

802193

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

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11 MAR 17 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

change  
Jeri SD  
3/18

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** St. Paul Mercury Insurance Company  
Name of Corporation

**DOCUMENT NUMBER:** 802193

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Cheryl Urbaniak

Name of Contact Person

The Travelers Companies, Inc.

Firm/Company

385 Washington Street

Address

St. Paul, MN 55102

City/State and Zip Code

curbania@travelers.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Cheryl Urbaniak

Name of Contact Person

at ( 651 ) 310-8026

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)**

802193

(Document number of corporation (if known))

1. St. Paul Mercury Insurance Company

(Name of corporation as it appears on the records of the Department of State)

2. Minnesota

(Incorporated under laws of)

3. 5/13/1925

(Date authorized to do business in Florida)

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TALLAHASSEE, 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. \_\_\_\_\_  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

\_\_\_\_\_  
(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.

Connecticut

(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.

Jeffrey Slack  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Jeffrey Slack

(Typed or printed name of person signing)

Assistant Corporate Secretary

(Title of person signing)



## SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 150470, HARTFORD, CT 06115-0470

DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06106

PHONE: 860-509-6003

WEBSITE: [www.concord-sols.ct.gov](http://www.concord-sols.ct.gov)

### CERTIFICATE OF REDOMESTICATION INSURANCE COMPANY REDOMESTICATION TO CONNECTICUT

*Certificate of Authorization from Insurance Commissioner and a  
this certificate.*

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FILED 12/03/2010 08:37 AM PAGE 00813  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 8 1/2 X 11 SHEETS IF NECESSARY.

#### FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS):

NAME: Cheryle A. Damato  
ADDRESS: The Travelers Companies, Inc.  
One Tower Square, Corp. Law 8MS  
CITY: Hartford  
STATE: CT ZIP: 06109

#### FILING FEE: \$100 PLUS FRANCHISE TAX

MAKE CHECKS PAYABLE TO "SECRETARY  
OF THE STATE"

#### 1. NAME OF INSURANCE COMPANY:

St. Paul Mercury Insurance Company

#### 2. CHARTER HISTORY OF CORPORATION (INCLUDING DATE AND PLACE OF INCORPORATION, NAME CHANGE INFORMATION AND INFORMATION REGARDING CHANGE OF DOMICILE STATE):

St. Paul Mercury Insurance Company was incorporated in Minnesota on August 27, 1964. The company changed its name from The St. Paul Insurance Company to St. Paul Mercury Insurance Company on December 29, 1967.

#### 3. APPROVALS:

THE CORPORATION'S REDOMESTICATION TO CONNECTICUT WAS APPROVED BY THE INSURANCE  
COMMISSIONER OF THE STATE OF

Minnesota

(STATE FROM WHICH CORPORATION IS REDOMESTICATING)

THE CORPORATION'S REDOMESTICATION WAS APPROVED BY THE INSURANCE COMMISSIONER OF THE  
STATE OF CONNECTICUT AS DEMONSTRATED BY SUCH COMMISSIONER'S CERTIFICATE OF APPROVAL  
INCLUDED HERewith.

#### 4. VOTE INFORMATION (CHECK AND COMPLETE A OR B)

☒ (A). THE INSURANCE COMPANY HAS AUTHORITY TO ISSUE CAPITAL STOCK. THE RESOLUTION OF  
REDOMESTICATION WAS ADOPTED BY ITS BOARD OF DIRECTORS AND APPROVED BY ITS  
SHAREHOLDERS AS FOLLOWS (PROVIDE AT MINIMUM THE TOTAL NUMBER OF SHAREHOLDER  
VOTES CAST IN FAVOR OF THE RESOLUTION AND THE TOTAL NUMBER OF VOTES CAST  
AGAINST THE RESOLUTION OR IF NO SHAREHOLDER APPROVAL WAS REQUIRED, PROVIDE  
A STATEMENT TO THAT EFFECT): The total number of shareholder votes cast in favor  
of the resolution was 2,350,000. No votes were cast against it.

☐ (B). THE CORPORATION IS A MUTUAL INSURANCE COMPANY. THE RESOLUTION OF  
REDOMESTICATION WAS ADOPTED BY ITS BOARD OF DIRECTORS AND APPROVED BY ITS  
MEMBERS AS FOLLOWS (PROVIDE AT MINIMUM THE TOTAL NUMBER OF MEMBER VOTES  
CAST IN FAVOR OF THE RESOLUTION AND THE TOTAL NUMBER OF VOTES CAST AGAINST  
THE RESOLUTION OR IF NO MEMBERSHIP APPROVAL WAS REQUIRED, PROVIDE A STATEMENT  
TO THAT EFFECT):

5. CERTIFICATE OF INCORPORATION:		
THE CORPORATION'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION IS ATTACHED HERETO.		
6. EXECUTION:		
DATED THIS <u>3<sup>rd</sup></u> DAY OF <u>December</u> , 20 <u>10</u>		
NAME OF SIGNATORY (print/type)	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Maryellen Prudhomme	Assistant Corporate Secretary	<i>Maryellen Prudhomme</i>

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 SECRETARY OF THE STATE  
 CONNECTICUT SECRETARY OF THE STATE



# State of Connecticut

## Insurance Department

FILING #0004286234 PG 03 OF 37 VOL B-01473  
FILED 12/03/2010 08:37 AM PAGE 00815  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

This is to Certify, that

- the redomestication of St. Paul Mercury Insurance Company, a Minnesota insurance company, pursuant to Section 38a-58a Connecticut General Statutes, is approved,
- the attached Certificate of Redomestication and Amended and Restated Certificate of Incorporation effecting its change of domicile is approved, and
- the effective date of the redomestication is December 15, 2010.

Witness my hand and official seal, at HARTFORD,

this 25<sup>th</sup> day of October, 2010

Insurance Commissioner

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
ST. PAUL MERCURY INSURANCE COMPANY**

**Section 1.** The name of the corporation is St. Paul Mercury Insurance Company.

The corporation is a continuation of the existence of St. Paul Mercury Insurance Company, through its adoption of Connecticut as its corporate domicile. The corporation's date of incorporation is August 27, 1964, the original date of incorporation of St. Paul Mercury Insurance Company.

**Section 2.** The business purposes and powers of said corporation shall be as follows:

The corporation shall have the purposes and powers to write fire, extended coverage and other allied lines, homeowners multiple perils, commercial multiple peril, earthquakes, growing crops, ocean and inland marine, accident and health, workers' compensation, liability, including automobile liability, automobile physical damage, aircraft, fidelity and surety, glass, burglary and theft, boiler and machinery, residual value insurance, credit, and any and all forms of property and casualty insurance which any other corporation now or hereafter incorporated in Connecticut and empowered to do insurance businesses may now or hereafter lawfully do; to accept or cede reinsurance; to issue policies and contracts for any kind or combinations of kinds of insurance; to acquire and hold any or all of the shares or other securities of any corporation or other entities; and to engage in any lawful act or activity for which corporations may be formed under the laws of Connecticut. The corporation is authorized to exercise the powers herein granted in any state, territory or jurisdiction of the United States or in any foreign country.

