804957

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEC 19 2013

R. WHITE

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: St. Paul Protective Insurance Company
Name of Corporation

DOCUMENT NUMBER: 804957

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 at (651) 310-8026
Name of Contact Person — 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

FILED

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.)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

804957
(Document number of corporation (if known))

1. St. Paul Protective Insurance Company
(Name of corporation as it appears on the records of the Department of State)

2. Illinois
(Incorporated under laws of)

3. 10/18/1938
(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? 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-sots.ct.gov

CERTIFICATE OF REDOMESTICATION
INSURANCE COMPANY REDOMESTICATION TO CONNECTICUT

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

Certificate of Authorization from Insurance Commissioner and a certified copy of the original Articles of Incorporation must be filed with this certificate.

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)*:	**FILING FEE: $100 PLUS FRANCHISE TAX**
NAME: Kenda C. Davis ADDRESS: The Travelers Companies, Inc. One Tower Square, Corp. Legal, MS08A CITY: Hartford STATE: CT ZIP: 06183	*MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"*

1. NAME OF INSURANCE COMPANY:

St. Paul Protective 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 Protective Insurance Company was incorporated in Illinois on December 30, 1931. The company changed its name from Allstate Fire Insurance Company to Northbrook Property and Casualty Insurance Company on April 18, 1978. The company changed its name from Northbrook Property and Casualty Insurance Company to St. Paul Protective Insurance Company on April 29, 2003.

3. APPROVALS:

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

Illinois

(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 42,000. No votes were cast against.

☐ (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):

FORM CFRI-1-1.0
Rev. 7/2010

5. CERTIFICATE OF INCORPORATION:

THE CORPORATION'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION IS ATTACHED HERETO.

6. EXECUTION:

DATED THIS 26th DAY OF November , 20 13

NAME OF SIGNATORY (print/type)	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Ann B. Mulcahy	Assistant Corporate Secretary	Ann B Mulcahy

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

State of Connecticut

Insurance Department

This is to Certify, that

- the redomestication of the St. Paul Protective Insurance Company, an Illinois Company, pursuant to Section 38a-58a of the Connecticut General Statutes, is approved,

- the attached Certificate of Redomestication and Amended and Restated Certificate of Incorporation effecting its change of domicile to Connecticut is approved, and

- the effective date of the redomestication is December 1, 2013.

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

Witness my hand and official seal, at HARTFORD,

this 21st day of November, 2013

Insurance Commissioner

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF ST. PAUL PROTECTIVE INSURANCE COMPANY

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

The corporation is a continuation of the existence of St. Paul Protective Insurance Company, through its adoption of Connecticut as its corporate domicile. The corporation's date of incorporation is December 30, 1931, the original date of incorporation of St. Paul Protective 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 forty-two thousand (42,000) shares of common stock, with a par value of $100.00 dollars 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.

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

CERTIFICATION

The undersigned, Ann B. Mulcahy, Assistant Corporate Secretary of St. Paul Protective Insurance Company (the "Company"), does hereby certify that the foregoing Certificate of Incorporation is a true and correct copy duly adopted by the Board of Directors of the Company effective July 12, 2013, and is in full force and effect as of the date of this certification.

St. Paul Protective Insurance Company

Assistant Corporate Secretary

Hartford, Connecticut
Dated: November 26, 2013

STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Insurance.

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

Date: OCT 30 2013

Director of Insurance

IL446-0135 (6/09)

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
NORTHBROOK PROPERTY AND CASUALTY INSURANCE COMPANY
AMENDED AS OF APRIL 7, 2003

First [A] The corporate name of the company shall be ST. PAUL PROTECTIVE INSURANCE COMPANY.

[B] The principal office of the company shall be located in the City of Chicago, County of Cook, in the State of Illinois.

[C] The period of duration of the company shall be perpetual.

Second The amount of capital stock shall be Four Million Two Hundred Thousand Dollars ($4,200,000), divided into Forty-Two Thousand (42,000) shares of the par value of One Hundred Dollars ($100) per share.

Third [A] The number of Directors shall be as provided in the By-Laws, but shall be not less than three, nor more than twenty-one. The Directors shall be elected at each annual meeting of the shareholders for a term of one year. Vacancies in the Board of Directors shall be filled by a vote of the shareholders.

