

F95000003879

MAIDA, GALLOWAY & NEAL, P.A.

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

January 26, 1998

VIA HAND DELIVERY

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

800002412238--6  
-01/27/98--01002--015  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Preferred America Insurance Company

Dear Sir:

Please find enclosed a check in the amount of \$35.00 to cover your fee for filing the amendment to the Articles of Incorporation. Please date stamped the copy of this letter and return to our office in the enclosed envelope.

Should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely,



Clyde W. Galloway, Jr.

/vrm  
Enc.

WAS 882  
Jurisdiction +  
NIC  
28 5/12/98

DIVISION OF CORPORATIONS

98 JAN 26 PM 3:28

RECEIVED

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 12 PM 12:37



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 27, 1998

MAIDA GALLOWAY & NEAL, P.A.  
300 EAST PARK AVENUE  
TALLAHASSEE, FL 32302

SUBJECT: PREFERRED AMERICA INSURANCE COMPANY  
Ref. Number: F95000003879

We have received your document for PREFERRED AMERICA INSURANCE COMPANY and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application in this office within 30 days after the occurrence of any such change. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of \$35.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 798A00004442



# IOWA

No. W00112889  
Date: 07/02/1996

## SECRETARY OF STATE

490 DP-000197094  
PREFERRED AMERICA INSURANCE COMPANY

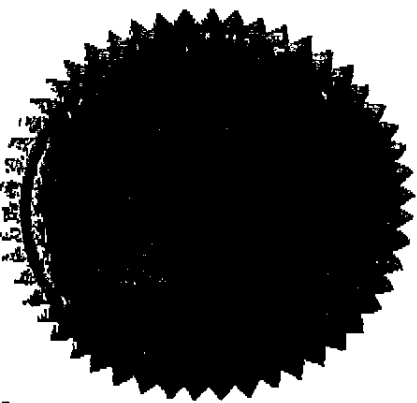
### ACKNOWLEDGMENT OF DOCUMENT FILED

The Secretary of State acknowledges receipt of the following document:

Articles of Incorporation

The document was filed on June 28, 1996, at 10:27 AM, to be effective as of July 1, 1996, at 10:27 AM.

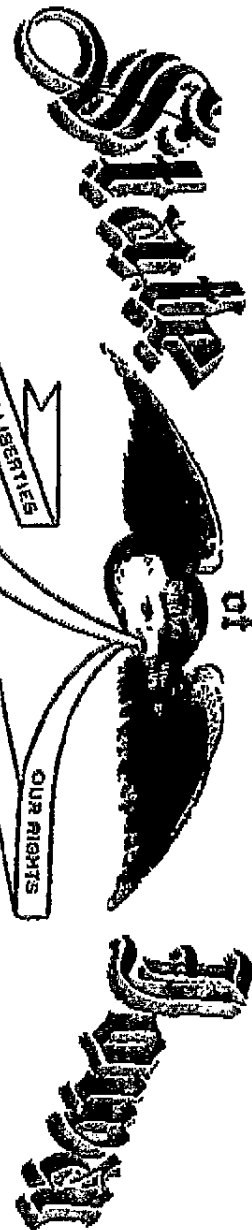
The amount of \$50.00 was received in full payment of the filing fee.



*Paul D. Pate*

SECRETARY OF STATE



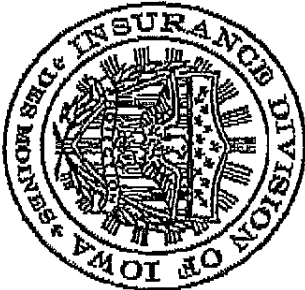


Verificate of Authority

This is to certify that the PREFERRED AMERICA INSURANCE COMPANY of WEST DES MOINES, IA

has complied with all the requirements of the law, to be observed by such corporation, association or society, and that it is authorized to transact, within this state, until the last day of June next, business, however in all the provisions and restrictions of the laws of the State of Iowa now or hereafter enacted, the kinds of insurance listed below which are specifically designated by the following numerals:

01, 02, 03, 04, 05, 06, 07, 08, 09, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26