**Section 3.** The total number of shares which the corporation has authority to issue is two million three-hundred-fifty thousand (2,350,000) shares of common stock, with a par value of \$1.80 dollars (\$1.80) per share. All shares of common stock have unlimited voting rights and together are entitled to receive the net assets of the corporation upon dissolution.

**Section 4.** The principal place of business of the corporation in the State of Connecticut shall be One Tower Square, Hartford, Connecticut, 06183. The corporation may establish and maintain an office within or without the State of Connecticut or offices in such other places as the board of directors may from time to time find necessary or desirable.

**Section 5.** The personal liability to the corporation or its shareholders of a person who is or was a director of the corporation for monetary damages for breach of duty as a director shall be limited to the amount of the compensation received by the director for serving the corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the director, (b) enable the director or an associate, as defined in Section 33-840 of the Connecticut Business Corporation Act (the "CBCA") as in effect on the effective date hereof or as it may be amended from time to time, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the corporation, (d) constitute a sustained and

unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation, or (e) create liability under Section 33-757 of the CBCA as in effect on the effective date hereof or as it may be amended from time to time. The personal liability of a person who is or was a director to the corporation or its shareholders for breach of duty as a director shall further be limited to the full extent allowed by the CBCA as it may be amended from time to time. Any lawful repeal or modification of this Section or the adoption of any provision inconsistent herewith by the board of directors and the shareholders of the corporation shall not, with respect to a person who is or was a director, adversely affect any limitation of liability, right or protection existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.

#### Section 6.

- (1) The corporation shall indemnify its directors for liability, as defined in Section 33-770(5) of the CBCA, to any person for any action taken, or any failure to take any action, as a director, except liability that: (a) involved a knowing and culpable violation of law by the director; (b) enabled the director or an associate (as defined in Section 33-840 of the CBCA) to receive an improper personal gain; (c) showed a lack of good faith and conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that the director's conduct or omission created an unjustifiable risk of serious injury to the corporation; (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation; or (e) created liability under Section 33-757 of the CBCA. Notwithstanding anything in the preceding sentence to the contrary, the corporation shall be required to indemnify a director in connection with a proceeding commenced by such director only if (i) the commencement of such proceeding by the director was authorized by the board of directors of the corporation or (ii) such proceeding was brought to establish or enforce a right of indemnification under this Section or the by-laws of the corporation. This Section shall not affect the indemnification or advance of expenses to a director for any liability stemming from acts or omissions occurring prior to the effective date of this Section. Any lawful repeal or modification of this Section or the adoption of any provision inconsistent herewith by the board of directors and the shareholders of the corporation shall not, with respect to a person who is or was a director, adversely affect the indemnification or advance of expenses to such person for any liability stemming from acts or omissions occurring prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.
- (2) The corporation shall not be obligated by Section 33-776(d) of the CBCA to indemnify, or advance expenses, to any current or former employee or agent of the corporation who is not a director. However, the corporation may, at the discretion of the board of directors, indemnify, or advance expenses to, any current or former employee or agent of the corporation, who is not a director, to the fullest extent permitted by law.



**CERTIFICATION**

The undersigned, Maryellen Prudhomme, Assistant Corporate Secretary of St. Paul Mercury Insurance Company (the "Company"), does hereby certify that the foregoing Amended and Restated Certificate of Incorporation is a true and correct copy duly adopted by the Board of Directors of the Company effective October 22, 2010, and is in full force and effect as of the date of this certification.

  
Assistant Corporate Secretary

Hartford, Connecticut  
Dated: December 3, 2010

X-24 216

ARTICLES OF INCORPORATION

OF

THE ST. PAUL INSURANCE COMPANY

We, the undersigned, for the purpose of forming a corporation under and pursuant to the laws of the State of Minnesota, hereby associate ourselves as a body corporate and adopt the following articles of incorporation:

ARTICLE I

The name of this corporation is:

THE ST. PAUL INSURANCE COMPANY.

ARTICLE II

Its purpose is to insure against loss or damage to property on land and against loss of contents and rental values, leaseholds of buildings, lease and occupancy and direct or consequential loss or damage caused by fire, smoke or smudge, water or other fluid or substance, lightning, windstorm, tornado, cyclone, earthquake, collapse and slippage, rain, hail, frost, snow, ice, change of temperature, weather or climatic conditions, excess or deficiency of moisture, floods, the rising of waters, oceans, lakes, rivers or their tributaries, bombardment, invasion, insurrection, riot, civil war or commotion, military or usurped power, electrical power interruption or electrical breakdown from any cause, railroad equipment, action

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vehicles or aircraft, accidental injury to sprinklers, pipes, conduits or containers or other apparatus erected for extinguishing fires, explosion, whether fire ensues or not, except explosions on risks specified in Subdivision 1, clause (3). Section 60-29 Minnesota Statutes 1901, provided, however, the company may insure the following: (a) explosion of any kind originating outside the insured building or outside of the building containing the property insured; (b) explosion of pressure vessels which do not contain steam or which are not operated with steam coils or steam jackets; and (c) risks on non-owners multiple peril policies.

ARTICLE III

Its duration shall be perpetual.

ARTICLE IV

The location and post-office address of its registered office in this state is 385 Washington Street, Saint Paul, Minnesota 55102.

ARTICLE V

The amount of stated capital with which this corporation shall begin business is One Hundred Thousand Dollars (\$100,000).

ARTICLE VI

The authorized capital stock of the corporation shall consist of one hundred thousand shares, par value One Dollar (\$1.00) per share.

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ARTICLE VII

The names and post-office addresses of each of the incorporators are as follows:

Name	Post-office Address
A. B. Jackson	R. F. D. #3 Stillwater, Minnesota
M. Hubbs	1410 Edgoube Road Saint Paul, Minnesota
J. E. Christoll	9 Heather Place Saint Paul, Minnesota

ARTICLE VIII

The management of the corporation shall be vested in a board of Directors consisting of not less than seven (7), nor more than eleven (11) members, all of whom shall be stockholders and shall be elected annually by the stockholders at the annual meeting, which meeting shall be held at the principal place of business of the corporation at 11:30 o'clock in the forenoon of the Friday following the fourth Thursday of January in each year. Each director shall hold office for one year and until his successor is elected and qualifies. Immediately following the annual stockholders' meeting the board of Directors elected at such meeting shall convene and shall elect a President and may elect a Chairman of the Board who shall hold office until the next annual meeting or until his successors are elected and qualify. It shall have power to elect Vice Presidents, a corporate Secretary, and such other officers as it deems advisable to hold office during



