

802391

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

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MAIL

(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

JUN 02 2006

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Liberty Mutual Fire Insurance Company
(Name of Corporation)

DOCUMENT NUMBER: 802391

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lynn Rogato

(Name of Contact Person)

Liberty Mutual Fire Insurance Company

(Firm/Company)

175 Berkeley Street

(Address)

Boston, MA 02117

(City/State and Zip Code)

For further information concerning this matter, please call:

Lynn Rogato

(Name of Contact Person)

at (617) 654-4204

(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 16, 2006

LYNN ROGATO
175 BERKELEY ST
BOSTON, MA 02117

SUBJECT: LIBERTY MUTUAL FIRE INSURANCE COMPANY
Ref. Number: 802391

We have received your document for LIBERTY MUTUAL FIRE INSURANCE COMPANY and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application. The amendment should be filed after the occurrence of such a change within 30 days for a not for profit corporation and within 90 days for a profit corporation. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of \$35.

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) 245-6927.

Tracy Smith
Document Specialist

Letter Number: 706A00034429

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)

802391

(Document number of corporation (if known))

1. Liberty Mutual Fire Insurance Company

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

2. Massachusetts

(Incorporated under laws of)

3. 08/12/25

(Date authorized to do business in Florida)

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JUN - 1 PM 2:11
SECRETARY OF STATE
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. 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)

(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.

Wisconsin
(New jurisdiction)

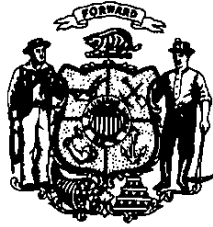
James R. Pugh
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

James R. Pugh

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)



**State of Wisconsin
Office of the Commissioner of Insurance
P.O. Box 7873
Madison, Wisconsin 53707-7873**

Certification of the Authenticity of Copy of Document on File

The Commissioner of Insurance of the State of Wisconsin certifies that the attached copy of

AMENDED AND RESTATED ARTICLES OF INCORPORATION

for Liberty Mutual Fire Insurance Company

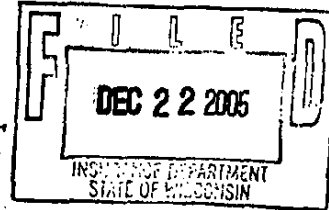
is a true and correct copy of the original now on file with the Office of the Commissioner of Insurance.

Dated at Madison, Wisconsin, this 24th day of May, 2006.

A handwritten signature in black ink, appearing to read "Jane By".

Commissioner of Insurance

ARTICLES OF AMENDMENT



(1) The name of the corporation is Liberty Mutual Fire Insurance Company.

(2) The text of the amendment as adopted is as follows:

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF LIBERTY MUTUAL FIRE INSURANCE COMPANY

WHEREAS Liberty Mutual Fire Insurance Company was incorporated on October 31, 1908 under the laws of the Commonwealth of Massachusetts, in compliance with the requirements of Section 576 of the Acts of 1907 of the Commonwealth of Massachusetts, and

WHEREAS Liberty Mutual Fire Insurance Company desires to become a domestic insurer under the laws of the State of Wisconsin by complying with the provisions of Section 611.223 of the Wisconsin Statutes and intends that, as of the date when the Commissioner of Insurance of the State of Wisconsin issues to Liberty Mutual Fire Insurance Company a certificate of incorporation as a Wisconsin domestic insurer (the "Transfer of Domicile"), Liberty Mutual Fire Insurance Company shall be bound by all the terms and provisions of the Wisconsin Statutes applicable to domestic stock insurance corporations incorporated thereunder;

NOW, THEREFORE, when the Transfer of Domicile has been effected, the articles of incorporation of Liberty Mutual Fire Insurance Company shall be as follows:

ARTICLES OF INCORPORATION OF LIBERTY MUTUAL FIRE INSURANCE COMPANY

These restated articles of incorporation of Liberty Mutual Fire Insurance Company (the "corporation") supersede and take the place of heretofore existing articles of organization or articles of incorporation previously adopted and all amendments to the original and any restated articles of organization or articles of incorporation. The corporation is organized under Chapter 611 of the Wisconsin Statutes.

ARTICLE I

BUSINESS TO BE UNDERTAKEN

The corporation is authorized to transact the business of insuring persons and organizations against any and all of the hazards as may be authorized or permitted for stock insurance corporations under

the laws of the State of Wisconsin as they are now or as they may hereafter be enacted or amended, and to reinsure those same hazards and at the option of the corporation to issue participating policies of insurance in respect to any of such hazards; and to have, exercise and enjoy, without limitation, all of the powers, privileges and rights conferred upon or permitted to stock insurance corporations which are necessary or convenient to effect any or all of the purposes for which such corporations may now or hereafter be organized under the laws of the State of Wisconsin.

ARTICLE II

NAME AND LOCATION

The name of the corporation shall be Liberty Mutual Fire Insurance Company, and its location, home office and principal office shall be established in the manner set forth in the corporation's bylaws.

ARTICLE III

PERIOD OF EXISTENCE

The period of existence of the corporation shall be perpetual.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares of capital stock which the corporation shall have authority to issue shall be one hundred thousand (100,000) shares, and shall consist of one class only, designated as common shares, each with a par value of one hundred dollars (\$100.00).

ARTICLE V

REGISTERED OFFICE

The address of the initial registered office is 2000 Westwood Drive, Wausau, Wisconsin 54401.

ARTICLE VI

REGISTERED AGENT

The name of the initial registered agent at the address of the registered office is J. Stanley Hoffert.

ARTICLE VII

OFFICERS AND DIRECTORS

1. The principal officers of the corporation shall be as designated in the corporation's bylaws.
2. The number of Directors of the corporation constituting the Board of Directors of the corporation shall be fixed in accordance with the corporation's bylaws and may be increased or decreased from time to time in the manner provided in such bylaws.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the corporation shall terminate on December 31 of each year.

ARTICLE IX

RESTRICTIONS AND TRANSFER OF STOCK

The transfer of shares of stock of the corporation may be restricted, provided that any such restriction shall be stated upon the certificate representing the shares so restricted.

ARTICLE X

PRE-EMPTIVE RIGHTS

No shareholder shall, because of his ownership of shares, have a pre-emptive 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 corporation issued, optioned or sold by it after its incorporation.

ARTICLE XI

AMENDMENTS

These Articles may be amended in the manner authorized by law at the time of amendment.

(3) The amendment does not provide for an exchange, reclassification or cancellation of issued shares.

(4) The date on which the amendment was adopted is December 22, 2005.

(5) The amendment requires shareholder approval and was adopted in accordance with Section 180.1003, Wisconsin Statutes.

I, James R. Pugh, Assistant Secretary of Liberty Mutual Fire Insurance Company, do hereby certify that the foregoing statements are true and correct to the best of my knowledge and belief, this 22nd day of December, 2005..


James R. Pugh