CODE AUTHORITY

515.48

No. 03260

- 1. Fire
- 2. Extended coverage
- 3. Other allied lines
- 4. Homeowners multiple peril (U.S. B.A.)
- 5. Commercial multiple peril
- 6. Earthquake
- 7. Growing crops
- 8. General marine
- 9. Inland marine
- 10. Accident only (including D)
- 11. Accident and medical (including D)
- 12. Hospital and medical expenses (including D)
- 13. Group accident and health
- 14. Non-cancelable accident and health
- 15. Workers' compensation
- 16. Liability other than auto (B.1.)
- 17. Liability other than auto (B.2.)
- 18. Auto liability (B.1.)
- 19. Auto liability (B.2.)
- 20. Auto physical damage
- 21. Aircraft physical damage
- 22. Fidelity
- 23. Surety
- 24. Chas.
- 25. Burglary and theft
- 26. Boiler and machinery
- 27. Unemployment
- 28. Credit (only)
- 29. Partnership (only)
- 30. Life, including credit life, variable life, annuities, variable annuities and group term life insurance
- 31. County mutual association
- 32. Fraternal benefit
- 33. Repealed
- 34. Mutual guaranty
- 35. Non-profit hospital and medical services
- 36. Assessment/accident health partnership organization
- 37. Unemployment
- 38. Credit (only)
- 39. Financial guaranty
- 40.
- 41.

In witness whereof I have hereunto set my hand and affixed the official seal at my office in the city of Des Moines.

This 1ST

day of JULY

in the year 1995

INSURANCE COMMISSIONER OF IOWA

*Sharon M. Wiggins*

197094

AMENDED ARTICLES OF INCORPORATION OF  
PREFERRED AMERICA INSURANCE COMPANY  
JUN 28 1998  
MAY 12 1998

0701860270.C001218022878A 5035

The undersigned persons, action as incorporators of a corporation authorized to engage in the business of insurance other than life insurance, under the provisions of Chapter 515 of the 1995 Code of Iowa, do hereby execute and adopt the following Amended Articles of Incorporation. These Articles are being filed pursuant to section 515.99 and 490.902 of the Iowa Code for the purpose of redomesticating the above named Corporation which is currently domiciled in Illinois:

ARTICLE I

The name of the corporation shall be Preferred America Insurance Company.

ARTICLE II

The redomestication of this corporation shall become effective on July 1, 1996. The period of its duration is perpetual.

ARTICLE III

The address of the initial registered office and principal place of business of the corporation shall be 1111 Ashworth Road, West Des Moines, Iowa, 50265; and the name of its initial registered agent at such address is Phil Vanderah.

ARTICLE IV

The purpose of the corporation shall be:

- A. To act as an insurance company to write any or all of the following lines of business:
  1. Fire
  2. Extended Coverage
  3. Other allied lines
  4. Homeowners multiple peril
  5. Commercial multiple peril
  6. Earthquake
  7. Growing crops

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(6)

8. Ocean marine
  9. Inland marine
  10. Accident only
  11. Accident and health
  12. Hospital and medical expense
  13. Group accident and health
  14. Non-cancellable accident and health
  15. Worker's compensation
  16. Liability other than auto
  17. Auto Liability
  18. Auto physical damage
  19. Aircraft physical damage
  20. Fidelity
  21. Surety
  22. Glass
  23. Burglary and theft
  24. Boiler and machinery
- B. To reinsure with, and accept reinsurance from, other insurers.
- C. To conduct all other lawful business incidental to any or all of the foregoing.

#### ARTICLE V

The authorized capital of this company shall be twenty million dollars and shall be divided into 9,569,378 shares of common stock with a par value of \$2.09 per share. The stock shall be issued at such times and under such conditions as may be determined by the Board of Directors in accordance with the Articles and By laws of the Company. Said shares may be issued for money, property, services, or other things of value, as provided by law, and when issued shall be issued fully paid and nonassessable. Dividends may be paid upon the common stock, as and when declared by the Board of Directors, out of funds of the corporation legally available therefor. Upon any liquidation, dissolution, or winding up of the corporation, and after payment, or setting aside of an amount sufficient to provide for payment, in full, of all debts and liabilities of and other claims against the corporation, the remaining net assets of the corporation shall be distributed pro rata to the holders of the common stock. Each outstanding share of common stock shall be entitled to one vote and each fractional share of common stock shall be entitled to a corresponding fractional vote on each matter submitted to a vote of the shareholders.

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#### ARTICLE VI

The shareholders shall have no preemptive rights to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe or acquire shares, either as now authorized by the Articles of Incorporation or hereafter authorized.