X-244-245  
the pleasure of the Board and to exercise such powers as the Board may from time to time prescribe. Only the Chairman of the Board and the President need be members thereof. The names and post-office addresses of the first Board of Directors are:

Name	Post-office Address
W. H. Benson	745 Osceola Avenue Saint Paul, Minnesota 55105
A. S. Davis	1029 35th Ave. S.E. Stillwater, Minnesota
W. H. Darrah	1200 Scheffer Avenue Saint Paul, Minnesota 55112
W. H. Drake, Jr.	1095 Delaware Avenue Saint Paul, Minnesota 55118
H. H. Hubbs	1410 Edgemoor Road Saint Paul, Minnesota 55118
H. E. Jackson	Rt. 2, Box 123 Stillwater, Minnesota
W. H. Johnson	1083 Lombard Avenue Saint Paul, Minnesota 55105
H. E. King	257 Mt. Curve Blvd. Saint Paul, Minnesota 55105
H. B. Shepard, Jr.	2155 Delaware Avenue Saint Paul, Minnesota 55118
H. W. Swanson	No. 3 River Ridge Circle Saint Paul, Minnesota 55118

Each of the above shall hold office until the first meeting of the stockholders in 1965, and until their successors shall have been elected and qualify.

ARTICLE IX

The highest amount of indebtedness or liability, exclusive of

X-2014-220

policy liability, to which this corporation shall at any  
time be subject, shall be two hundred thousand dollars  
(\$200,000).

IN WITNESS WHEREOF, I have hereunto set our hands and seals  
this 21st day of August, 1964.

In presence of:

A. B. Jackson (SEAL)

R. E. Hubbs (SEAL)

J. P. Driscoll (SEAL)

STATE OF CONNECTICUT

COUNTY OF MIDDLESEX

On this 21st day of August, 1964, before me, Notary Public,  
personally appeared A. B. JACKSON, R. E. HUBBS and J. P.  
DRISCOLL, to the same of the persons named in and who ex-  
ecuted the foregoing articles of incorporation, and each  
acknowledged to me their own free act and deed for  
the same, and the same to be in full force and effect.

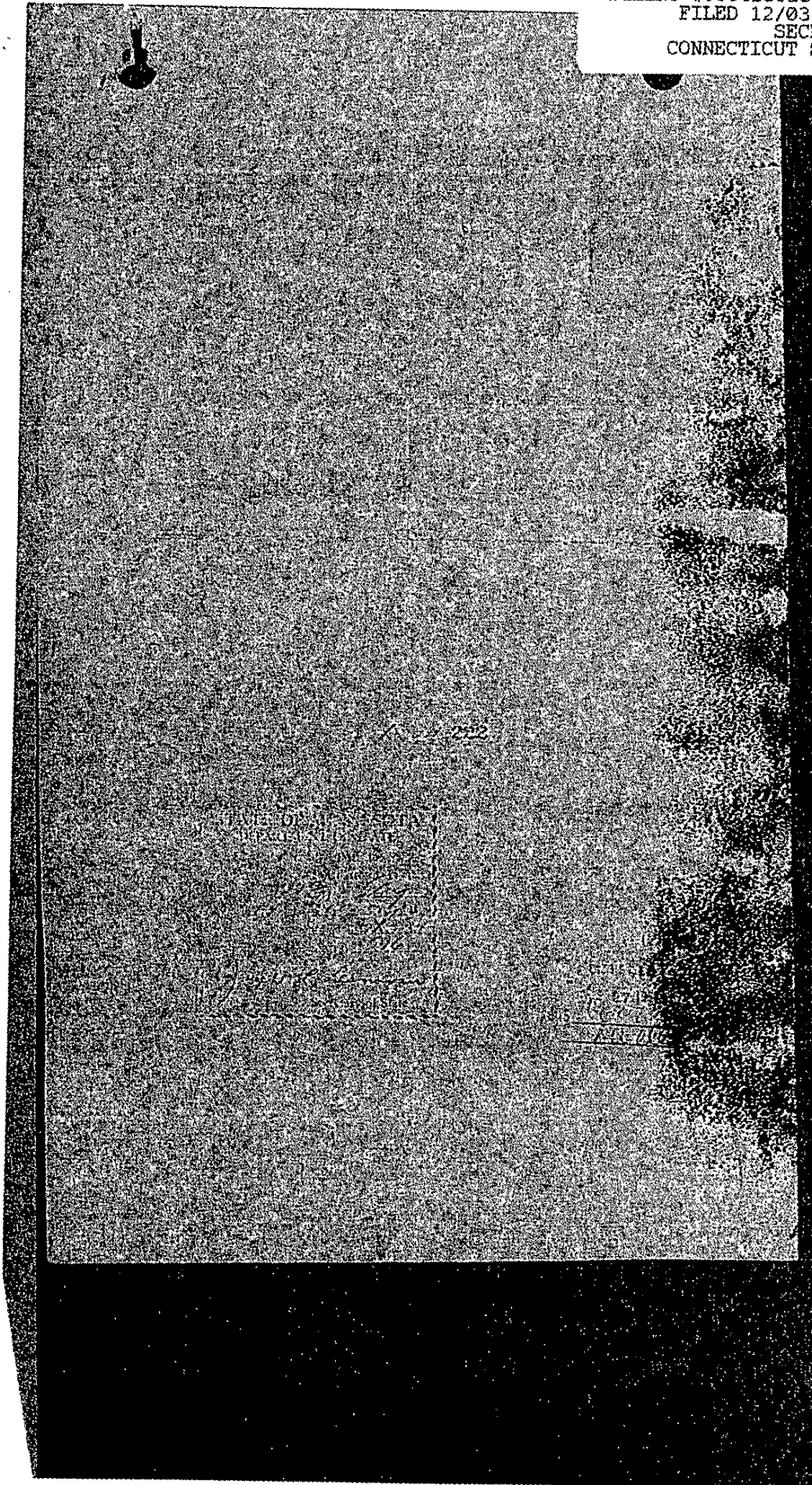
J. P. Driscoll  
Notary Public (SEAL)

NOTARY PUBLIC  
My Comm. Expires 12/31/67

X-51122  
The foregoing articles of incorporation are hereby approved.