[B] The corporate powers of the company shall be vested in the Board of Directors who shall have power to do any and all acts the company may do under the law and not otherwise to be performed by the shareholders, and shall have power to adopt By-Laws not inconsistent with law for the government and regulation of the business.

[C] In all elections for Directors, every shareholder has the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are Directors to be elected or to cumulate his shares, and give one candidate as many votes as the number of Directors multiplied by the number of his shares equals, or to distribute them on the same principle among as many candidates as he thinks fit, and Directors shall not be elected in any other manner.

Fourth The designation of the general officers shall be Chairman of the Board, President, two or more Vice Presidents, Treasurer, Secretary and Controller.

Fifth The fiscal year shall commence on the first day of January and terminate on the 31st day of December of each year.

Sixth The objects and purposes of this company shall be the following:

[A] The business of engaging in the following classes and writing and transacting the following kinds of insurance:

[1] **Class 2. Casualty, Fidelity and Surety.**

[a] <u>**Accident and Health**</u>. Insurance against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto.

[b] <u>**Vehicle**</u>. Insurance against any loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft. Any policy

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

insuring against any loss or liability on account of the bodily injury or death of any person may contain a provision for payment of disability benefits to injured persons and death benefits to dependents, beneficiaries or personal representatives of persons who are killed, including the named insured, irrespective of legal liability of the insured, if the injury or death for which benefits are provided is caused by accident and sustained while in or upon or while entering into or alighting from or through being struck by a vehicle (motor or otherwise), draft animal or aircraft, and such provision shall not be deemed to be accident insurance.

[c] Liability. Insurance against the liability of the insured for the death, injury or disability of an employee or other person, and insurance against the liability of the insured for damage to or destruction of another person's property.

[d] **Workers' Compensation**. Insurance of the obligations accepted by or imposed upon employers under laws for workers' compensation.

[e] Burglary and Forgery. Insurance against loss or damage by burglary, theft, larceny, robbery, forgery, fraud or otherwise; including all householders' personal property floater risks.

[f] Glass. Insurance against loss or damage to glass including lettering, ornamentation and fittings from any cause.

[g] Fidelity and Surety. Become surety or guarantor for any person, copartnership or corporation in any position or place of trust or as custodian of money or property, public or private; or, becoming a surety or guarantor for the performance of any person, copartnership or corporation of any lawful obligation, undertaking, agreement or contract of any kind, except contracts or policies of insurance; and underwriting blanket bonds. Such obligations shall be known and treated as suretyship obligations and such business shall be known as surety business.

[h] Miscellaneous. Insurance against loss or damage to property and any liability of the insured caused by accidents to boilers, pipes, pressure containers, machinery and apparatus of any kind and any apparatus connected thereto, or used for creating, transmitting or applying power, light, heat, steam or refrigeration, making inspection of and issuing certificates of inspection upon elevators, boilers, machinery and apparatus of any kind and all mechanical apparatus and appliances appertaining thereto; insurance against loss or damage by water entering through leaks or openings in buildings, or from the to or arising out of services performed by or under the supervision of an attorney licensed to practice in the jurisdiction wherein the services are performed, regardless of whether the payment is made by the beneficiaries individually or by a third person for them, but does not include the provision of or reimbursement for legal services incidental to

other insurance coverages. "Legal Expense Insurance" does not include:

[i] Retainer contracts made by attorneys at law with individual clients with fees based on estimates of the nature and amount of services to be provided to the specific client, and similar contracts made with a group of clients involved in the same or closely related legal matters;

[ii] Plans owned or operated by attorneys who are the providers of legal services to the plan;

[iii] Plans providing legal service benefits to groups where such plans are owned or operated by authority of a state, county, local or other bar association;

[iv] Any lawyer referral service authorized or operated by a state, county, local or other bar association;

[v] The furnishing of legal assistance by labor unions and other employee organizations to their members in matters relating to employment or occupation;

[vi] The furnishing of legal assistance to members or dependents, by churches, consumer organizations, cooperatives educational institutions, credit unions, or organizations of employees, where such organizations contract directly with lawyers or law firms for the provision of legal services, and the administration and marketing of such legal services is wholly conducted by the organization or its subsidiary;

[vii] Legal services provided by an employee welfare benefit plan defined by the Employee Retirement Income Security Act of 1974;

[viii] Any collectively bargained plan for legal services between a labor union and an employer negotiated pursuant to Section 302 of the Labor Management Relations Act as now or hereafter amended, under which plan legal services will be provided for employees of the employer whether or not payments for such services are funded to or through an insurance company.

