

P25786

(Requestor's Name)

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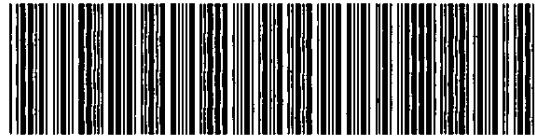
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
09 NOV -6 AM 9:00

cc/cub
Amend/chg Gui
10 11/10/09

10



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

November 5, 2009

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

RE: The First Liberty Insurance Corporation
Document #P25786
Amendment to Authorization to Transact Business

To Whom It May Concern:

In connection with the redomestication of The First Liberty Insurance Corporation from the State of Iowa to the State of Illinois, effective September 2, 2009, 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 Compliance (Good Standing)
- Certified copy of the Articles of Reorganization
- 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
Enclosure

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: THE FIRST LIBERTY INSURANCE CORPORATION
Name of Corporation

DOCUMENT NUMBER: P25786

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Bernie M. Schilling

Name of Contact Person

Liberty Mutual Group Inc.

Firm/Company

175 Berkeley Street, MS 07A

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 M. Schilling

Name of Contact Person

at (617)

574-3095
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)


P25786

(Document number of corporation (if known))

1. THE FIRST LIBERTY INSURANCE CORPORATION
(Name of corporation as it appears on the records of the Department of State)
2. IOWA 3. August 28, 1989
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

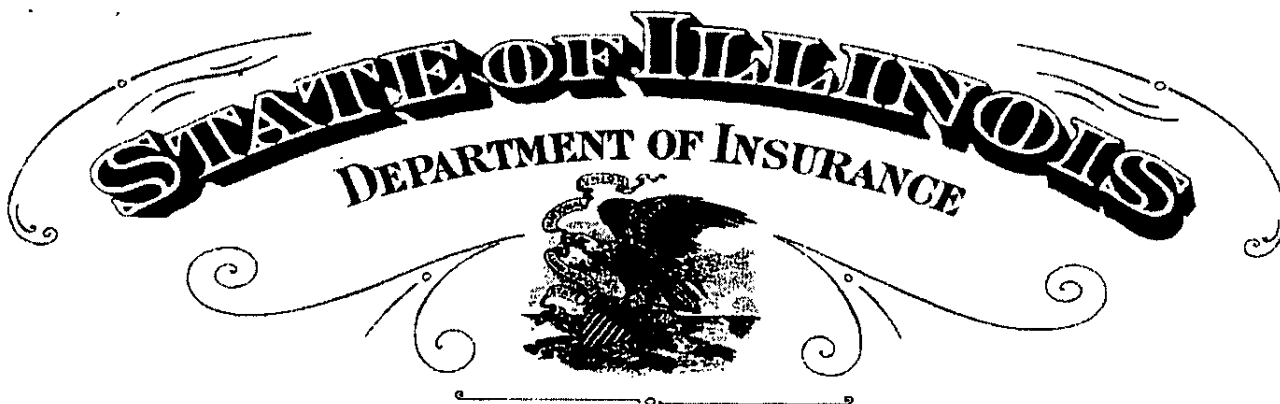
4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? N/A
5. N/A
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new 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.
Illinois
(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)

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
09 NOV -6 AM 9:00



WHEREAS, the THE FIRST LIBERTY INSURANCE CORPORATION
located at COUNTY OF COOK in the State of **Illinois** was incorporated
pursuant to the provisions of the "**Illinois Insurance Code**" applicable to
said Company:

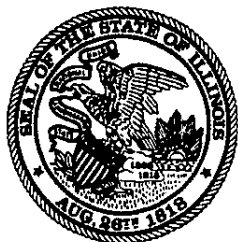
NOW, THEREFORE, I the undersigned, Director of Insurance of the
State of Illinois, do hereby certify the said Company is authorized to transact
its appropriate business as set forth under Clause(s)

(a), (b), (c), (d), (e), (f), (g), (h), (i), (j), (k), (l) of Class 2
(a), (b), (c), (d), (e), (f), (g), (h), (i) of Class 3

of Section 4 of the "**Illinois Insurance Code**" in this State, in accordance
with the laws thereof.

DEPARTMENT OF INSURANCE of the State of
Illinois;

DATE: September 29, 2009




MICHAEL T. MCRAITH
Director of Insurance



STATE OF ILLINOIS
DEPARTMENT OF INSURANCE

320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001



I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed this Seal in Springfield, Illinois.

Date: SEP 11 2009 Michael J. McGrath
Director of Insurance

ARTICLES OF REORGANIZATION,
OF
THE FIRST LIBERTY INSURANCE CORPORATION

WHEREAS The First Liberty Insurance Corporation was incorporated on June 16, 1989 under the laws of the State of Iowa, in accordance with Section 490.203 of the Iowa Code Annotated, and

WHEREAS The First Liberty Insurance Corporation desires to reorganize under the laws of the State of Illinois by complying with the provisions of Article XII of the Illinois Insurance Code and intends that, as of the date when its reorganization as an Illinois domestic company (the "Reorganization") has been effected, it shall be bound by all the terms and provisions of the Illinois Insurance Code, applicable to similar domestic companies organized or incorporated thereunder;

NOW, THEREFORE, when the Reorganization has been effected, the articles of reorganization of The First Liberty Insurance Corporation shall be as follows, and these articles of reorganization shall be the articles of incorporation of the reorganized The First Liberty Insurance Corporation:

ARTICLE I
Name

The name of the corporation is The First Liberty Insurance Corporation (hereinafter called the "Company").