*John F. McGovern*  
Commissioner of Insurance







77-28 81  
81  
CERTIFICATE OF AMENDMENT

THIS CERTIFIES that at a meeting of the stockholders of  
The St. Paul Insurance Company, a Minnesota corporation, duly  
called and held on the 8th day of August, 1967, at which meeting  
all 100,000 shares of the outstanding capital stock of the  
corporation were present in person or by proxy, the following  
resolution was adopted by the unanimous vote of the stockholders:

RESOLVED, That ARTICLE II of the Articles of Incorporation  
of The St. Paul Insurance Company be amended to read as follows:

ARTICLE II

The nature of the business and the objects and purposes to  
be transacted, provided, and carried on by the Company  
are those of an insurance company. To this end it shall  
have power:

(1) To insure against loss or damage to property, on  
land and against loss of rents and rental values,  
leaseholds of buildings, use and occupancy and direct  
or consequential loss or damage caused by fire, smoke  
or sledge, water or other fluid or substance, lightning,  
windstorm, tornado, cyclone, earthquake, collapse and  
slippage, rain, hail, frost, snow, freeze, change of  
temperature, weather or climatic conditions, excess or  
deficiency of moisture, floods, the rising of waters,  
beings, lakes, rivers or their tributaries, bombardment,  
invasion, insurrection, riot, civil war or commotion,  
military or naval power, electrical power interruption  
or electrical breakdowns, any cause, railroad equip-  
ment, motor vehicles or aircraft, accidental injury to  
sprinklers, pipes, conduits or containers or other  
apparatus erected for extinguishing fires, explosion,  
whether fire ensues or not.

(2) (a) To insure vessels, freight, goods, wares,  
merchandise, specie, bullion, jewels, profits,  
commissions, bank notes, bills of exchange, and other  
evidences of debt, bottomry and respondentia interest.

4-26-82

- and every insurance appertaining thereto connected with risks of transportation and navigation on and under water, on land or in the air;
- (3) to insure all personal property, floater risks;
- (4) to insure against any loss from either direct or indirect damage to any property or interest of the assured or of another, resulting from the explosion of or injury to (a) any boiler, heater or other fired pressure vessel; (b) any unfired pressure vessel; (c) pipes or containers connected with any of said boilers or vessels; (d) any engine, turbine, compressor, pump or wheel; (e) any apparatus generating, transmitting or using electricity; (f) any other machinery or apparatus connected with or operated by any of the previously named boilers, vessels or machines; and including the incidental power to make inspections of and to issue certificates of inspection upon any such boilers, apparatus, and machinery, whether insured or otherwise;
- (5) to insure against loss or damage by the sickness, bodily injury or death by accident of the assured or his dependents;
- (6) to insure against the legal liability, whether imposed by common law or by statute or assumed by contract, of any employer for the death or disability or injury to his or its employees;
- (7) to guarantee the fidelity of persons in fiduciary positions, public or private, or to act as surety on official and other bonds, and for the performance of officials or other obligations;
- (8) to insure owners and others interested in real estate against loss or damage by reason of defective titles, mortgages or otherwise;
- (9) to insure against loss or damage by breakage of glass located on or in transit;
- (10) (a) to insure against loss by burglary, theft or larceny;
- (b) to insure against loss or damage to money, bonds, bullion, securities, notes, drafts, acceptance or any other valuable paper or document, resulting from any cause, except while in the custody or possession of and being transported by any carrier on hire or in the mail;
- (c) to insure against loss or damage by water or another fluid substance;

4-28-83

- (9) To insure against loss from death of domestic animals and to furnish veterinary service;
- (10) To guarantee merchants and those engaged in business, and giving credit, from loss by reason of giving credit to those dealing with him; this shall be known as credit insurance;
- (11) To insure against loss or damage to automobiles or other vehicles or aircraft and their contents by collision, fire, burglary, theft, and other perils of operation, and against liability for damage to persons or property of others by collision with such vehicles or aircraft, and to insure against any loss or hazard incident to the ownership, operation, or use of motor or other vehicles or aircraft;
- (12) To insure against liability for loss or damage to the property or person of another caused by the insured or by those for whom the insured is responsible, including insurance of medical, hospital, surgical, funeral or other related expense of the insured or other person injured, irrespective of legal liability of the insured when issued with or supplemental to policies of liability insurance;
- (13) To insure against loss of or damage to any property of the insured resulting from the ownership, maintenance or use of elevators, except loss or damage by fire;
- (14) To make or effect reinsurance of any risks;
- (15) In addition to all powers it shall have power to transact, within and without the State of Minnesota, any kinds or classes of insurance business which companies or its kind are now or may hereafter be permitted by law to transact, whether or not such kinds or classes of insurance are specifically enumerated elsewhere in this charter or existing amendments thereto;
- (16) Any policy issued by the Company may cover any one or more of the risks it is authorized to insure;
- (17) The powers herein conferred upon the Company are in furtherance and not in limitation of the powers conferred by the Statutes of the State of Minnesota as from time to time in force and effect, and the Company



4-11-84

shall have in addition to such authorized statutory powers as are in this Charter recited all other powers and privileges conferred by the Statutes of the State of Minnesota now existing or hereinafter enacted.

(18) To acquire, own, and hold stock in any other insurance company, whether previously existing or in the process of being organized, and whether or not engaged in the type of insurance heretofore specified, including but not thereby limiting stock in companies engaged in writing life insurance including annuity and endowment policies.

RESOLVED that ARTICLE VI of the Articles of Incorporation of the St. Paul Insurance Company be amended to read as follows:

ARTICLE VI

The authorized capital stock of this Corporation shall be \$10,000,000 divided into ten million shares of the par value of One Dollar (\$1.00) each.

IT IS FURTHER RESOLVED, that the officers of this Company are and hereby are empowered and directed to cause appropriate certificates evidencing said amendment to be filed with the Insurance Commissioner and the Secretary of State of the State of Minnesota, and with the proper officials in other states and jurisdictions wherein this Corporation is doing business.

IN WITNESS WHEREOF, the undersigned President and Secretary of said Corporation have hereunto set their hands and the seal of said Corporation this 24th day of August, 1967.

THE ST. PAUL INSURANCE COMPANY

*[Signature]*  
President

*[Signature]*  
Secretary

4-28, 85  
9th

The foregoing amendment is hereby approved this  
day of August, 1967.

*[Signature]*  
Commissioner of Insurance,  
State of Minnesota

STATE OF MINNESOTA  
COUNTY OF RAMSEY

On this 24 day of August, 1967, before me, a Notary  
Public within and for said County, personally appeared  
R. M. HUBBS and J. F. DRISCOLL, to me  
personally known, who, being each by me duly sworn, did say that  
they are respectively the President and Secretary of The St. Paul  
Insurance Company, the corporation named in the foregoing instru-  
ment, and that the seal affixed to said instrument is the corporate  
seal of said corporation, and that the said instrument was signed  
and sealed in behalf of said corporation by authority of its  
stockholders, and said R. M. HUBBS and J. F. DRISCOLL  
acknowledged said instrument to be the free  
act and deed of said corporation.