[2] **Class 3. Fire and Marine, etc.**

[a] **Fire**. Insurance against loss or damage by fire, smoke and smudge, lightning or other electrical disturbances.

[b] **Elements**. Insurance against loss or damage by earthquake, windstorms, cyclone, tornado, tempests, hail, frost, snow, ice, sleet, flood, rain, drought or other weather or climatic conditions including excess or deficiency of moisture, rising of the waters of the ocean or its tributaries.

[c] **War, Riot and Explosion**. Insurance against loss or damage by bombardment, invasion, insurrection, riot, strikes, civil war or commotion, military or usurped power, or explosion (other than explosion of steam boilers and the breaking of fly wheels on premises owned, controlled, managed, or maintained by the insured).

[d] **Marine and Transportation**. Insurance against loss or damage to vessels, craft, aircraft, vehicles of every kind (excluding vehicles operating under their own power or while in storage not incidental to transportation), as well as all goods, freights, cargoes, merchandise, effects, disbursements, profits, moneys, bullion, precious stones, securities, choses in action, evidences of debt, valuable papers, bottomry and respondentia interests and all other kinds of property and interests therein, in respect to, appertaining to or in connection with any or all risks or perils of navigation, transit, or transportation, including war risks, on or under any seas or other waters, on land or in the air, or while being assembled, packed, crated, baled, compressed or similarly prepared for shipment or while awaiting the same or during any delays, storage, transshipment, or reshipment incident thereto, including marine builder's risks and all personal property floater risks; and for loss or damage to persons or property in connection with or appertaining to marine, inland marine, transit or transportation insurance, including liability for loss of or damage to either arising out of or in connection with the construction, repair, operation, maintenance or use of the subject matter of such insurance (but not including life insurance or surety bonds); but, except as herein specified, shall not mean insurances against loss by reason of bodily injury to the person; and insurance against loss or damage to precious stones, jewels, jewelry, gold, silver. and other precious metals whether used in business or trade or otherwise and whether the same be in course of transportation or otherwise, which shall include jewelers' block insurance; and insurance against loss or damage to bridges, tunnels and other instrumentalities of transportation and communication (excluding buildings, their furniture and furnishings, fixed contents and supplies held in storage) unless fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion are the only hazards to be covered; and to piers, wharves, docks and slips, excluding the risks of fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion; and to other aids to navigation and transportation, including dry docks and marine railways, against all risk.

[e] **Vehicle**. Insurance against loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft, excluding the liability of the insured for the death, injury or disability of another person.

[f] **Property Damage, Sprinkler Leakage and Crop**. Insurance against the liability of the insured for loss or damage to another person's property or property interests from any cause enumerated in this

class; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports or against loss or damage from any cause to such sprinklers, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage from insects, diseases or other causes to trees, crops or other products of the soil.

[g] **Other Fire and Marine Risks**. Insurance against any other property risk not otherwise specified under Class 2, which may lawfully be the subject of insurance and may properly be classified under Class 3.

[h] **Contingent Losses**. Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any of the causes enumerated under Class 3. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

[i] **Legal Expense Insurance**. Insurance against risk resulting from the cost of legal services as defined under Class 2(l).

[B] Notwithstanding limitations otherwise applicable, engaging directly in any of the following businesses:

[1] rendering investment advice;

[2] rendering services related to the functions involved in the operation of the company's insurance business including, but not limited to, actuarial, loss prevention, safety engineering, data processing, accounting, claims, appraisal and collection services;

[3] acting as administrative agent for a government instrumentality which is performing an insurance function for a health or welfare program;

[4] reinsuring the business of title insurance companies;

[5] any other business activity reasonably complementary or supplementary to the company's insurance business; either to the extent necessarily or properly incidental to the insurance business the company is authorized to do in this State or to the extent approved by the Director of Insurance of the State and subject to any limitations he may prescribe for the protection of the interests of the policyholders of the company taking into account the effect of such business on the company's existing insurance business and its surplus, the proposed allocation of the estimated cost of such business and the risks inherent in such business as well as the relative advantages to the company and its policyholders of conducting such business directly instead of through a subsidiary.

