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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

300002379323--2
-12/22/97--01087--040
*****35.00 *****35.00

CORPORATION(S) NAME

American Policyholders Insurance Company

- Profit
- NonProfit
- Limited Liability Co.
- Amendment
- Merger
- Foreign
- Dissolution/Withdrawal
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Reservation
- Change of R.A.
- Fictitious Name Filing
- Certified Copy
- Photo Copies
- CUS
- Call When Ready
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DIVISION OF CORPORATION

Thanks,
Jeff

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

SECTION I (1-3 must be completed)

1. American Policyholders' Insurance Company
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Massachusetts
3. Date authorized to do business in Florida: June 1, 1937

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?

December 11, 1997

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Villanova Insurance Company

6. If the amendment changes the period of duration, indicate new period of duration.

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

Pennsylvania

Andrew S. Walsh

Signature

Name and Title

Andrew S. Walsh
Sen. V/Pres.

12/15/97

Date



COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

DECEMBER 11, 1997

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

VILLANOVA INSURANCE COMPANY

I, Yvette Kane, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Amendment

which appear of record in this department



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

A handwritten signature in cursive script, reading "Yvette Kane".

Secretary of the Commonwealth

DPOS

Microfilm Number _____

Entity Number _____

THIS IS A TRUE COPY OF
THE ORIGINAL SIGNED
DOCUMENT FILED WITH
THE DEPARTMENT OF STATE.

Filed with the Department of State on _____

DEC 11 1997

Adette L...
Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1913 (Rev 81)

In compliance with the requirements of 15 Pa.C.S. § 1913 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: AMERICAN POLICYHOLDERS' INSURANCE COMPANY

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) One Logan Sq., Suite 1400, Philadelphia, PA 19103 Philadelphia
Number and Street City State Zip County

(b) O/O: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Chapter 175 of General Laws of Massachusetts

4. The date of its incorporation is: 3/15/29

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

"RESOLVED, That Paragraph 1. of the Articles of Domestication be amended to read as follows:

1. The name of the corporation is:
VILLANOVA INSURANCE COMPANY"

The amendment adopted by the corporation as set forth in full in Exhibit A attached hereto and made a part hereof.

December 4, 1997

CHARTER

of

VILLANOVA INSURANCE COMPANY

(FORMERLY AMERICAN POLICY HOLDERS' INSURANCE COMPANY)

FIRST: The name by which the company shall be known is VILLANOVA INSURANCE COMPANY.

SECOND: The classes of insurance for which the company is constituted are as provided in Subdivision (b) paragraphs (1), (2) and (3), Subdivision (c) paragraphs (1) to (13) inclusive and Subdivision (e) of Section 202 of the Act approved May 17, 1961, P.L. 682, as amended, and Section 1 of the Act of May 16, 1945, P.L. 587, viz: for making insurances -

SUBDIVISION (b)

(1) On dwelling houses, stores, and all kinds of buildings, and household furniture and other property, - against loss or damage, including loss of use or occupancy, by fire, smoke, smudge, lightning, and explosion, whether fire ensues or not, and by tornadoes, cyclones, windstorms, earthquakes, hail, frost, sleet, snow, or flood; against loss or damage by water to any goods or premises, arising from the breakage or leakage of sprinklers, pumps, or other apparatus erected for extinguishing fires, and of water pipes; against accidental injury to such sprinklers, pumps, or other apparatus; against loss or damage caused by the caving in of the surface of the earth above coal mines; against perils to property arising from the ownership or maintenance or from the use of aircraft, automobiles, or other motor vehicles; against loss or damage caused by bombardment, invasion, insurrection, riot, civil war, or commotion, and military or usurped power; and against damage to property as specified in this paragraph by any or all risks not herein specifically designated; and to effect reinsurance of any risk provided for in this clause.

(2) Upon vessels, boats, cargoes, goods, personal property, merchandise, freight and other property - against loss or damage by all or any of the risks of lake, river, canal, and inland navigation and transportation, including all personal property floaters risks; upon automobiles, airplanes, seaplanes, dirigibles, or other aircraft, whether stationary or in operation or in transit, against loss or damage by fire, explosion, transportation, collision, or by burglary, larceny, or theft; not including, in any case, insurance against loss by reason of bodily injury to the person; and to effect the reinsurance of any risk provided for in this clause.