*[Signature]*  
Notary Public

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
I hereby certify that the within  
instrument was filed for record in this  
office on the 9th day of August, 1967.  
A. D. 1967, 10:45 AM.  
and was filed in Book 4-28  
Incorporation, on page 101.  
*[Signature]*  
Secretary of State

Notary Public  
My Commission Expires 12/31/1971 (SEAL)

CERTIFICATE OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

THE ST. PAUL INSURANCE COMPANY

THIS CERTIFIES That at a meeting of the common stockholders of The St. Paul Insurance Company, a Minnesota Insurance Corporation, duly called and held on the 25th day of December, 1902, at which meeting all of the outstanding common capital stock of said corporation was represented in person or by proxy, the following resolution was unanimously adopted by a vote of all of said shares so represented in person or by proxy:

BE IT RESOLVED That Article I of the Articles of Incorporation of this Corporation be and it is hereby amended so as to read as follows:

ARTICLE I

The name of the corporation is: ST. PAUL MERCURY INSURANCE COMPANY.

BE IT RESOLVED That Article II of the Articles of Incorporation of this Corporation be and it is hereby amended so as to read as follows:

ARTICLE II

The general nature of the business of this Corporation shall be:

- (1) To insure against loss or damage to property on land and against loss of contents and fixtures in buildings, fire and occupancy and direct or consequential loss or damage caused by fire, smoke or immediate or subsequent or subsequent lightning, windstorm, tornado, cyclone, earthquake, collapse and all other causes, hail, frost, snow, freeze, change of temperature, weather or climatic conditions, excess or deficiency of moisture, floods, the rising of waters, oceans, lakes, rivers or their tributaries, bombardment, invasion, insurrection, riot, civil war or commotion, military or usurped power, electrical power, interruption of electrical, breakdown from any cause, railroad equipment, motor vehicles or aircraft, accidental injury to sprinklers, pumps, conduits or containers or other apparatus erected for extinguishing fires, explosion, whether fire causes or not.
- (2) (a) To insure vessels, freight, goods, wares, merchandise, specie, bullion, jewels, pearls, commissions, bank notes, bills of exchange and other evidences of debt, bottomry and seamen, death, injury, sickness, insurance, pertaining to or connected with risks of transportation and navigation on and under water, on land or in the air.
- (b) To insure all personal property, boiler risks.
- (3) To insure against any and all direct, indirect or political damage to any property or interest of the insured or of another, resulting from the explosion of or injury to (a) any boiler, heat or other fluid pressure vessel; (b) any engine, pressure vessel; (c) pipe or container connected with any of said boilers or vessels; (d) any engine, turbine, compressor, pump or shaft; (e) any apparatus generating, transmitting, or using electricity; (f) any other machinery or apparatus connected with or operated by any of the previously named boilers, vessels, or machines; and including the incidents, power to make inspections of and to issue certificates of inspection upon any such boilers, apparatus and machinery, whether insured or otherwise.
- (4) To insure against loss or damage by theft, robbery, bodily injury or death by accident of the insured or his dependents.
- (5) To insure against the legal liability, whether imposed by common law or by statute, assumed by contract of any employer for the death or disablement of or injury to, his or his employee.
- (6) To guarantee the fidelity of persons in official positions, public or private, or to act as surety on official and other bonds, and for the performance of official or other obligations.
- (7) To insure owners and others interested in real estate against loss or damage, by reason of defective title, encumbrance, or otherwise.
- (8) To insure against loss or damage by breakage of glass, locked or unlocked.



N-231

- (10) (a) To insure against loss by burglary, theft or forgery.
  - (b) To insure against loss of or damage to money, coins, bullion, securities, notes, drafts, acceptance or any other valuable paper or document resulting from any cause except while in the custody or possession of and being transported by any carrier for hire or in the mail.
  - (c) To insure against loss or damage by water or other fluid or substance.
  - (9) To insure against loss from death of domestic animals and to furnish veterinary service.
  - (10) To purchase merchandise and those consigned to business, and giving credit from loss by reason of giving credit to those dealing with him; this shall be known as credit insurance.
  - (11) To insure against loss or damage to automobiles, other vehicles or aircraft and their contents by collision, fire, burglary, or theft, and other perils of operation and against liability for damage to persons or property of others by collision with such vehicles or aircraft, and to insure against any loss or hazard incident to the ownership, operation, or use of motor or other vehicles or aircraft.
  - (12) To insure against liability for loss or damage to the property or person of another caused by the insured or by those for whom the insured is responsible, including insurance of medical, hospital, surgical, funeral or other related expenses of the insured or other person insured, the liability of the insured's bondholders with or supplemental to policies of liability insurance.
  - (13) To insure against loss of or damage to any property of the insured resulting from the ownership, maintenance or use of elevators, except loss or damage by fire.
  - (14) To make or effect reinsurance of any risks taken.
  - (15) In addition to the powers above enumerated, this corporation shall have the power to transact within and without the State of Minnesota any other kind or classes of insurance business which companies of its kind are now or may hereafter be permitted by law to transact, irrespective of whether or not such other kind or classes of insurance are specifically enumerated in the Statutes of the State of Minnesota.
- As to any of the powers enumerated above, the Company shall have authority
- (a) To issue policies covering any one or more of the risks it is authorized to insure.
  - (b) In addition to such other and different policies as it is authorized to issue, to write insurance upon a participating plan or issue policies providing for or permitting participation by insured in the profits of the business of the Company in such manner and to such extent and upon such conditions as the Board of Directors of the Company shall from time to time determine.

The powers herein conferred upon the Company are in furtherance and not in limitation of the powers conferred by the Statutes of the State of Minnesota from time to time in force and effect, and the Company shall have in addition to such authorized statutory powers, within the chartered limits all other powers and privileges conferred by the Statutes of the State of Minnesota now existing or hereafter enacted.

BE IT RESOLVED, That the first sentence of ARTICLE VIII of the Articles of Incorporation of this Corporation be and it is hereby amended to read as follows:

The management of the Corporation shall be vested in a Board of Directors consisting of not less than seven (7) nor more than eleven (11) members, all of whom shall be stockholders and shall be elected annually by the stockholders at their annual meeting, which meeting shall be held at the principal place of business of the Corporation on the Wednesday following the first Tuesday of February in each year.

BE IT FURTHER RESOLVED, That the officers of this Company be and hereby are empowered and directed to cause an appropriate Certificate evidencing said Amendments to be filed with the Insurance Commissioner and the Secretary of State of the State of Minnesota and with the proper officials in other States and Jurisdictions wherein this Corporation is doing business.

IN WITNESS WHEREOF, The undersigned, President and Secretary of said Corporation, have  
hereunto set their hands and the seal of the Corporation this 28th day of December, 1907.

THE ST. PAUL INSURANCE COMPANY

R. M. HUBBS

President

ATTEST

J. F. DRISCOLL

Secretary

STATE OF MINNESOTA

COUNTY OF RANSEY

On this 28th day of December, 1907, before me, a Notary Public within and for said County, personally appeared RONALD M. HUBBS and J. F. DRISCOLL, to me personally known, who being each by me duly sworn, did say that they are respectively the President and Secretary of The St. Paul Insurance Company, the corporation named in the foregoing instrument, and that the seal annexed to said instrument is the corporate seal of said corporation and that the said instrument was signed and sealed in behalf of said corporation by authority of its stockholders, and said RONALD M. HUBBS and J. F. DRISCOLL acknowledge said instrument to be the free act and deed of said corporation.