Seventh The company may issue both participating and nonparticipating policies. The Board of Directors shall have power to determine the amount and the manner of payment of dividends to the holders of participating policies. Such dividends shall be apportioned equitably and in accordance with such rates and rules and applicable to such kind or kinds of insurance as may be determined by the Board of Directors, which shall have the power to adopt any By-Laws pertaining to such declaration and payment which in the judgment of said Board of Directors may seem necessary or desirable.

Eighth The company may indemnify any person as permitted by the Illinois Insurance Code.

NORTHBROOK PROPERTY AND CASUALTY INSURANCE COMPANY

By: ______________________
Bruce A. Backberg
Senior Vice President

(SEAL)

Attest:

____
Christopher E. Gerst
Assistant Corporate Secretary

APPROVED THIS __________ DAY OF APRIL, 2003.

____

4/29/03

Document #: 81375-v2

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

STATE OF ILLINOIS

DEPARTMENT OF INSURANCE

320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Insurance.

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

Date: OCT 30 2013

Director of Insurance

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
NORTHBROOK PROPERTY AND CASUALTY INSURANCE COMPANY
AMENDED AS OF OCTOBER 31, 1997

First [A] The corporate name of the company shall be NORTHBROOK PROPERTY AND CASUALTY INSURANCE COMPANY.

[B] The principal office of the company shall be located in the City of Chicago, County of Cook, in the State of Illinois.

[C] The period of duration of the company shall be perpetual.

Second The amount of capital stock shall be Four Million Two Hundred Thousand Dollars ($4,200,000), divided into Forty-Two Thousand (42,000) shares of the par value of One Hundred Dollars ($100) per share.

Third [A] The number of Directors shall be as provided in the By-Laws, but shall be not less than three, nor more than twenty-one. The Directors shall be elected at each annual meeting of the shareholders for a term of one year. Vacancies in the Board of Directors shall be filled by a vote of the shareholders.

[B] The corporate powers of the company shall be vested in the Board of Directors who shall have power to do any and all acts the company may do under the law and not otherwise to be performed by the shareholders, and shall have power to adopt By-Laws not inconsistent with law for the government and regulation of the business.

[C] In all elections for Directors, every shareholder has the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are Directors to be elected or to cumulate his shares, and give one candidate as many votes as the number of Directors multiplied by the number of his shares equals, or to distribute them on the same principle among as many candidates as he thinks fit, and Directors shall not be elected in any other manner.

Fourth The designation of the general officers shall be Chairman of the Board, President, two or more Vice Presidents, Treasurer, Secretary and Controller.

Fifth The fiscal year shall commence on the first day of January and terminate on the 31st day of December of each year.

Sixth The objects and purposes of this company shall be the following:

[A] The business of engaging in the following classes and writing and transacting the following kinds of insurance:

[1] **Class 2. Casualty, Fidelity and Surety.**

[a] **Accident and Health**. Insurance against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto.

[b] **Vehicle**. Insurance against any loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft. Any policy insuring against any loss or liability on account of the bodily injury or death of any person may contain a provision for payment of disability benefits to injured persons and death benefits to dependents, beneficiaries or personal representatives of persons who are killed, including the named insured, irrespective of legal liability of the insured, if the injury or death for which benefits are provided is caused by accident and sustained while in or upon or while entering into or alighting from or through being struck by a vehicle (motor or otherwise), draft animal or aircraft, and such provision shall not be deemed to be accident insurance.

[c] **Liability**. Insurance against the liability of the insured for the death, injury or disability of an employee or other person, and insurance against the liability of the insured for damage to or destruction of another person's property.

[d] **Workers' Compensation**. Insurance of the obligations accepted by or imposed upon employers under laws for workers' compensation.

[e] **Burglary and Forgery**. Insurance against loss or damage by burglary, theft, larceny, robbery, forgery, fraud or otherwise; including all householders' personal property floater risks.

[f] **Glass**. Insurance against loss or damage to glass including lettering, ornamentation and fittings from any cause.

