L. PATRICK
GOVERNOR

TIMOTHY P. MURRAY
LIEUTENANT GOVERNOR

GREGORY BIALECKI
SECRETARY OF HOUSING AND
ECONOMIC DEVELOPMENT

BARBARA ANTHONY
UNDERSECRETARY OF CONSUMER AFFAIRS
AND BUSINESS REGULATION

JOSEPH G. MURPHY
COMMISSIONER OF INSURANCE

Serial #: 000653376000
Effective Date: 7/9/2010
NAIC #: 14613
Federal ID #: 520424870

DOMESTIC COMPANY
CERTIFICATE OF COMPLIANCE

THIS IS TO CERTIFY THAT

Montgomery Mutual Insurance Company

is duly organized under the laws of this Commonwealth, and that it is authorized under the Sections of Chapter 175 of the General Laws of Massachusetts and amendments thereto described by the following designations:

1 10 11 12 13 17 2A 4 54 54BX 54BY 54BZ 54C 54D 54E 54F 5A 6A 6B 6E 6F 6G 7 8 9

DESIGNATION CODES:

1	Fire	15	Reinsurance (Reinsurance Companies Only)
2A	Ocean & Inland Marine	16A	Life - All Kinds
2B	Inland Marine Only	16B	Group Life Only
4	Fidelity and Surety	16C	Variable Annuity Authorization
5A	Boiler	16D	Annuities Only
5B	Boiler (No Inspector)	16E	Variable Life Authorization
6A	Accident - All Kinds	17	Repair - Replacement
6B	Health - All Kinds	19	Legal Services
6C	Group Accident & Health	20	Credit Involuntary Unemployment
6D	Non-Can. Acc. & Health	51	Stock Companies >(Extension of coverage
6E	Workers' Compensation	54	Mutual Companies >not specified in Section 47)
6F	Liability other than Auto	54BX	Reinsurance except Life
6G	Auto Liability	54BY	Nuclear Energy
7	Glass	54BZ	Special Hazards
8	Water Damage and Sprinkler Leakage	54C	Comprehensive M.V. & Aircraft
9	Elevator Property Damage and Collision	54D	Personal Property Floater
10	Credit	54E	Dwellings
11	Title	54F	Commercial Property
12	Burglary, Robbery, Theft	54G	Reinsurance - Life Companies Only
13	Livestock		

This certificate shall remain in effect for an indefinite term unless said authority is amended or revoked in accordance with law.

Joseph G. Murphy
Commissioner of Insurance

D

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION

(General Laws, Chapter 156B)
and Chapter 175, Sections 49 and 49A

ARTICLE I

The exact name of the corporation is:

Montgomery Mutual Insurance Company

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

See attached.

Examiner

Name
Approved

Joseph G. Murphy
Secretary of Insurance
Date: 5/26/10.

C
P
M
R.A.

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☐
☒

P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

ARTICLE III

State the total number of shares and par value, if any, of each class of stock which the corporation is authorized to issue.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	Not applicable	Common:	Not applicable	
Preferred:	Not applicable	Preferred:	Not applicable	

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

Not applicable

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

Not applicable

ARTICLE VI

**Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

See attached.

**If there are no provisions state "None".

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

Attachment Sheet

To the Articles of Organization of
Montgomery Mutual Insurance Company

Article II

The purpose of the corporation is to engage in the following business activities: to make contracts of insurance and indemnity, to reinsure and accept reinsurance of any portion thereof and to transact the following kinds of insurance and indemnity business:

(a) to issue any form or forms of insurance coverage not contrary to law as the Commissioner in his discretion may authorize and license pursuant to Chapter 175 of the Massachusetts General Laws; and (b) to engage in such other business or businesses as are authorized by Section 47A of Chapter 175 of the Massachusetts General Laws, and any amendments or additions thereto,

and any and all other business permitted under the laws of the Commonwealth of Massachusetts.