H. E. STENE

Notary Public

H. E. STENE

Notary Public, Ramsey County,  
My Commission Expires April 4, 1911

The foregoing Amendment is hereby approved this 28th day of December, 1907.

Commissioner of Insurance  
State of Minnesota





Original Insurance Division

7-33 426

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

ST. PAUL MERCURY INSURANCE COMPANY

We, the undersigned, V. C. Smith and L. O. Shervheim, respectively the Executive Vice President and Corporate Secretary of St. Paul Mercury Insurance Company, a Minnesota insurance corporation, do hereby certify that at a special meeting of the shareholders of said corporation, notice of such meeting, proposal to amend and nature of such proposal, having been duly given each shareholder entitled to vote thereon, held at 385 Washington Street, in the city of St. Paul, County of Ramsey as designated in such notice, on the 23rd day of January, 1970, the following resolutions were adopted by a unanimous vote of all of said shareholders represented in person or by proxy:

RESOLVED, that the Articles of Incorporation of this Company be and hereby are amended in their entirety to read as follows:

7-53 427

ARTICLES OF INCORPORATION

ARTICLE I

The name of this Company is St. Paul Mercury Insurance Company.

ARTICLE II

The nature of the business and the objects and purposes to be transacted, provided, and carried on by this Company are those of an insurance company. To this end it shall have the power:

(1) To insure against loss or damage to property on land and against loss of contents and rental values, households of buildings, use and occupancy and direct or consequential loss or damage caused by fire, smoke or embers, water or other fluid or substance, lightning, windstorm, tornado, cyclone, earthquake, collapse and slippage, rain, hail, frost, snow, freeze, change of temperature, weather or climatic conditions, excess or deficiency of moisture, floods, the rising of waters, oceans, lakes, rivers, or their tributaries, bombardment, invasion, insurrection, riot, civil war, rebellion, military or usurped power, electrical power, interruption or electrical breakdown from any cause, railroad equipment, motor vehicles or aircraft, accidental injury to sprinklers, pumps, conduits or containers or other apparatus erected for extinguishing fires, explosion, whether fire ensues or not.

(2) (a) To insure vessels, freight, goods, wares, merchandise, special hulls, junks, profits, commissions, bank notes, bills of exchange, and other evidences of debt, bottoms, and respondents' interest, and every insurance appurtenant to or connected with risks of transportation and navigation on and under water, on land or in the air.

(b) To insure all personal property floaters risks.

(3) To insure against any loss from either direct or indirect damage to any property or interest of the assured or of another, resulting from the explosion of or injury to (a) any boiler, heater or other fired pressure vessel; (b) any unfired pressure vessel; (c) pipes or containers connected with any of said boilers or vessels; (d) any engine, turbine, compressor, pump or wheel; (e) any apparatus generating, transmitting or using electricity; (f) any other machinery or apparatus connected with or operated by any of the previously named boilers, vessels or machines.

R-33 428

and including the incidental power to make inspections of and to issue certificates of inspection upon any such boilers, apparatus and machinery, whether insured or otherwise.

(4) (a) To insure against loss or damage by the sickness, bodily injury or death by accident of the assured or his dependents;

(b) To insure against the legal liability, whether imposed by common law or by statute or assumed by contract, of any employer for the death or disablement, or injury to, his or its employee;

(5) To guarantee the fidelity of persons in fiduciary positions, public or private, or to act as surety on official and other bonds, and for the performance of official or other obligations.

(6) To insure owners and others interested in real estate against loss or damage, by reason of defective titles and encumbrances, or otherwise;

(7) To insure against loss or damage by breakage of glass, located or in transit;

(8) (a) To insure against loss by burglary, theft, or forgery;

(b) To insure against loss or damage to moneys, coins, bullion, securities, notes, drafts, acceptance or any other valuable paper or document, resulting from any cause except while in the custody or possession of and being transported by any carrier for hire or in the mail;

(c) To insure against loss or damage by water or other fluid or substance;

(9) To insure against loss from death of domestic animals and to furnish veterinary service;

(10) To guarantee merchants and those engaged in business, and give credit, from loss by reason of giving credit to those dealing with him; this shall be known as credit insurance;

(11) To insure against loss or damage to automobiles or other vehicles or aircraft and their contents, by collision, fire, burglary, or theft, and other perils of operation, and against liability for damages to persons or property of others, by collision with such vehicles or aircraft, and to insure against any loss or hazard incident to the ownership, operation or use of motor or other vehicles or aircraft.



Page 429

- (12) To insure against liability for loss or damage to the property or person of another caused by the insured or by those for whom the insured is responsible, including insurance of medical, hospital, surgical, funeral or other related expense of the insured or other person injured, irrespective of legal liability of the insured when issued with or supplemental to policies of liability insurance;
- (13) To insure against loss of or damage to any property of the insured resulting from the ownership, maintenance or use of elevators, except loss or damage by fire;
- (14) To make or effect reinsurance of any risks;
- (15) In addition to all powers it shall have power to transact in any State or Territory of the United States, in the Dominion of Canada and in any Foreign Country, any kind or class of insurance business which companies of like kind are now or may hereafter be permitted by law to transact, whether or not such kinds or classes of insurance are specifically enumerated in this charter or existing amendments thereto;
- (16) Any policy issued by the Company may cover any one or more of these risks it is authorized to insure;
- (17) The powers herein conferred upon the Company are in furtherance and not in limitation of the powers conferred by the Statutes of the State of Minnesota as from time to time in force and effect, and the Company shall have in addition to such authorized statutory powers as are in this Charter recited all other powers and privileges conferred by the Statutes of the State of Minnesota now existing or hereinafter enacted;
- (18) The Company shall have the power and authority to acquire, own and hold stock in any other insurance company, whether previously existing or in the process of being organized, and whether or not engaged in the type of insurance heretofore specified, including but not limited to stock in companies engaged in writing life insurance, including annuity and endowment policies;
- (19) In addition to such other and different policies as it is authorized to issue, the Company may write insurance upon a participating plan or issue policies providing for or permitting participation by its insured in the profits of the business of the Company in such manner and to such extent and upon such conditions as the Board of Directors of the Company shall from time to time determine.

ARTICLE III

The principal place of transacting the business of this Company shall be 335 Washington Street, St. Paul, Minnesota 55102.

ARTICLE IV

The duration of this Company shall be perpetual.

ARTICLE V

The government of the Company and the management of its affairs shall be vested in a Board of Directors of not less than thirteen (13) nor more than eighteen (18) members, all of whom shall be shareholders and shall be elected annually by the shareholders at their annual meeting, which meeting shall be held on Friday preceding the first Tuesday of May of each year at such place within or without the State of Minnesota as may be designated by the Board of Directors.

