

Watch
Quality
Atlanta
Service,
Casualty
Affordable
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Price

P03484

23, 1998

Attn: Susan Payne

800002479518--11
-04/06/98--01019--023
*****43.75 *****43.75

Amendment Section
Division of Corporations
Secretary of States Office
P.O. Box 6237
State of Florida
Tallahassee, FL 32314

Re: Filing of Amended Articles of Incorporation for
Atlanta Specialty Insurance Company, NAIC #084-31925

Gentlemen:

Enclosed is a certified copy of our Articles of Incorporation where our company has redomiciled from the State of Iowa to the State of Ohio. We have enclosed our check for \$43.75 to cover the cost of filing and the copy of a status form.

Please send me the necessary certificate acknowledging that these have been filed in order that I may complete the redomestication transaction with the Department of Insurance.

Sincerely,

David M. Schaffer,
Vice President

DMS:cp

Enclosure

*Amend-jurisdiction
change*

FILING	35
R. AGENT	
CERT. COPY	
CUS	8.75
OVERPAYMENT	
TOTAL	43.75

*4/6/98
SP*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -6 PM 10:18

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)

1. Atlanta Specialty Insurance Company
Name of corporation as it appears on the records of the Department of State.

2. Iowa 3. 9/25/84
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? _____

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

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

New Duration

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

Ohio
New Jurisdiction

Signature

3/31/98
Date

Edward B. Stevens,
Typed or printed name

President _____
Title _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -6 PM 10:18

STATE OF OHIO
DEPARTMENT OF INSURANCE
2100 Stella Court
Columbus, Ohio 43215-1067

IN THE MATTER OF:

THE REDOMESTICATION OF ATLANTA
SPECIALITY INSURANCE COMPANY

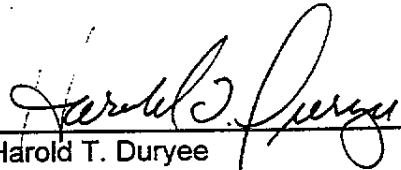
ORDER AND JOURNAL ENTRY

1. Atlanta Specialty Insurance Company, ("the Company"), presently domiciled in the state of Iowa, has applied to the Superintendent for approval to redomesticate to Ohio pursuant to Section 3913.31 of the Ohio Revised Code (repealed and renumbered R.C. Section 3913.40, effective September 16, 1997). The Company currently is admitted to transact the business of fire and casualty insurance in the state of Ohio.
2. The Company has designated its mailing address and principal place of business in this state and its telephone number as: 580 Walnut Street, Cincinnati, Ohio 45202; (513) 369-5000.
3. No evidence has been submitted that the proposed transfer of domicile is not in the interest of the policyholders of the state of Ohio.

NOW THEREFORE IT IS ORDERED that:

1. The redomestication of the Company from Iowa to Ohio is approved as of the date below.
2. The Company will be issued an amended certificate of authority that shows that it is domiciled in the state of Ohio as of its original date of incorporation in Iowa (February 6, 1974). The Department also will issue new agent appointments and licenses reflecting the Company's new name, for which the Company will be billed per agent.

Dated: 12-23-97
Columbus, Ohio


Harold T. Duryee
Superintendent of Insurance

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE

I, BOB TAFT, Secretary of State of the State of Ohio, do hereby certify
that the foregoing is a true and correct copy, consisting of 6 pages, as taken from
the original record now in my official custody as Secretary of State.



WITNESS my hand and official seal at
Columbus, Ohio, this 31st day of
December A.D. 1947

Bob Taft

BOB TAFT
Secretary of State

By: Antyph...

NOTICE: This is an official certification only when reproduced in red ink

ARTICLES OF INCORPORATION AND REDOMESTICATION
OF
ATLANTA SPECIALTY INSURANCE COMPANY

CR
12-24-97
2850.00
9712265900

PREAMBLE. The undersigned corporation desires to transfer its corporate domicile from the State of Iowa to the State of Ohio pursuant to the approval of the Ohio Superintendent of Insurance under the authority of Section 3913.31 of the Ohio Revised Code and to be recognized as a corporation from its original date of incorporation of February 6, 1974, in the State of Iowa.

On February 6, 1974, Principal Casualty Insurance Company was incorporated in Iowa. Its Articles were amended and restated effective 3:00 p.m., Central Standard Time, on November 30, 1994. Among other changes, the corporate name was changed to Atlanta Specialty Insurance Company.

These Articles supersede the existing Articles of Incorporation.

FIRST. The name of the corporation is Atlanta Specialty Insurance Company.

SECOND. The place in the State of Ohio where its principal office is located is the City of Cincinnati, Hamilton County. The corporation shall have full power and authority to establish offices and agencies in said city and in other parts of the State of Ohio, and in other states and territories and in foreign countries.