Article VI

- (A) The Company is a mutual insurance company. The Company was organized under the laws of the State of Maryland on June 1, 1848. The Company has elected, for the purpose of continuing its existence without interruption, to become a domestic insurer under the laws of the Commonwealth of Massachusetts by complying with all of the requirements of law, including but not limited to Section 49A of Chapter 175 of the Massachusetts General Laws.
- (B) Upon the taking of effect of these Articles of Organization, the Company shall be and continue to be possessed of all privileges, franchises and powers to the same extent as if it had been originally incorporated under the laws of the Commonwealth of Massachusetts. All privileges, franchises and powers belonging to said Company, and all property, real, personal and mixed, and all debts due on whatever account, all certificates of authority, agent appointments, outstanding insurance policies, and choses in action shall be and the same are hereby ratified, approved, confirmed and assured to the Company, with like effect and to all intents and purposes as if it had been originally incorporated under the laws of the Commonwealth of Massachusetts. Without limitation of the foregoing, the Company shall be given recognition as a domestic insurance company of the Commonwealth of Massachusetts for all purposes, from and after June 1, 1848, the date of its initial organization as an insurer under the laws of the State of Maryland.
- (C) The Company may enter into partnership agreements (general or limited) and joint ventures with any person, firm, association or corporation engaged in carrying on any business in which the Company is authorized to engage, or in connection with carrying out all or any of the purposes of the Company.

- (D) The by-laws may provide that the directors may make, amend or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law or the by-laws requires action by the members.
- (S) No director shall be personally liable to the Company or its members for monetary damages for breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability; provided, however, that this provision shall not eliminate the liability of a director, to the extent that such liability is provided by applicable law, (i) for any breach of the director's duty of loyalty to the Company or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. This provision shall not eliminate the liability of a director for any act or omission occurring prior to the date upon which this provision becomes effective. No amendment or repeal of this provision shall apply or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE VII

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization.

a. The street address (*post office boxes are not acceptable*) of the principal office of the corporation in *Massachusetts* is:

175 Berkeley Street, Boston, MA 02116

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Gary R. Gregg	82 Parkwood Drive, Milton, MA 02186	same
Treasurer:	Michael J. Fallon	38 Wildwood Dr., Bedford, MA 01730	same
Clerk:	Dexter R. Legg	846 Middle St., Portsmouth, NH 03801	same
Directors:	John D. Doyle	7 Candlewood Lane, Southborough, MA 01772	same
	Michael J. Fallon	38 Wildwood Dr., Bedford, MA 01730	same
	A. Alexander Fontanes	18 Clark Road, Hingham, MA 02043	same
	Joseph A. Gilles	9 Freedom Trail, Medway, MA 02053	same
	Scott R. Goodby	41 West Shore Drive, Marblehead, MA 01945	same
	Gary R. Gregg	82 Parkwood Drive, Milton, MA 02186	same
	Christopher C. Mansfield	50 Woodleigh Road, Dedham, MA 02026	same
	Debra B. Pooley	6714 Sandy Shores Dr., Loveland, OH 45140	same
	Michael A. Winner	7617 Overlook Hills La., Cincinnati, OH 45244	same

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of: December

d. The name and business address of the resident agent, if any, of the corporation is:


Corporation Service Company

84 State Street, Boston, MA 02117

ARTICLE IX

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 156B and do hereby sign these Articles of Organization as incorporator(s) this 1st day of June, 2010.



James R. Pugh

175 Berkeley Street

Boston, MA 02116

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

(General Laws, Chapter 156B)

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 215, having been paid, said articles are deemed to have been filed with me this 1st day of June 20 10.

Effective date: _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

FILING FEE: One tenth of one percent of the total authorized capital stock, but not less than \$275.00. For the purpose of filing, shares of stock with a par value less than \$1.00, or no par stock, shall be deemed to have a par value of \$1.00 per share.

TO BE FILLED IN BY CORPORATION
Contact Information:

James R. Pugh, Esq.

175 Berkeley Street

Boston, MA 02116

Telephone: 617-574-5825

Email: james.pugh@libertymutual.com

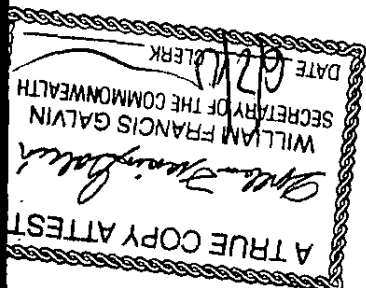
A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.

SECRETARY OF THE
COMMONWEALTH

2010 JUN - 1 - PM 3:10

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