

803358

Florida Department of State
Division of Corporations
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THE AMERICAN INSURANCE COMPANY

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Help

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)

803358

(Document number of corporation (if known))

1. The American Insurance Company

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

2. New Jersey (& redomiciled to Nebraska)

(Incorporated under laws of)

3. 07/16/1928

(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? _____

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.

(New duration)

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

Ohio

(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.

J. Terry Griffith
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

J. Terry Griffith

(Typed or printed name of person signing)

Vice President

(Title of person signing)

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SECRETARY OF STATE



DATE: 12/19/2007	DOCUMENT ID 200735202564	DESCRIPTION DOMESTIC ARTICLES/FOR PROFIT (ARF)	FILING EXPEDITE	EXPED 100.00	PENALTY .00	CERT .00	COPY 250.00
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Receipt

This is not a bill. Please do not remit payment.

C.T. CORPORATION SYSTEM
4400 EASTON COMMONS WAY, STE. 125
JADE HINES
COLUMBUS, OH 43219

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner

1746476

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

THE AMERICAN INSURANCE COMPANY

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC ARTICLES/FOR PROFIT

Document No(s):

200735202564



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 17th day of December,
A.D. 2007.

Ohio Secretary of State

ARTICLES OF INCORPORATION AND REDOMESTICATION

OF

THE AMERICAN INSURANCE COMPANY

The undersigned corporation (the "Corporation") desires to redomesticate from the State of Nebraska to the State of Ohio, subject to approval of the Superintendent of Insurance pursuant to Section 3913.40 of the Ohio Revised Code, as it now exists or may hereafter be amended, and to be recognized as a corporation from its original date of incorporation of February 20, 1846. The Corporation was originally chartered by an Act of the State of New Jersey on February 20, 1846, was redomesticated to the State Nebraska on June 1, 1990 and is presently domiciled in the State of Nebraska.

1. Name. The name of the Corporation is The American Insurance Company.
2. Duration. The period of duration for the Corporation shall be perpetual.
3. Offices. The place in Ohio where the principal office of the Corporation is located is the City of Cincinnati, Hamilton, County, Ohio.
4. Purpose. The purpose or purposes for which the Corporation is organized shall include the transaction of any or all lawful business for which a stock insurance company may be organized or authorized to transact in the State of Ohio, and, without limitation:
 - (a) To insure one or more of the following lines:
sickness and accident insurance; property insurance; credit property insurance; glass insurance; burglary and theft insurance; boiler and machinery insurance; liability insurance; worker compensation and employer liability insurance; vehicle insurance; fidelity insurance; surety insurance; credit insurance; mortgage guaranty insurance; marine insurance; financial guaranty insurance; miscellaneous insurance; and such other lines of insurance as may be authorized.
 - (b) To issue both participating and non-participating policies with respect to any kind of insurance which the Corporation is authorized to transact. Such dividends shall be in accordance with such rates and rules applicable to such kind or kinds of insurance subject to statutory requirements as may be determined by the Board of Directors, which shall have power to adopt any Regulations pertaining to such declaration and payment which in the judgment of the Board of Directors seem necessary or desirable.
 - (c) To engage directly in any other business or businesses authorized for an insurance company organized as a stock insurance company.
 - (d) To invest in, otherwise acquire, or operate one or more subsidiaries engaged or registered to engage in one or more of the businesses authorized for entities within

an insurance holding company system.

- (e) To have and exercise all powers necessary or convenient to carry out its business and affairs, including without limitation all powers granted pursuant to the Ohio Corporations Code and the Ohio Insurance law as in effect from time to time.

5. Capital Stock. The Corporation is authorized to issue only one class of capital stock which shall be designated Common Stock. The Corporation is authorized to issue up to six million (6,000,000) shares of Common Stock, par value of two dollars and fifty cents (\$2.50) per share.
6. Preemptive Rights. Shareholders of the Corporation shall neither be limited nor denied preemptive rights.
7. Management-Internal Affairs. The business and affairs of the Corporation shall be managed by a Board of Directors elected by the Shareholders. The Board of Directors shall consist of not less than five (5) nor more than eight (8) persons. The internal affairs of the Corporation shall be regulated as set forth in the Bylaws Restated as Code of Regulations, which shall be made and amended by the Board of Directors.
8. Indemnification. In addition to the authority granted a corporation to indemnify persons, the Corporation shall have the power and shall eliminate and limit the personal liability of an outside director to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director solely to the extent permissible under the Ohio Corporations Code as in effect from time to time.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation and Redomestication this 6th day of November, 2007.

THE AMERICAN INSURANCE COMPANY

By:


Cynthia L. Pevehouse
Senior Vice President & Secretary



Ohio Department of Insurance

2100 Stella Court, Columbus, OH 43215-1067
(614) 644-2658 www.ohioinsurance.gov

Ted Strickland, Governor
Mary Jo Hudson, Director

CERTIFICATION

I, Christi Washburn, an employee of the Ohio Department of Insurance, do hereby certify that the attached Order and Journal Entry for the Redomestication of The American Insurance Company is a copy of the original records maintained in the ordinary course of business by this Agency.

Signed and dated on this 17th day of December, 2007.



Christi Washburn
Records Custodian
Office of Records Information Security
Ohio Department of Insurance

Mary Jo Hudson, Director
Ohio Department of Insurance

Accredited by the National Association of Insurance Commissioners (NAIC)

Consumer Hotline: 1-800-686-1526

Fraud Hotline: 1-800-686-1527

OSHIP Hotline: 1-800-686-1578

(Printed in house)

CT CORP

01/16/2008 14:26 8502227615

STATE OF OHIO
DEPARTMENT OF INSURANCE
2100 Stella Court
Columbus, Ohio 43215-1067

IN THE MATTER OF: : MARY JO HUDSON
: SUPERINTENDENT OF INSURANCE
THE REDOMESTICATION OF :
THE AMERICAN INSURANCE : ORDER AND JOURNAL ENTRY
COMPANY :


ORDER

1. The American Insurance Company, (the "Company") presently domiciled in the State of Nebraska, has applied to the Superintendent of Insurance for approval to redomesticate to Ohio pursuant to §3913.40 of the Ohio Revised Code. The Company currently has a certificate of authority to conduct the business of insurance in the State of Ohio.
2. The Company has designated its mailing address and principal place of business in this state as 312 Walnut Street, Suite 1110, Cincinnati, Ohio 45202, telephone (513) 762-5700.
3. No evidence has been submitted that the proposed transfer of domicile is not in the interest of the policyholders of the State of Ohio.

NOW THEREFORE IT IS ORDERED THAT:

1. The redomestication of the Company from Nebraska to Ohio is approved as of the date below.
2. The Company will be issued an amended certificate of authority that shows that it is domiciled in the State of Ohio as of its original date of incorporation (February 20, 1846).

This Order made and entered into the Journal of the Ohio Department of Insurance this 17th day of December, 2007.



Mary Jo Hudson
Superintendent of Insurance

Chapter
1746476

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE

I, Jennifer Brunner, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 9 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at
Columbus, Ohio, this 14th day of
December A.D. 2007



Jennifer Brunner

JENNIFER BRUNNER
Secretary of State

By: Sharon Wickham

NOTICE: This is an official certification only when reproduced in red ink