[g] **Fidelity and Surety**. Become surety or guarantor for any person, copartnership or corporation in any position or place of trust or as custodian of money or property,

public or private; or, becoming a surety or guarantor for the performance of any person, copartnership or corporation of any lawful obligation, undertaking, agreement or contract of any kind, except contracts or policies of insurance; and underwriting blanket bonds. Such obligations shall be known and treated as suretyship obligations and such business shall be known as surety business.

[h] **Miscellaneous**. Insurance against loss or damage to property and any liability of the insured caused by accidents to boilers, pipes, pressure containers, machinery and apparatus of any kind and any apparatus connected thereto, or used for creating, transmitting or applying power, light, heat, steam or refrigeration, making inspection of and issuing certificates of inspection upon elevators, boilers, machinery and apparatus of any kind and all mechanical apparatus and appliances appertaining thereto; insurance against loss or damage by water entering through leaks or openings in buildings, or from the to or arising out of services performed by or under the supervision of an attorney licensed to practice in the jurisdiction wherein the services are performed, regardless of whether the payment is made by the beneficiaries individually or by a third person for them, but does not include the provision of or reimbursement for legal services incidental to other insurance coverages. "Legal Expense Insurance" does not include:

[i] Retainer contracts made by attorneys at law with individual clients with fees based on estimates of the nature and amount of services to be provided to the specific client, and similar contracts made with a group of clients involved in the same or closely related legal matters;

[ii] Plans owned or operated by attorneys who are the providers of legal services to the plan;

[iii] Plans providing legal service benefits to groups where such plans are owned or operated by authority of a state, county, local or other bar association;

[iv] Any lawyer referral service authorized or operated by a state, county, local or other bar association;

[v] The furnishing of legal assistance by labor unions and other employee organizations to their members in matters relating to employment or occupation;

[vi] The furnishing of legal assistance to members or dependents, by churches, consumer organizations, cooperatives educational institutions, credit unions, or organizations of employees, where such organizations contract directly with lawyers or law firms for the provision of legal services, and the administration and marketing of such legal services is wholly conducted by the organization or its subsidiary;

[vii] Legal services provided by an employee welfare benefit plan defined by the Employee Retirement Income Security Act of 1974;

[viii] Any collectively bargained plan for legal services between a labor union and an employer negotiated pursuant to Section 302 of the Labor Management Relations Act as now or hereafter amended, under which plan legal services will be provided for employees of the employer whether or not payments for such services are funded to or through an insurance company.

[2] Class 3. **Fire and Marine, etc.**

[a] **Fire**. Insurance against loss or damage by fire, smoke and smudge, lightning or other electrical disturbances.

[b] **Elements**. Insurance against loss or damage by earthquake, windstorms, cyclone, tornado, tempests, hail, frost, snow, ice, sleet, flood, rain, drought or other weather or climatic conditions including

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excess or deficiency of moisture, rising of the waters of the ocean or its tributaries.

[c] **War, Riot and Explosion**. Insurance against loss or damage by bombardment, invasion, insurrection, riot, strikes, civil war or commotion, military or usurped power, or explosion (other than explosion of steam boilers and the breaking of fly wheels on premises owned, controlled, managed, or maintained by the insured).

[d] **Marine and Transportation**. Insurance against loss or damage to vessels, craft, aircraft, vehicles of every kind (excluding vehicles operating under their own power or while in storage not incidental to transportation), as well as all goods, freights, cargoes, merchandise, effects, disbursements, profits, moneys, bullion, precious stones, securities, choses in action, evidences of debt, valuable papers, bottomry and respondentia interests and all other kinds of property and interests therein, in respect to, appertaining to or in connection with any or all risks or perils of navigation, transit, or transportation, including war risks, on or under any seas or other waters, on land or in the air, or while being assembled, packed, crated, baled, compressed or similarly prepared for shipment or while awaiting the same or during any delays, storage, transshipment, or reshipment incident thereto, including marine builder's risks and all personal property floater risks; and for loss or damage to persons or property in connection with or appertaining to marine, inland marine, transit or transportation insurance, including liability for loss of or damage to either arising out of or in connection with the construction, repair, operation, maintenance or use of the subject matter of such insurance (but not including life insurance or surety bonds); but, except as herein specified, shall not mean insurances against loss by reason of bodily injury to the person; and insurance against loss or damage to precious stones, jewels, jewelry,

gold, silver. and other precious metals whether used in business or trade or otherwise and whether the same be in course of transportation or otherwise, which shall include jewelers' block insurance; and insurance against loss or damage to bridges, tunnels and other instrumentalities of transportation and communication (excluding buildings, their furniture and furnishings, fixed contents and supplies held in storage) unless fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion are the only hazards to be covered; and to piers, wharves, docks and slips, excluding the risks of fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion; and to other aids to navigation and transportation, including dry docks and marine railways, against all risk.