(3) Upon vessels, freight, goods, wares, merchandise, specie, bullion, jewels, profits, commission, bank notes, bills of exchange, and other evidence of debt, bottomry and respondentia interests, and every insurance appertaining to or connected with marine risks, and risks of transportation and navigation; and to effect reinsurance of any risk provided for in this clause.

SUBDIVISION (c)

(1) Guaranteeing the fidelity of persons holding places of public or private trust; guaranteeing the performance of contracts, other than insurance policies; guaranteeing the performance of insurance contracts where surety bonds are accepted from insurance companies by States or municipalities in lieu of actual deposits; executing or guaranteeing bonds and undertakings required or permitted in all actions or proceedings or by law allowed; and indemnifying banks, bankers, brokers, financial or moneyed associations, or financial or moneyed corporations, against the loss of any bills of exchange, notes, drafts, acceptances of drafts, bonds, securities, evidences of debt, deeds, mortgages, warehouse receipts, bill of lading, documents, currency, money, gold, platinum, silver, and other precious metals, refined or unrefined, and articles made therefrom, jewelry, watches, necklaces, bracelets, gems, precious and semi-precious stones, and also against loss resulting from damage, except fire, to the insured's premises, furnishings, fixtures, equipment, safes and vaults therein, caused by burglary, robbery, holdup, theft, or larceny, or attempt thereat, except against loss caused by marine risks or risks of transportation or navigation: Provided, however, that indemnification against the loss of such property may include loss occurring during transportation by an armored motor vehicle accompanied by one or more armed guards. Also guaranteeing any Federal Land Bank against loss by reason of defective title or incumbrances or real property on which any such Federal Land Bank may make a loan secured by a mortgage.

(2) To insure against injury, disablement, or death resulting from traveling or general accident, and against disablement resulting from sickness, and every insurance appertaining thereto, including a funeral benefit to an amount not exceeding One Hundred Dollars.

(3) To insure against loss of, and damage to, glass, including lettering and ornamentation thereof, and the frame in which the glass is set, resulting from breakage of the insured glass.

(4) To insure any one against loss or damage resulting from accident to, or injury, fatal or nonfatal, suffered by an employee or other person, for which the person insured is liable; to insure against medical, hospital, surgical, and funeral expenses incurred by or on behalf of the persons accidentally injured, including the person insured; to insure against loss or damage to property caused by horses, or by any vehicle drawn by animal power, for which loss or damage the person insured is liable; and to insure against loss or damage to property, for which the person insured is liable, but not including any kind of property damage insurance specified in other paragraphs of this section. Nothing in this paragraph shall apply to any kind of insurance against loss or damage resulting from the ownership, maintenance or use of a motor vehicle.

(5) To insure steam boilers, and pipes, flywheels, engines, and machinery connected therewith or operated thereby, against loss caused by explosion or accident; and against loss of or damage to life, person, or property resulting therefrom; and against loss of use and occupancy caused thereby; and to make inspection of, and issue certificates of inspection upon, such boilers, pipes, flywheels, engines, and machinery.

(6) To insure against loss or damage by burglary, larceny, theft, robbery, forgery, fraud, vandalism or malicious mischief (or any one or more of such hazards), and to insure against any and all kinds of loss or destruction of, or damage to, moneys, securities, currencies, script, coins, bullion, bonds, notes, drafts, acceptance drafts, bill of exchange and other valuable papers or documents except while in the custody or possession of, and being transported by, a carrier for hire or in the mail, and against loss or damage to automobiles and aircraft by burglary, larceny or theft,

vandalism or malicious mischief, confiscation or wrongful conversion, disposal or concealment, whether held under conditional sale contract or subject to chattel mortgages, or otherwise, or any one or more of such hazard.

(7) To carry on the business of credit insurance or guaranty, either by agreeing to purchase uncollectible debts or otherwise; to insure against loss or damage from the failure of persons indebted to the insured to meet their liabilities.

(8) To insure any goods or premises against loss or damage by water or other fluid, caused by the breakage or leakage of sprinklers, pumps, or other apparatus erected for extinguishing fires, or other conduits or containers, or of water pipes, or caused by casual water entering through leaks or other openings in buildings; and against accidental injury, from causes other than fire or lightning, to such sprinklers, pumps, water pipes, conduits, containers, or other apparatus; and against damage from use or occupancy of premises by reason of such loss or damage.

(9) To insure against loss or damage to elevators or other property except loss or damage by fire, caused by the maintenance, operation, or use of elevators and machinery; loss or legal liability for damage to property resulting from such operation, maintenance, or use of elevators.

