

854150



Sentry Insurance

Sentry Insurance
A Mutual Company
P.O. Box 8020
Stevens Point, WI 54481
715 346-6000
Fax: 715 346-7516

December 16, 1999

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

200003075822--9
-12/21/99--01010--010
*****43.75 *****43.75

Re: Sentry Select Insurance Company, formerly known as
John Deere Insurance Company

Please be advised that on September 30, 1999, Sentry Insurance a Mutual Company acquired John Deere Insurance Company, which is authorized to do business as a foreign corporation in the State of Florida and is licensed by the Florida Insurance Department. The company's name was changed from John Deere Insurance Company to Sentry Select Insurance Company.

The purpose of this letter is to request that you issue a new Certificate of Status in the name of Sentry Select Insurance Company. I have enclosed a completed Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, together with a check in the amount of \$43.75. If this amount is insufficient, please advise.

Please send the new Certificate of Status to me in the enclosed return envelope.

Thank you for your assistance in this matter. If you have any questions, or if further information or documentation is necessary, please contact me directly at (715) 346-6373.

Very truly yours,

Sue Brock
Legal/Corporate Specialist

NC
1-21-00
PMS

Enclosures

FILED
00 JAN 21 PM 3:32
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA



Sentry Insurance

Sentry Insurance
A Mutual Company
P.O. Box 8020
Stevens Point, WI 54481
715 346-6000
Fax: 715 346-7516

January 14, 2000

Doug Spitler
Document Specialist
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Your Letter No. 900A00001088
Sentry Select Insurance Company, formerly known as
John Deere Insurance Company

Dear Mr. Spitler:

Pursuant to your letter dated January 10, 2000 (copy enclosed), enclosed is a certified copy of the amended and restated Articles of Incorporation which change the name of the company from Sentry Select Insurance Company from John Deere Insurance Company. I have also enclosed a certificate of compliance from the Illinois Insurance Company, and am returning the original Application.

Please issue a new Certificate of Status in the name of Sentry Select Insurance Company and return it to me in the enclosed envelope.

Thank you for your assistance in this matter. If you have any questions, or if further information or documentation is necessary, please contact me directly at (715)346-6373.

Very truly yours,

Sue Brock
Legal/Corporate Specialist

Enclosures

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00 JAN 21 PM 3:32
DEPT. OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 10, 2000

SENTRY INSURANCE
ATTN: SUE BROCK
P.O. BOX 8020
STEVENS POINT, WI 54481

SUBJECT: JOHN DEERE INSURANCE COMPANY
Ref. Number: 854150

FILED
00 JAN 21 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for JOHN DEERE INSURANCE COMPANY and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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) 487-6957.

Doug Spidler
Document Specialist

Letter Number: 900A00001088

(Pursuant to s. 607.1504, F.S.)

SECTION I

1. John Deere Insurance Company

Name of corporation as it appears on the records of the Department of State.

2. Illinois

Incorporated under laws of

3 January 15, 1929

Date authorized to do business in Florida

SECTION II

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? October 1, 1999

5. Sentry Select Insurance Company

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.

No change.

New Duration

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

No change.

New Jurisdiction

W O'Reilly
Signature

Signature _____

December 14, 1999

Date _____

William M. O'Reilly

Typed or printed name

Secretary

Title

FILED
00 JAN 21 PM 3:32
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA



STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767



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 Department of Insurance.

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

Date: NOV 16 1999 Nat Shapo
Director of Insurance

Amended and Restated 09/30/99

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SENTRY SELECT INSURANCE COMPANY**

The following Restated Articles of Incorporation, duly adopted pursuant to the authority and provisions of applicable law, supersede and take the place of all prior Articles of Incorporation of Sentry Select Insurance Company, formerly known as John Deere Insurance Company (the "Company") and amendments thereto:

ARTICLE I

Name and Location. The name of the Company shall be Sentry Select Insurance Company; and its location and principal place of business shall be in Rock Island County, Illinois.

ARTICLE II

Duration. The duration of the Company shall be perpetual.