[e] **Vehicle**. Insurance against loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft, excluding the liability of the insured for the death, injury or disability of another person.

[f] **Property Damage, Sprinkler Leakage and Crop**. Insurance against the liability of the insured for loss or damage to another person's property or property interests from any cause enumerated in this class; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports or against loss or damage from any cause to such sprinklers, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage from insects, diseases or other causes to trees, crops or other products of the soil.

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[g] **Other Fire and Marine Risks**. Insurance against any other property risk not otherwise specified under Class 2, which may lawfully be the subject of insurance and may properly be classified under Class 3.

[h] **Contingent Losses**. Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any of the causes enumerated under Class 3. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

[i] **Legal Expense Insurance**. Insurance against risk resulting from the cost of legal services as defined under Class 2(l).

[B] Notwithstanding limitations otherwise applicable, engaging directly in any of the following businesses:

[1] rendering investment advice;

[2] rendering services related to the functions involved in the operation of the company's insurance business including, but not limited to, actuarial, loss prevention, safety engineering, data processing, accounting, claims, appraisal and collection services;

[3] acting as administrative agent for a government instrumentality which is performing an insurance function for a health or welfare program;

[4] reinsuring the business of title insurance companies;

[5] any other business activity reasonably complementary or supplementary to the company's insurance business; either to the extent necessarily or properly incidental to the insurance business the company is authorized to do in this State or to the extent approved by the Director of Insurance of the State and subject to any limitations he may prescribe for the protection of the interests of the policyholders of the company taking into account the effect of such business on the company's existing insurance business and its surplus, the proposed allocation of the estimated cost of such business and the risks inherent in such business as well as the relative advantages to

the company and its policyholders of conducting such business directly instead of through a subsidiary.

Seventh The company may issue both participating and nonparticipating policies. The Board of Directors shall have power to determine the amount and the manner of payment of dividends to the holders of participating policies. Such dividends shall be apportioned equitably and in accordance with such rates and rules and applicable to such kind or kinds of insurance as may be determined by the Board of Directors, which shall have the power to adopt any By-Laws pertaining to such declaration and payment which in the judgment of said Board of Directors may seem necessary or desirable.

Eighth The company may indemnify any person as permitted by the Illinois Insurance Code.

NORTHBROOK PROPERTY AND CASUALTY INSURANCE COMPANY

By: James A Schulte
James A. Schulte
Executive Vice President

(SEAL)

Attest:

Edward M Gerber
Edward M. Gerber
Assistant Corporate Secretary

APPROVED THIS 12th day of December, 1997.

Mark Boozell, Director

By:

Document #: 81375

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STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001

I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Insurance.

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

Date: OCT 30 2013

Director of Insurance

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
NORTHBROOK PROPERTY AND CASUALTY INSURANCE COMPANY
AMENDED AS OF JANUARY 21, 1994

First [A] The corporate name of the company shall be NORTHBROOK PROPERTY AND CASUALTY INSURANCE COMPANY.

[B] The principal office of the company shall be located in the Village of South Barrington, County of Cook, in the State of Illinois.

[C] The period of duration of the company shall be perpetual.

Second The amount of capital stock shall be Four Million Two Hundred Thousand Dollars ($4,200,000), divided into Forty-Two Thousand (42,000) shares of the par value of One Hundred Dollars ($100) per share.

Third [A] The number of Directors shall be as provided in the By-Laws, but shall be not less than three, nor more than twenty-one. The Directors shall be elected at each annual meeting of the shareholders for a term of one year. Vacancies in the Board of Directors shall be filled by a vote of the shareholders.

[B] The corporate powers of the company shall be vested in the Board of Directors who shall have power to do any and all acts the company may do under the law and not otherwise to be performed by the shareholders, and shall have power to adopt By-Laws not inconsistent with law for the government and regulation of the business.