(10) To insure horses, cattle, and other livestock.

(11) To insure against loss or damage to motor vehicles and airplanes, seaplanes, dirigibles, or other aircraft (except loss or damage by fire or while being transported in any conveyance by land or water), including loss by legal liability for damage to property resulting from the maintenance and use of motor vehicles and airplanes, seaplanes, dirigibles, or other aircraft, to insure anyone against loss or damage resulting from accident to, or injury, fatal or nonfatal, suffered by another person, for which the person insured is liable resulting from the ownership, maintenance or use of a motor vehicle, to insure against medical, hospital, surgical and funeral expenses incurred by or on behalf of the persons accidentally injured as a result of the ownership, maintenance or use of a motor vehicle, including the person insured, and in the case of motor vehicle liability insurance, including also an obligation of the insurer to pay disability benefits to injured persons and death benefits to dependents, beneficiaries or personal representatives of persons who are killed, irrespective of the legal liability of the insured when such insurance is issued with and supplemental to such liability insurance.

(12) To insure against loss or damage to machinery, pumps, transporting, hoisting and ventilating apparatus, and equipment of mines while located underground, and loss or damage to underground passageways, gangways, airways, drifts, shafts, overcasts, and stopping in the mines.

Provided, however, that any casualty company which is authorized to transact business in this Commonwealth shall not expose itself to any loss or hazard on any one risk authorized by this paragraph in an amount exceeding ten per centum of its capital and surplus, unless it shall be protected in the excess of that amount by reinsurance.

(13) To insure by means of an all-risk type of policy, commonly known as "The Personal Property Floater Policy," against all risks of loss of or damage to personal property owned by an individual other than merchandise, motor vehicles, aircraft, watercraft (excepting canoes, rowboats, sailboats less than twenty-one feet in length and outboard motorboats), or, personal property,

pertaining to business, trade or profession of the insured (excepting professional books, instruments and other professional equipment owned by the insured).

All other classes of insurance which are not contrary to the laws of the Commonwealth of Pennsylvania, and which are allied or in harmony with the classes of insurance herein provided. All other classes of insurance which stock fire and marine insurance companies may hereafter be authorized by the laws of the Commonwealth of Pennsylvania to transact. Such additional insurance shall be transacted only on express license by the Insurance Commissioner and upon such terms and conditions as are from time to time prescribed by him.

Section 1 of the Act of May 16, 1945, P.L. 587. All kinds of insurance or reinsurance, other than life insurance or annuities, on risks outside of the United States, its territories and possessions, and any and all kinds of reinsurance other than life insurance and annuities, provided that the company shall maintain a minimum policyholders' surplus as required by law.

THIRD: The plan or principle on which the business is to be conducted is the joint stock plan or principle.

FOURTH: The place at which the Company is to be established or located is the City of Philadelphia, Philadelphia County, in the Commonwealth of Pennsylvania.

FIFTH: The amount of the authorized capital stock is Ten Million Two Hundred Thousand Dollars (\$10,200,000) divided into 170,000 shares of the par value at \$60.00 each, all of which is issued and outstanding.

SIXTH: The general objects of the Company are to make insurance on the joint stock principle against losses as provided in Article Second of its Charter and to issue participating policies upon which policies the Board of Directors may pay dividends to policyholders from the time in such amounts as the Board of Directors may determine.

SEVENTH: The proposed duration of the company is perpetual.

EIGHTH: The powers which the company proposed to have and exercise are: to have succession as hereinbefore provided; to have a common seal and the same to alter at pleasure; to sue and be sued; to exercise the powers of a corporate body; to make such contracts as may be necessary for its corporate purposes; to purchase or lease such real estates as may be necessary for a place of business, and for the security of investments; to adopt by-laws and alter the same from time to time; and generally to exercise all the powers authorized or permitted by the Laws of the Commonwealth of Pennsylvania to stock fire and marine insurance companies.

No stockholder of the Company shall be entitled as of right to first subscribe for, purchase, receive or otherwise acquire any part of the unissued capital stock of the Company, or any capital stock of the Company to be issued by reason of any increase of the authorized capital stock of the Company.

The Board of Directors may permit the Company's policyholders from time to time to participate in the profits of the Company's operations through the payment of the dividends, or through such other means as may be authorized or permitted by the Laws of the Commonwealth of Pennsylvania.