#### ARTICLE VII

The holder or holders, jointly or severally, of not less than one-fifth, but less than a majority of the shares of the capital stock, shall be entitled to nominate, to be elected or appointed, as the case may be, directors or other persons performing the functions of directors by whom, according to these Articles of Incorporation, its affairs are to be conducted. In the event such nomination shall be made, there shall be elected or appointed to the extent that the total number to be elected or appointed, as the case may be, directors or other persons performing the functions of directors by whom, according to these Articles of Incorporation, its affairs are to be conducted. In the event such nomination shall be made, there shall be elected or appointed to the extent that the total number to be elected or appointed is divisible, such proportionate number from the persons so nominated as the shares of stock held by persons making such nominations bear to the whole number of shares issued; provided the holder or holders of the minority shares of stock shall only be entitled to one-fifth (disregarding fractions) of the total number of directors to be elected for each one-fifth of the entire capital stock of the corporation so held by them; and provided, further, that this shall not be construed to prevent the holders of a majority of the stock of this corporation from electing the majority of its directors. Vacancies occurring from time to time shall be filled so as to preserve and secure to such minority and majority stockholders proportionate representation as herein provided.

#### ARTICLE VIII

The management of this corporation shall be vested in a Board of Directors consisting of not less than five nor more than twenty-one directors who shall be stockholders of the Company, and who, upon being elected and qualified, shall manage the affairs and concerns of said Company until their successors are chosen and qualified. Said directors are to be elected by the holders of the common stock or by such terms as may be described in the bylaws, provided, however, that a new board can be elected by a special meeting of the holders of the majority of the common stock called for that purpose at any time. The directors' terms shall be

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staggered so as to permit the election of one-third of the board at each annual shareholders' meeting. The names and addresses of the persons who are to serve as directors until the next annual meeting of the shareholders or until their successors are elected and qualified are:

ARTICLE IX

The names and addresses of the incorporators are as follows:

Darryl D. Hansen  
Phil Vanderah

The address for all of the above is 1111 Ashworth Road, West Des Moines, Iowa 50265.

ARTICLE X

The private property of the shareholders, directors and other officers, agents, employees and managers of this Company or corporation shall in no case be liable for the corporate debts, obligations and undertakings, but shall be exempt therefrom.

ARTICLE XI

The personal liability of the Directors of the Corporation is hereby eliminated with respect to any claim by the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except that this limitation shall not apply to any breach of the director's duty of loyalty to the corporation or its shareholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, for a transaction from which the director derives an improper personal benefit, or under section 490.833, Code of Iowa (1995). The limitation of liability expressed herein is intended to apply to the fullest extent allowed by section 490.832, Code of Iowa (1995), as the same may be amended and supplemented.

ARTICLE XII

These Articles of Incorporation may be amended at any annual meeting of any special meeting called for that purpose, upon proper notice, upon a majority vote in favor of the amendment cast by the shareholders voting at such meeting.

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The amendment shall be binding upon all shareholders of the company.

ARTICLE XIII

Except as may be otherwise provided by the Iowa Business Corporation Act, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

Witness our signatures at West Des Moines, Polk County, Iowa, this 13th day of June, 1996.

Preferred America Insurance Company

By:

*[Handwritten signature]*  
*[Handwritten signature]*

STATE OF IOWA )

) SS:

COUNTY OF POLK )

Be it remembered that on this 13th day of June, 1996, before me the undersigned, a Notary Public in and for said county and state, personally appeared

said persons being personally known to me to be the identical persons whose names are subscribed to the foregoing articles of incorporation, and each for himself acknowledged the same to be his free and voluntary act and deed for the uses and purposes therein expressed.



*Karen M. Johnson*  
Notary Public in and for Polk County, State of Iowa

CERTIFICATE OF APPROVAL

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**CERTIFICATE OF APPROVAL  
ATTORNEY GENERAL**

Pursuant to provisions of the Iowa Code, the undersigned approves the foregoing "Amended Articles of Incorporation of Preferred America Insurance Company," and finds them in conformance with the laws of the United States and the laws and constitution of the State of Iowa.

THOMAS J. MILLER  
Attorney General

6-28-96  
Date

By: Scott M. Galenbeck  
SCOTT M. GALENBECK  
Assistant Attorney General

**CERTIFICATE OF APPROVAL  
COMMISSIONER OF INSURANCE**

Pursuant to provisions of the Iowa Code, the undersigned approves the foregoing "Amended Articles of Incorporation of Preferred America Insurance Company."