ARTICLE VI

The authorized amount of capital stock of this Company shall be Two Million Dollars (\$2,000,000) divided into Two Million (2,000,000) shares of common stock of the par value of One Dollar (\$1.00) each.

Each share of stock shall entitle the holder to one vote and shareholders shall not be entitled to cumulate their vote for the election of directors. The Board of Directors of the Company shall have the power to cause to be issued from time to time any or all of the authorized but unissued shares of the stock of the Company at such prices and for such consideration as they in their unrestricted discretion deem wise and advisable. Shareholders shall not have any preemptive right to subscribe for any shares of such unissued stock.

ARTICLE VII

The maximum amount of indebtedness or liability to which the Company shall at any time be subject, including bank loans and similar borrowings but exclusive of liability under insurance policies and other obligations routinely incurred in the ordinary course of the Company's business shall be Five Million Dollars (\$5,000,000).

BE IT FURTHER RESOLVED, that the officers of this Corporation be and lawfully are empowered and directed to cause an appropriate Certificate of Filing and Amendments to be filed with the Insurance Commissioner and the Secretary of State of the State of Minnesota and with other officials in other States and jurisdictions wherein this Corporation is doing business.

7-53431

IN WITNESS WHEREOF, we have subscribed our names and caused  
the corporate seal of the Company to be hereto affixed this 6<sup>th</sup> day  
of February, 1970.

  
W. G. Smith, Executive Vice President  
  
L. O. Sherheim, Corporate Secretary

In Presence of:

  
  
(Corporate Seal)

STATE OF MINNESOTA  
COUNTY OF RAMSEY

W. G. Smith and L. O. Sherheim, being first duly sworn, on oath  
depose and say that they are respectively the Executive Vice President and  
Corporate Secretary of St. Paul Mercury Insurance Company, the corporation  
named in the foregoing certificate; that said certificate contains a true  
statement of the action of the shareholders and Board of Directors of said  
corporation; that said certificate is executed on behalf of said  
corporation by its express authority; and they further acknowledge the  
same to be their fitted and deed of the recent past deed of said corporation.


Subscribed and sworn to before me this 6<sup>th</sup> day of February, 1970.

  
LANCE JACKSON  
Notary Public  
Notary Public, Ramsey County, Minn.  
My Commission Expires 12-29-1974



7-33, 432

The foregoing Amended Articles of Incorporation are hereby approved.

This 11 day of February, 1970.

Thomas C. Hunt  
THOMAS C. HUNT  
Commissioner of Insurance  
State of Minnesota

(Seal of Insurance Division)

7-33 433



DEPARTMENT OF COMMERCE  
INLAND CUSTOMS  
ENTERED  
FEB 18 1970  
Folio 7221  
11/2/70



2-29-6  
CERTIFICATE OF AMENDMENT  
to the  
ARTICLES OF INCORPORATION

ST. PAUL MERCURY INSURANCE COMPANY

THIS CERTIFIES that by unanimous written action of all of the shareholders of St. Paul Mercury Insurance Company, a Minnesota Corporation, effective the 18th day of December, 1972, with the holders of all of the 2,000,000 outstanding shares subscribed thereto, and with no shareholder voting in opposition thereto, the following resolution was duly adopted:

RESOLVED, that Article V of the Articles of Incorporation of this company be and it hereby is amended to read as follows:

The government of the company and the management of its affairs shall be vested in a Board of Directors of not less than nine (9) nor more than eighteen (18) members, all of whom shall be shareholders and shall be elected annually by the shareholders at their annual meeting, which meeting shall be held on Friday preceding the first Tuesday of May of each year at such place within or without the State of Minnesota, as may be designated by the Board of Directors.

IN WITNESS WHEREOF, the undersigned President and Secretary of said corporation have hereunto set their hands and the seal of this corporation this 28th day of December, 1972.

ST. PAUL MERCURY INSURANCE COMPANY

By R. S. D. [Signature]  
President  
By [Signature]  
Corporate Secretary

The foregoing amendment is hereby approved this 2nd day of June, 1973.

[Signature]  
Commissioner of Insurance  
State of Minnesota

STATE OF MINNESOTA  
COUNTY OF RAMSEY

On this 4th day of October, 1978, before me, a Notary Public within and for said County, personally appeared Carl B. Drake, Jr. and Lloyd O. Sherholm, to me personally known, who, being each by me duly sworn, did say that they are respectively the President and Corporate Secretary of St. Paul Mercury Insurance Company, the corporation named in the foregoing instrument, and that they affixed to said instrument the corporate seal of said corporation, and that the said instrument was signed and sealed in behalf of said corporation by authority of its stockholders, and said Carl B. Drake, Jr. and Lloyd O. Sherholm acknowledged said instrument to be the free act and deed of said corporation.



107-AA  
CERTIFICATE OF AMENDMENT  
to the  
ARTICLES OF INCORPORATION U-50,203  
of  
ST. PAUL MERCURY INSURANCE COMPANY

THIS CERTIFIES that by unanimous written action of all of the shareholders of St. Paul Mercury Insurance Company, a Minnesota corporation, effective the seventh day of June, 1979, with the holders of all of the 2,350,000 outstanding shares subscribed thereto, and with no shareholder voting in opposition thereto, the following resolution was duly adopted:

WHEREAS, it is desired to amend the Articles of Incorporation of this company to increase the amount of paid up capital; it is therefore

RESOLVED, that Article VI to and the same hereby is amended effective December 31, 1977 to read as follows:

"The authorized amount of capital stock of this Company shall be Two Million, Three Hundred and Fifty Thousand Dollars (\$2,350,000) divided into Two Million, Three Hundred Fifty Thousand (2,350,000) shares of common stock of the par value of One Dollar (\$1.00) each.

"Each share of stock shall entitle the holder to one vote and shareholders shall not be entitled to cumulate their votes for the election of directors. The Board of Directors of the Company shall have the power to cause to be issued from time to time any or all of the authorized but unissued shares of the stock of the Company at such prices and for such consideration as they in their unrestricted discretion deem wise and advisable. Shareholders shall not have any preemptive right to subscribe for any shares of such unissued stock."

IN WITNESS WHEREOF, the undersigned President and Corporate Secretary of said corporation have hereunto set their hands and the seal of this corporation this seventh day of June, 1979.

ST. PAUL MERCURY INSURANCE COMPANY

by

  
President

By

  
Corporate Secretary

The foregoing amendment is hereby approved this 14<sup>th</sup> day of June, 1979.