The Board of Directors shall have power to make reasonable classifications of policies and to take such other action in accord with the Law, as may be necessary or desirable to carry into effect any participation by policyholders in the profits of the Company's operations which Directors may authorize. No policyholder shall have any right to participate in the profits of the Company's operations unless and until the Directors of the Company, in the exercise of their discretion, affirmatively authorize such participation, and then only to the extent so authorized.

IN WITNESS WHEREOF, the said Company has to these presents fixed its Corporate Seal and caused the same to be subscribed and attested to by its Senior Vice President and Assistant Secretary on the 4th day of Dec., 1997.

VILLANOVA INSURANCE COMPANY

BY: *Andrew S. Walsh*
Andrew S. Walsh
Senior Vice President

(Corporate Seal)

Attest:
Natalie Tull Greene
Natalie Tull Greene, Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF PHILADELPHIA)

On the 4th day of Dec., 1997, Natalie Tull Greene, Assistant Secretary of Villanova Insurance Company, being duly sworn according to law, deposes and says that the signature of Andrew S. Walsh, Senior Vice President of the said Company, is in his proper handwriting; that he, the said Natalie Tull Greene, was present at the execution of the said document, affixed his signature thereto, and affixed the Corporate Seal of the said Villanova Insurance Company thereto.

Natalie Tull Greene
Natalie Tull Greene, Assistant Secretary

Sworn to and subscribed before me this 4th day of Dec., 1997

Jean A. Ducky
Notary Public

Notarial Seal
Jean A. Ducky, Notary Public
Philadelphia, Philadelphia County
My Commission Expires Oct. 25, 1999
Member, Pennsylvania Association of Notaries

BEFORE THE INSURANCE COMMISSIONER
OF THE
COMMONWEALTH OF PENNSYLVANIA

In Re: : Pursuant to Sections 4161 and
: 4162 of the Business Corporation
Application of America Policyholders' : Law of 1988, Act of December 21,
Insurance Company for Approval : 1988, P. L. 1444, as amended,
to Redomesticate from the : 15 Pa.C.S. §§ 4161 and 4162, and
Commonwealth of Massachusetts : Sections 205 and 207 of the GAA
to the Commonwealth of : Amendments Act of 1990, Act of
Pennsylvania : December 19, 1990, P. L. 834,
: 15 P. S. §§ 21205 and 21207, and
: Section 357 of the Insurance
: Company Law, Act of May 17,
: 1921, P.L. 682, No. 284, as
: amended, 40 P.S. § 477e
: Order No. ID-RC-97-47

DECISION AND ORDER

AND NOW, on this 2ND day of December, 1997, M. Diane Koken, Acting Insurance Commissioner of the Commonwealth of Pennsylvania ("Commissioner"), hereby makes the following Decision and Order:

Pursuant to the Business Corporation Law and the Insurance Company Law and in consideration of the documents, presentations and reports received, as well as other inquiries and studies as permitted by law, the Commissioner hereby makes the following Findings of Fact:

FINDINGS OF FACT

1. On September 12, 1997, the Commissioner received an initial application (which, together with all material received subsequently, is collectively referenced as "Application") from American Policyholders' Insurance Company ("American Policyholders") for approval to redomesticate from the Commonwealth of Massachusetts to the Commonwealth of Pennsylvania.

2. The Application was filed pursuant to Sections 4161 and 4162 of the Business Corporation Law, as amended, 15 Pa.C.S. §§4161 and 4162 (cited as "Business Corporation Law"), and Sections 205 and 207 of the GAA Amendments Act of 1990, Dec. 19, P.L. 834, 15 P.S. §§21205 and 21207 (cited as "GAA Amendments") and Section 357 of the Insurance Company Law, Act of May 17, 1921, P.L. 682, No. 284, as amended, 40 P.S. §477e (cited as "Insurance Company Law").
3. On September 27, 1997, the Insurance Department of the Commonwealth of Pennsylvania ("Department") published notice in the Pennsylvania Bulletin that the Application was submitted by American Policyholders, and such notice invited interested persons to submit comments to the Department regarding the Application for a 30 day period, ending October 27, 1997.
4. During the 30 day period, the Department received no comments regarding the proposed Application.
5. American Policyholders is a foreign stock casualty insurance company organized under the laws of the Commonwealth of Massachusetts with its principal place of business in Philadelphia, Pennsylvania.
6. American Policyholders currently holds a Certificate of Authority in the Commonwealth of Pennsylvania as a foreign insurer to transact all property and casualty lines of business, except for ocean marine, credit, and mine and machinery.
7. As specified in the Application, American Policyholders desires to be authorized for all property and casualty lines of business should the instant transaction be approved.
8. American Policyholders desires to redomesticate to the Commonwealth of Pennsylvania as a domestic stock casualty insurer.
9. American Policyholders has represented that it will transact the business of insurance in the Commonwealth in accordance with applicable laws, including the Insurance Company Law.
10. As specified in the Application, American Policyholders will change its name to Villanova Insurance Company should the instant transaction be approved.
11. If any of the above Findings of Fact are determined to be Conclusions of Law, they shall be incorporated in the Conclusions of Law as if fully set forth therein.