THIRD. The corporation is organized for the purpose of making, and it shall have the full power and authority to make and undertake, all of the kinds of insurance and reinsurance (except with respect to life insurance, contracts for the payment of annuities and title insurance) which are now or may hereafter be permitted to domestic stock fire, marine and casualty companies under the laws of the State of Ohio. The corporation shall have the power and authority to make

undertake any and all kinds of insurance and reinsurance (except with respect to life insurance, contracts for the payment of annuities and title insurance) in other states and outside the United States of America, its territories and possessions, so long as all other applicable requirements of law are met.

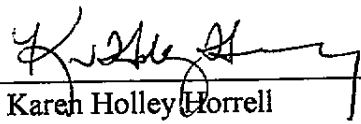
The foregoing statement of purpose shall not be held to limit or restrict the powers of the corporation to carry on, and the corporation shall have the power to carry on, any other business it may lawfully do.

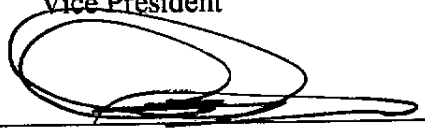
FOURTH. The maximum number of voting common shares which the corporation is authorized to issue shall be Three Hundred Thousand (300,000) with a par value of Twelve Dollars (\$12.00) each. The capital and surplus of the corporation shall be in the aggregate amount of not less than Ten Million Dollars (\$10,000,000), which aggregate shall include paid-in capital of not less than Three Million Five Hundred Sixteen Dollars (\$3,000,516) and contributed surplus of not less than One Million Dollars (\$1,000,000).

FIFTH. The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation and Redomestication this 29th day of August, 1997.

**ATLANTA SPECIALTY
INSURANCE COMPANY**

By: 
Karen Holley Horrell
Vice President

By: 
Ronald C. Hayes
Assistant Secretary



**Attorney General
Betty D. Montgomery**

RECEIVED

NOV 10 1997

November 10 1997 **CORP. LEGAL DEPT.**

Rosalie Van Nuys
Great American Insurance Company
580 Walnut Street, 10th Flr.
Cincinnati, OH 45202-3180

Re: Articles of Incorporation and Redomestication

Dear Ms. Van Nuys:

Enclosed are your original documents presented to the Department of Insurance, the Department's preclearance letters, and the Attorney General's approval letters. It is your responsibility to effect the filing with the Secretary of State.

Sincerely,

BETTY D. MONTGOMERY
Attorney General

A handwritten signature in dark ink, appearing to read "Scott Myers", written over a horizontal line.

SCOTT MYERS
Assistant Attorney General
Health and Human Services Section
30 E. Broad Street, 26th Flr.
Columbus, Ohio 43215-3428
(614) 466-8600

SM:mnw
Enclosures

cc: Carol S. Schaefer
agr.app



**Attorney General
Betty D. Montgomery**

November 5, 1997

The Honorable Robert Taft
Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43215

ATTN: KATHIE MCCLURG
OFFICE MANAGER

Re: Atlanta Specialty Insurance Company

Dear Sir:

I have reviewed the August 29, 1997 Amendments to the Articles of Incorporation for and redomestication of Atlanta Specialty Insurance Company. I have consulted with the Ohio Department of Insurance which has expressed its approval of the amendment in question.

Based upon my examination of the articles and my review of the relevant statutes, I find the amendment to be in accordance with the constitution and laws of the State of Ohio and of the United States.

Sincerely,

BETTY D. MONTGOMERY
Attorney General

A handwritten signature in dark ink, appearing to read "Scott Myers", is written over the typed name.

SCOTT MYERS

Assistant Attorney General
Health and Human Services Section
30 E. Broad Street, 26th Flr.
Columbus, Ohio 43215-3428
(614) 466-8600

SM:mnw
Enclosures

cc: Rosalie Van Nuys
Carol S. Schaefer

agr.app



State Of Ohio

Department of Insurance

2100 Stella Court Columbus, Ohio 43215-1067
Telephone (614) 644-2640 Facsimile (614) 644-3742

OCT 30 1997

George V. Volnovich
Governor

Harold T. Duryee
Director

October 28, 1997

Scott Myers
Assistant Attorney General
30 East Broad Street, 26th Floor
Columbus, OH 43215

Re: Atlanta Specialty Insurance Company

Dear Mr. Myers:

Enclosed please find originally executed articles of incorporation and redomestication of Atlanta Specialty Insurance Company, dated August 29, 1997.

Based upon my review, the Department extends its preclearance to the articles of incorporation and redomestication.

Sincerely,

Nancy Johnston
Staff Counsel
Office of Legal Services

NJ/baw

Enclosure