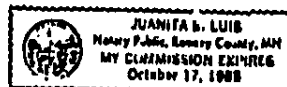
  
Commissioner of Insurance  
State of Minnesota

STATE OF MINNESOTA )  
COUNTY OF RAMSEY )

U-50, 201

On this 7th day of June, 1979, before me, a Notary Public within and for said County, personally appeared Robert J. Haugh and Lloyd O. Shervelin, to me personally known, who, being each by me duly sworn did say that they are respectively the President and Corporate Secretary of St. Paul Mercury Insurance Company, the corporation named in the foregoing instrument, and that the seal affixed to said instrument is the corporate seal of said corporation, and that the said instrument was signed and sealed in behalf of said corporation by authority of its stockholders, and said Robert J. Haugh and Lloyd O. Shervelin acknowledged said instrument to be the free act and deed of said corporation.

*Juanita B. Luis*  
Notary Public



STATE OF MINNESOTA  
DEPARTMENT OF STATE  
I hereby certify that the within  
instrument was filed for record in this  
office on the 15 day of June  
A. D. 1979 at 1:30 o'clock P. M.,  
and was duly recorded in Book U-50  
of Incorporations, on page 203  
*Jean Anderson Thorne*  
Secretary of State

107-HH

"ORIGINAL"

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
ST. PAUL MERCURY INSURANCE COMPANY

1991

We, the undersigned, Robert K. Dybdal and Edward M. Gerber, respectively, the Vice President and Corporate Secretary of St. Paul Mercury Insurance Company, a Minnesota Insurance Corporation, do hereby certify that the following resolution as hereinafter set forth was adopted by the Shareholder, effective January 1, 1989:

RESOLVED, that Articles V and VI of the Articles of Incorporation of this corporation be, and they hereby are, amended to read as follows:

ARTICLE V.

The government of the Company and the management of its affairs shall be vested in a Board of Directors of not less than seven (7) nor more than eighteen (18) members, all of whom shall be elected annually by the shareholders at their annual meeting, which shall be held during the second quarter of each year at such place within or without the State of Minnesota, as may be designated by the Board of Directors.

ARTICLE VI.

The authorized amount of capital stock of this Company shall be Two Million, Five Hundred and Eighty-Five Thousand Dollars (\$2,585,000) divided into Two Million Three Hundred Fifty Thousand (2,350,000) shares of common stock of the par value of One Dollar and Ten Cents (\$1.10) each.

Each share of stock shall entitle the holder to one vote and shareholders shall not be entitled to cumulate their votes for the election of directors. The Board of Directors of the Company shall have the power to cause to be issued from time to time any or all of the authorized but unissued shares of the stock of the Company at such prices and for such consideration as they in their unrestricted discretion deem wise and advisable. Shareholders shall not have any preemptive right to subscribe for any shares of such unissued stock.

IN WITNESS WHEREOF, we have subscribed our names and caused the corporate seal of said corporation to be affixed this 3rd day of February, 1989.

In presence of

ST. PAUL MERCURY INSURANCE COMPANY

JB Lewis

By Robert K. Dybdal  
Vice President

Anna Kemperschoer

and Edward M. Gerber  
Corporate Secretary

265300

CERTIFICATION

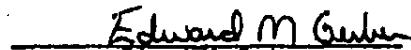
STATE OF MINNESOTA  
COUNTY OF RAMSEY

4942

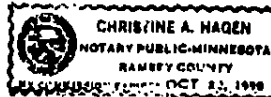
Robert K. Dybdal and Edward M. Gerber being first duly sworn on oath depose and say: that they are respectively the Vice President and Corporate Secretary of St. Paul Mercury Insurance Company, the corporation named in the foregoing certificate; that said certificate contains a true statement of the action of the shareholders of said corporation, duly held as aforesaid; that the seal attached is the corporate seal of said corporation, by its express authority; and they further acknowledge the same to be their free act and deed and the free act and deed of said corporation.

Dated: February 3, 1989

  
Robert K. Dybdal


  
Edward M. Gerber

Subscribed and sworn to before me this 3rd day of February, 1989.



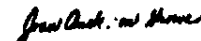
  
Christine A. Hagen  
Notary Public

The foregoing amendment to the Articles of Incorporation of St. Paul Mercury Insurance Company is hereby approved this 24th day of February, 1989.

  
Michael A. Hatch  
Commissioner of Commerce  
By: James G. Miller  
Deputy Commissioner of Commerce

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED *K*

FEB 27 1989

  
Secretary of State

DC  
107-AH

0207

CERTIFICATE OF AMENDMENT  
OF  
RESTATED ARTICLES OF INCORPORATION  
OF  
ST. PAUL MERCURY INSURANCE COMPANY

We, the undersigned, Gerald H. Engleiter and Karl P. Aaro, respectively the Vice President and Assistant Corporate Secretary of St. Paul Mercury Insurance Company, a Minnesota insurance corporation, do hereby certify that the following resolution as hereinafter set forth was adopted by the Shareholder, effective April 11, 1994:

RESOLVED, that Article VI of the Articles of Incorporation of this company be amended to read in its entirety as follows:

ARTICLE VI.

The authorized amount of capital stock of this Company shall be Four Million, Two Hundred Thirty Thousand Dollars (\$4,230,000) divided into Two Million Three Hundred Fifty Thousand (2,350,000) shares of common stock of the par value of One Dollar and Eighty Cents (\$1.80) each.

Each share of stock shall entitle the holder to one vote and shareholders shall not be entitled to cumulate their votes for the election of directors. The Board of Directors of the Company shall have the power to cause to be issued from time to time any or all of the authorized but unissued shares of the stock of the Company at such prices and for such consideration as they in their unrestricted discretion deem wise and advisable. Shareholders shall not have any preemptive right to subscribe for any shares of such unissued stock.

IN WITNESS WHEREOF, we have subscribed our names and caused the corporate seal of said corporation to be affixed this 19th day of May, 1994.

In presence of

*Gerald H. Engleiter*

*Brandon L. Swanson*

ST. PAUL MERCURY INSURANCE  
COMPANY

By *Gerald H. Engleiter*  
Vice President

and *Karl P. Aaro*  
Assistant Corp. Secretary

0208

CERTIFICATION

STATE OF MINNESOTA  
COUNTY OF RAMSEY

Gerald H. Englester and Karl P. Aaro being first duly sworn on oath depose and say: that they are respectively the Vice President and Assistant Corporate Secretary of St. Paul Mercury Insurance Company, the corporation named in the foregoing certificate; that said certificate contains a true statement of the action of the shareholder of said corporation, duly adopted in conformity with statutory requirements; that the seal attached is the corporate seal of said corporation, by its express authority; and they further acknowledge the same to be their free act and deed and the free act and deed of said corporation.

Dated: May 19, 1994

Gerald H. Englester  
Gerald H. Englester

Karl P. Aaro  
Karl P. Aaro

Subscribed and sworn to before me this 19th day of May, 1994.



Irma Kamperschoen  
Notary Public

The foregoing amendment to the Restated Articles of Incorporation of St. Paul Mercury Insurance Company is hereby approved this 24th day of May, 1994.

James Ulland  
James Ulland  
Commissioner of Commerce

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

MAY 27 1994

James Ulland  
Secretary of State