CONCLUSIONS OF LAW

1. Section 21207 of the GAA Amendments to the Business Corporation Law provides the Commissioner jurisdiction to review and approve the redomestication of American Policyholders.
2. Such a domestication by a foreign business corporation is provided for in subsection 4161(a) of the Business Corporation Law.
3. Such a redomestication by a foreign insurer is provided for in Section 357 of the Insurance Company Law.
4. The Application satisfies the requirements of all applicable laws and regulations.
5. In accordance with the Business Corporation Law, the Insurance Company Law and based on the Application, the Commissioner concludes that the redomestication of American Policyholders from the Commonwealth of Massachusetts to the Commonwealth of Pennsylvania is in accordance with law and is not injurious to the policyholders or creditors of American Policyholders.
6. If any of the above Conclusions of Law are determined to be Findings of Fact, they shall be incorporated in the Findings of Fact as if fully set forth therein.

BEFORE THE INSURANCE COMMISSIONER
OF THE
COMMONWEALTH OF PENNSYLVANIA

In Re:	:	Pursuant to Sections 4161 and
	:	4162 of the Business Corporation
Application of America Policyholders	:	Law of 1988, Act of December 21,
Insurance Company for Approval	:	1988, P. L. 1444, <u>as amended</u> ,
to Redomesticate from the	:	15 Pa.C.S. §§ 4161 and 4162, and
Commonwealth of Massachusetts	:	Sections 205 and 207 of the GAA
to the Commonwealth of	:	Amendments Act of 1990, Act of
Pennsylvania	:	December 19, 1990, P. L. 834,
	:	15 P. S. §§ 21205 and 21207, and
	:	Section 357 of the Insurance
	:	Company Law, Act of May 17,
	:	1921, P.L. 682, No. 284, <u>as</u>
	:	<u>amended</u> , 40 P.S. § 477e
	:	
	:	Order No. ID-RC-97-47

ORDER

Upon consideration of the foregoing, the Acting Insurance Commissioner of the Commonwealth of Pennsylvania ("Commissioner") hereby makes the following Order:

The Application of American Policyholders' Insurance Company ("American Policyholders") for approval to redomesticate from the Commonwealth of Massachusetts to the Commonwealth of Pennsylvania and the Issuance of a Certificate of Authority as a domestic stock casualty insurance corporation, as set forth in the Application, is hereby granted, subject to this Order and the following conditions:

1. American Policyholders shall obtain approval of the redomestication from the Massachusetts Department of Insurance.

2. American Policyholders shall provide to the Commissioner a certified copy of the approval issued by the Massachusetts Insurance Commissioner within five (5) days of American Policyholders receiving such approval.

2. American Policyholders shall file Articles of Domestication with the Pennsylvania Department of State in accordance with subsection 4161(b) of the Business Corporation Law within ten (10) days of receipt of the approval of the redomestication by the Massachusetts Insurance Commissioner.

3. American Policyholders shall surrender its current Certificate of Authority as a foreign insurance corporation in exchange for the issuance of a Certificate of Authority as a domestic stock casualty insurance corporation within the time frame established by the Massachusetts Department of Insurance or, if no time is set, within three (3) days of receipt of the approval of the redomestication by the Massachusetts Insurance Commissioner.

4. The increase in underwriting authorities requested by American Policyholders to include all lines of property and casualty business is hereby approved.

5. The request from American Policyholders to change its name subsequent to its redomestication from the Commonwealth of Massachusetts to the Commonwealth of Pennsylvania to "Villanova Insurance Company" is hereby approved.

This Order is effective immediately.



M. Diane Koken
M. Diane Koken
Acting Insurance Commissioner
Commonwealth of Pennsylvania