ARTICLE III

Purpose. The Company is organized for the purpose of transacting Class 2 and Class 3 insurance business as provided in Section 4 of the Illinois Insurance Code and may write those kinds of insurance described in subsection 2(a) entitled "Accident and Health;" subsection 2(b) entitled "Vehicle;" subsection 2(c) entitled "Liability;" subsection 2(d) entitled "Workers Compensation;" subsection 2(e) entitled "Burglary and Theft;" subsection 2(f) entitled "Glass;" subsection 2(g) entitled "Fidelity and Surety;" subsection 2(h) entitled "Miscellaneous;" subsection 2(i) entitled "Other Casualty Risks;" subsection 2(j) entitled "Contingent Losses;" subsection 2(k) entitled "Livestock and Domestic Animals;" subsection 3(a) entitled "Fire;" subsection 3(b) entitled "Elements;" subsection 3(c) entitled "War, Riot and Explosion;" subsection 3(d) entitled "Marine and Transportation;" subsection 3(e) entitled "Vehicle;" subsection 3(f) entitled "Property Damage;" subsection 3(g) entitled "Other Fire and Marine Risks;" and subsection 3(h) entitled "Contingent Losses" of Section 4, and every other insurance appertaining thereto or in connection therewith, and shall do all things necessary or incident thereto.

ARTICLE IV

Capital Stock. The amount of authorized capital of the Company shall be Twenty-five Million Dollars (\$25,000,000); the aggregate number of common shares which the Company shall have authority to issue shall be One Hundred Thousand (100,000); the par value of each common share shall be Two Hundred Fifty Dollars (\$250.00). The Board of Directors shall have the power, by appropriate resolution, to authorize the issuance or sale at any time or from time to time of the whole or any part of the One Hundred Thousand (100,000) authorized shares that are unissued to one or more permits issued at any time, or from time to time, by the Director of Insurance, State of Illinois.

Approved this 1st day of October, A. D. 1999

2

Nat Shapo
Nathaniel S. Shapo, Director

ARTICLE V

Restrictions on Transfer of Stock. Transferring shares of the Company's stock may be restricted provided that any such restriction shall be stated upon the certificate representing the shares so restricted.

ARTICLE VI

Preemptive Rights. No shareholder shall, because of ownership of shares, have a preemptive or other right to purchase, subscribe for, or take any part of any shares or any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of the Company issued, optioned or sold by it after its incorporation, unless specifically authorized by the Board of Directors.

ARTICLE VII

Directors. The business and affairs of the Company shall be managed by a Board of Directors. The number of Directors constituting the Board shall be not less than five (5) nor more than nine (9), the actual number of Directors, within said limits, to be fixed by the Bylaws of the Company. Directors need not be shareholders of the Company.

ARTICLE VIII

Officers. The principal officers of the Company shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers specifically designated as principal officers by the Board of Directors.

ARTICLE IX

Meetings of Shareholders. Meetings of shareholders shall be held as prescribed by the Bylaws. A quorum, as defined in the Bylaws, shall be required for the transaction of business at any meeting of the shareholders.

ARTICLE X

Fiscal Year. The fiscal year of the Company shall begin on the first day of January and end on the last day of December of each year.

ARTICLE XI

Amendments. Amendments to these Amended and Restated Articles of Incorporation may be made at any special meeting duly called for that purpose, or at any annual meeting of the shareholders, provided that a statement of the nature of the proposed amendment is included in the notice of the meeting, upon receiving the affirmative vote of the holders of at least two-thirds of the shares entitled to vote thereon.

STATE OF ILLINOIS

DEPARTMENT OF INSURANCE



Sentry Select Insurance Company

WHEREAS, the _____

located at Rock Island County 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 that 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) of Class 2

(a), (b), (c), (d), (e), (f), (g), (h) of Class 3

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



IN TESTIMONY WHEREOF, I

hereto set my hand and cause to be affixed

the Seal of my office. Done at the City of _____
1st

Springfield, this _____ day of
December 1999

_____, A.D., _____

Nat Shapo

Nathaniel S. Shapo, Director of Insurance