

P05000082274

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G. Gualletto OCT 27 2005



**FOLEY & LARDNER LLP
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October 26, 2005

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CLIENT/MATTER NUMBER
022928-0101

VIA HAND DELIVERY

Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32399

Re: National Grange Mutual Insurance Company
Document Number: P05000082274
Amended and Restated Articles of Incorporation

Dear Sir or Madam:

With regard to the above referenced company, enclosed please find my firm's check in the amount of One-Hundred and Twenty-Two dollars and Fifty cents (\$122.50) for the following:

- Amended and Restated Articles of Incorporation of National Grange Mutual Insurance Company, to be renamed NGM Insurance Company
- Three (3) Certified Copies of the Amended and Restated Articles of Incorporation
- Three (3) Certificates of Status

Please contact me or my assistant, Bridgett Shelby, at 513-3364 when the certified copies and certificates of status are ready to be picked up. Thank you for your assistance.

Sincerely,

N. Wes Strickland

Enclosures

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MADISON
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NEW YORK
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Ms. Cheryl Coulliette
Document Specialist
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: National Grange Mutual Insurance Company
Reference Number: P05000082274

Dear Ms. Coulliette:

With regard to the above-referenced company, please find enclosed the corrected Amended and Restated Articles of Incorporation as discussed earlier today.

Please contact me or my assistant, Bridgett Shelby, at 513-3364 immediately if there are any problems. Thank you for your assistance.

Sincerely,

N. Wes Strickland

Enclosures

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 27, 2005

FOLEY & LARDNER LLP

TALLAHASSEE, FL

SUBJECT: NATIONAL GRANGE MUTUAL INSURANCE COMPANY
Ref. Number: P05000082274

We have received your document for NATIONAL GRANGE MUTUAL INSURANCE COMPANY and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 805A00065114

APPROVED

OCT 10 2005

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

Docketed by: P. Wells

OF

NATIONAL GRANGE MUTUAL INSURANCE COMPANY

ARTICLE I

Organization

The corporation is a domestic stock insurer organized under Chapter 628, Florida Statutes, resulting from the reorganization of National Grange Mutual Insurance Company, a domestic mutual insurer, pursuant to Chapter 628.709(1), Florida Statutes. Pursuant to the reorganization, the corporation has concurrently herewith restated its Articles of Incorporation as a stock insurance company and will at all times be classified as a subsidiary insurance company under Section 628.703(2), Florida Statutes. National Grange Mutual Insurance Company was originally organized as a New Hampshire-domestic mutual insurer on March 28, 1923, and, effective June 6, 2005, was redomesticated to the State of Florida as a domestic mutual insurer.

ARTICLE II

Name

The name of the corporation shall be NGM Insurance Company.

ARTICLE III

Nature of Business

The purpose of the corporation is to engage in the business of property and casualty insurance and any lawful business incidental thereto.

ARTICLE IV

Term of Existence

The corporation shall exist perpetually.

ARTICLE V

Authorized Shares

The corporation is authorized to issue ten million shares of common stock, par value of one dollar per share.

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ARTICLE VI
Initial Issuance of Shares

The corporation shall initially issue its shares to Main Street America Group Mutual Holdings, Inc., a Florida mutual insurance holding company, in accordance with the reorganization pursuant to Section 628.709, Florida Statutes.

ARTICLE VII
Principal Office

The principal place of business and mailing address of the corporation within Duval County, Florida, shall be as follows:

4601 Touchton Road East, Suite 3400
Jacksonville, Florida 32245

ARTICLE VIII
Initial Registered Agent and Office

The initial registered agent and office of the corporation shall be as follows:

William C. McKenna
4601 Touchton Road East, Suite 3400
Jacksonville, Florida 32245

who is familiar with the obligations of such designation and by accepting this designation agrees to comply with the provisions of Sections 48.091 and 48.151, Florida Statutes, as amended from time to time, with respect to keeping an office to receive service of process from the Chief Financial Officer of the State of Florida.

ARTICLE IX
Directors

The corporation shall have eleven directors upon the reorganization. Thereafter, the number of directors shall be as set forth in the corporation's bylaws, as may be amended from time to time, but in no event shall the number of directors be less than five in accordance with Section 628.231, Florida Statutes. A majority of the directors shall be United States citizens, and all of the directors shall be over eighteen years of age. The term of office of the directors shall be as set forth in the bylaws of the corporation, as may be amended from time to time. After a director has been elected to and qualified for a directorship, such director may not be removed without cause except upon the affirmative vote of at least two-thirds (2/3) of the board of directors.

ARTICLE X
Indemnification

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents of the corporation to the full extent permitted by law.

ARTICLE XI
Participating Policies

Pursuant to Section 628.361, Florida Statutes, the corporation shall be authorized to issue any or all of its policies of insurance with or without participation in profits, savings, or unabsorbed portions of premiums, to classify policies issued on a participating and non-participating basis, and to determine the right to participate and the extent of participation of any class or classes of policies. Any such classification or determination shall be reasonable and shall not unfairly discriminate as between policyholders within the same such classification.

ARTICLE XII
Shareholder Action Without a Meeting


Any action required or permitted by Florida law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote if (a) the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted and (b) such action is requested by an affirmative vote of at least two-thirds (2/3) of the board of directors.

ARTICLE XIII
Amendment

These Articles of Incorporation may be amended by a majority vote of the shareholders present in person or by proxy at any annual or special meeting called for that purpose, provided that the amendment has been recommended by an affirmative vote of at least two-thirds (2/3) of the board of directors and the full text of the amendment has been included in the due notice of the meeting. Nothing herein shall prohibit the board of directors from amending these Articles of Incorporation as provided by law.

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

William C. McKenna, having been designated as the corporation's registered agent, is familiar with and accepts the obligations of the position of registered agent under Section 607.0505, Florida Statutes.


William C. McKenna
Registered Agent

CERTIFICATE OF CORPORATE SECRETARY

I hereby certify that the attached is a true and correct copy of the Amended and Restated Articles of Incorporation of National Grange Mutual Insurance Company approved by the requisite number of members at a duly noticed special meeting held on August 26, 2005. Members are comprised of policyholders, and there are currently no shareholders. No shareholder vote was required for approval.


William C. McKenna, Secretary