ARTICLE II
Principal Office

The principal office of the Company shall be located in the County of Cook, State of Illinois.

ARTICLE III
Duration

The Company shall have perpetual existence.

ARTICLE IV
Purposes; Classes and Kinds of Business

The purposes of the Company are:

1. to engage in the business of and to transact any or all insurance and reinsurance of the kinds enumerated in Class 2 (Casualty, Fidelity and Surety) and Class 3 (Fire and Marine, etc.) of Section 4 of the Illinois Insurance Code, namely:

Class 2. Casualty, Fidelity and Surety.

- (a) Accident and health.
- (b) Vehicle.
- (c) Liability.
- (d) Workers' compensation.
- (e) Burglary and forgery.
- (f) Glass.

- (g) Fidelity and surety.
- (h) Miscellaneous. (i) Other casualty risks.
- (j) Contingent losses.
- (k) Livestock and domestic animals.
- (l) Legal expense insurance.

Class 3. Fire and Marine, etc.

- (a) Fire.
- (b) Elements.
- (c) War, riot and explosion.
- (d) Marine and transportation.
- (e) Vehicle.
- (f) Property damage, sprinkler leakage and crop.
- (g) Other fire and marine risks.
- (h) Contingent losses.
- (i) Legal expense insurance.

2. to engage directly in any of the following businesses:

- (a) rendering investment advice;
- (b) rendering services related to the functions involved in the operation of its insurance business including, but not limited to, actuarial, loss prevention, safety engineering, data processing, accounting, claims, appraisal and collection services;
- (c) acting as administrative agent for a governmental instrumentality which is performing an insurance function for a health or welfare program;
- (d) reinsuring the business of title insurance companies, provided that the Company shall have capital and surplus of not less than the amount required by law;
- (e) any other business activity reasonably complementary or supplementary to its insurance business, either to the extent necessarily or properly incidental to the insurance business the Company is authorized to do or to the extent approved by the Director of Insurance of the State of Illinois if such approval is required by law at the time; and

3. to engage in any other lawful business or activity.

ARTICLE V
Directors

The number of the directors of the Company shall be not less than the minimum nor more than the maximum stated in Section 10 of the Illinois Insurance Code. The composition of the board shall comply with the applicable provisions of Sections 10 and 131.20b of the Illinois Insurance Code. The directors of the Company immediately prior to the Reorganization shall become the directors of the reorganized Company. Beginning with the first annual meeting of the shareholders following the effective date of the Reorganization, the directors shall be elected by the shareholders at each annual meeting of the shareholders, subject to such further provisions as may be contained in the by-laws. Each

director shall hold office until the next annual meeting of the shareholders shall have elected directors and until his or her successor is elected and has accepted.

ARTICLE VI
Stock

The aggregate amount of capital stock the Company shall have authority to issue is 30,000 shares of common stock, having \$120.00 par value per share, making a total of \$3,600,000 authorized capital. As of the date of these Articles of Reorganization, the aggregate number of shares currently issued and outstanding is 30,000.

ARTICLE VII
Time and Effect of Reorganization

When the Director of Insurance of the State of Illinois approves these Articles of Reorganization, the Reorganization shall be effected. When the Reorganization has been effected, the Company shall continue in existence as, and thereafter be, a company of the State of Illinois. Upon approval, a copy of the approved Articles shall be recorded in the office of the recorder in the county where the principal office of the Company is located.

ARTICLE VIII
Initial Board of Directors Upon Reorganization

When the Reorganization has been effected, each of the following persons shall continue to serve as a director of the Company until the first annual meeting of the shareholders following the effective date of the Reorganization has elected directors:

J. Paul Condryn, III

A. Alexander Fontanes

Stephen Douglas Hylka

Edmund F. Kelly

Dennis J. Langwell

Dexter R. Legg

Christopher C. Mansfield

Deborah Michel

Timothy M. Sweeney

Mary Ann Thaman

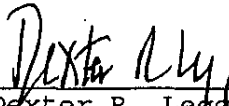
ARTICLE IX
Elimination of Liability

No director of the Company shall be liable to the Company or its shareholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (i) for a breach of the director's duty of loyalty to the Company or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for a transaction from which the director derived an improper personal benefit.


ARTICLE X
Amendment of Articles of Reorganization

These Articles of Reorganization may be amended in any respect not in violation of law in the following manner: The board of directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote of the shareholders at either an annual or special meeting. At such meeting the proposed amendment shall be adopted upon receiving the affirmative vote of the holders of at least two-thirds of the outstanding shares. Upon the adoption of the amendment, the restated articles of incorporation shall be delivered to the Director of Insurance of the State of Illinois for such approval or disapproval as may be required by law at the time of the adoption of the amendment.

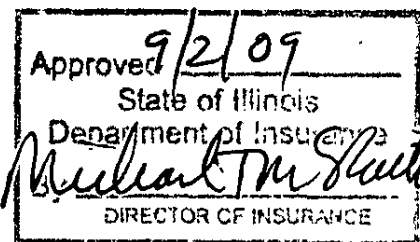
IN WITNESS WHEREOF, the undersigned officers of the Company have executed these Articles of Reorganization in duplicate on this 10th day of June, 2009.



Dexter R. Legg
Vice President



James R. Pugh
Assistant Secretary



COMMONWEALTH OF MASSACHUSETTS
COUNTY OF SUFFOLK

Acknowledged, subscribed and sworn to before me this 10th day of June, 2009.

(SEAL)



Notary Public
My commission expires: March 16, 2012