THERESE M. VAUGHAN  
Commissioner of Insurance

6-28-96  
Date

By: Robert L. Howe  
ROBERT L. HOWE  
Deputy Commissioner and  
Chief Examiner

Filed by  
Susan Bunn  
Preferred America Ins Company  
1111 Ashurst Rd  
West Des Moines, IA 50265 3538

PAUL D. PATE  
Secretary of State  
FILED  
Date: 6-28-96  
Time: 10:27  
Receipt: W 112859

0:\scott\cer-pre\dnc SG 62896

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**AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF PREFERRED AMERICA INSURANCE COMPANY**

RECEIVED  
DEC 1 1997  
SECRETARY OF STATE

**NOTICE OF SPECIAL MEETING OF THE SHAREHOLDERS**

A Special Meeting of the Shareholders of Preferred America Insurance Company was held at 8:00 a.m., Monday, October 27, 1997 at 1111 Ashworth Road, West Des Moines, Iowa. All shareholders were represented at said meeting and all notice requirements were waived by assent of the shareholders. The following Amendment was adopted by a unanimous vote of members present or represented:

517241 AMEND \$50.00 D.M.

APPROVED  
INSURANCE COMMISSIONER  
AND TREASURER

RESOLVED,

That Article I of the Articles of Incorporation of Preferred America Insurance Company be amended as follows:

JAN 26 1998  
BY S. H. Maguire  
Legal Division

**ARTICLE I**

The name of the corporation is Guidant America Insurance Company.

This Amendment shall become effective February 1, 1998.

WHEREFORE, pursuant to the foregoing action of the Special Meeting of said corporation, I, the Chairman of the Board of Directors of said corporation have executed this instrument and do hereby sign and acknowledge the same for and on behalf of the said corporation this 27<sup>th</sup> day of October, 1997.

CHAIRMAN, BOARD OF DIRECTORS  
PREFERRED AMERICA INSURANCE COMPANY

ATTEST:

Shirley C. [Signature]  
SECRETARY

STATE OF IOWA            )  
                                  )  
COUNTY OF POLK         )       SS

BE IT REMEMBERED that on this 27th day of October, 1997, before me, a Notary Public in and for said County and State, personally appeared Robert M. Plunk, who being duly sworn did say that he is the Chairman of the Board of Directors of Preferred America Insurance Company, West Des Moines, Iowa, and that the foregoing instrument was signed on behalf of said corporation by authority of its members and that he acknowledged said instrument to be the voluntary act and deed of said corporation by them voluntarily executed.

Nancy Bruce  
NOTARY PUBLIC, STATE OF IOWA



**CERTIFICATE OF APPROVAL  
ATTORNEY GENERAL**

Pursuant to provisions of the Iowa Code, the undersigned approves the Amendment to the Articles of Incorporation (adopted October 27, 1997) for Preferred America Insurance Company and finds them in conformance with the laws of the United States and with the laws and Constitution of the State of Iowa.

THOMAS J. MILLER  
Attorney General of Iowa

12-1-97  
Date

By: Scott M. Galenbeck  
SCOTT M. GALENBECK  
Assistant Attorney General

**CERTIFICATE OF APPROVAL  
COMMISSIONER OF INSURANCE**

Pursuant to the provisions of the Iowa Code, the undersigned approves the Amendment to the Articles of Incorporation (adopted October 27, 1997) for Preferred America Insurance Company.

THERESE M. VAUGHAN  
Commissioner of Insurance

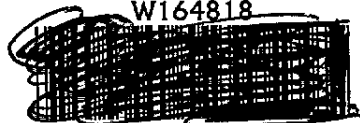
12.1.97  
Date

By: Robert L. Howe  
ROBERT L. HOWE  
Deputy Commissioner of Insurance

FILED  
IOWA  
SECRETARY OF STATE

12-1-1997  
3:02 pm

W164818





STATE OF IOWA  
Secretary of State Office

# CH 56

I hereby certify that this is a true and complete document(s) to which the seal is affixed as filed in this office beginning 1st day of December 1997 to and including the date below.

DATED December 2 1997

Paul D. Pate  
Secretary of State

BY: K. Waldo  
3 pgs