[C] In all elections for Directors, every shareholder has the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are Directors to be elected or to cumulate his shares, and give one candidate as many votes as the number of Directors multiplied by the number of his shares equals, or to distribute them on the same principle among as many candidates as he thinks fit, and Directors shall not be elected in any other manner.

Fourth The designation of the general officers shall be Chairman of the Board, President, two or more Vice Presidents, Treasurer, Secretary and Controlle[r]

Fifth The fiscal year shall commence on the first day of January and terminate on the 31st day of December of each year.

Sixth The objects and purposes of this company shall be the following:

[A] The business of engaging in the following classes and writing and transacting the following kinds of insurance:

[1] Class 2. Casualty, Fidelity and Surety.

[a] **Accident and Health.** Insurance against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto.

[b] **Vehicle.** Insurance against any loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft. Any policy insuring against any loss or liability on account of the bodily injury or death of any person may contain a provision for payment of disability benefits to injured persons and death benefits to dependents, beneficiaries or personal representatives of persons who are killed, including the named insured, irrespective of legal liability of the insured, if the injury or death for which benefits are provided is caused by accident and sustained while in or upon or while entering into or alighting from or through being struck by a vehicle (motor or otherwise), draft animal or aircraft, and such provision shall not be deemed to be accident insurance.

[c] **Liability.** Insurance against the liability of the insured for the death, injury or disability of an employee or other person, and insurance against the liability of the insured for damage to or destruction of another person's property.

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[d] **Workers' Compensation.** Insurance of the obligations accepted by or imposed upon employers under laws for workers' compensation.

[e] **Burglary and Forgery.** Insurance against loss or damage by burglary, theft, larceny, robbery, forgery, fraud or otherwise; including all householders' personal property floater risks.

[f] **Glass.** Insurance against loss or damage to glass including lettering, ornamentation and fittings from any cause.

[g] **Fidelity and Surety.** Become surety or guarantor for any person, copartnership or corporation in any position or place of trust or as custodian of money or property, public or private; or, becoming a surety or guarantor for the performance of any person, copartnership or corporation of any lawful obligation, undertaking, agreement or contract of any kind, except contracts or policies of insurance; and underwriting blanket bonds. Such obligations shall be known and treated as suretyship obligations and such business shall be known as surety business.

[h] **Miscellaneous.** Insurance against loss or damage to property and any liability of the insured caused by accidents to boilers, pipes, pressure containers, machinery and apparatus of any kind and any apparatus connected thereto, or used for creating, transmitting or applying power, light, heat, steam or refrigeration, making inspection of and issuing certificates of inspection upon elevators, boilers, machinery and apparatus of any kind and all mechanical apparatus and appliances appertaining thereto; insurance against loss or damage by water entering through leaks or openings in buildings, or from the

breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports, or against loss or damage from any cause (other than causes specifically enumerated under Class 3) to such sprinkler, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage which may result from the failure of debtors to pay their obligations to the insured; and insurance of the payment of money for personal services under contracts of hiring.

[i] __Other Casualty Risks.__ Insurance against any other casualty risk not otherwise specified under Class 3, which may lawfully be the subject of insurance and may properly be classified under Class 2.

[j] __Contingent Losses.__ Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any one of the causes enumerated under Class 2. Such coverage shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

[k] __Livestock and Domestic Animals.__ Insurance against mortality, accident and health of livestock and domestic animals.

[l] __Legal Expense Insurance.__ Insurance which involves the assumption of a contractual obligation to reimburse the beneficiary against or pay on behalf of the beneficiary, all or a portion of his fees, costs, or expenses related

to or arising out of services performed by or under the supervision of an attorney licensed to practice in the jurisdiction wherein the services are performed, regardless of whether the payment is made by the beneficiaries individually or by a third person for them, but does not include the provision of or reimbursement for legal services incidental to other insurance coverages. "Legal Expense Insurance" does not include:

[i] Retainer contracts made by attorneys at law with individual clients with fees based on estimates of the nature and amount of services to be provided to the specific client, and similar contracts made with a group of clients involved in the same or closely related legal matters;

[ii] Plans owned or operated by attorneys who are the providers of legal services to the plan;

[iii] Plans providing legal service benefits to groups where such plans are owned or operated by authority of a state, county, local or other bar association;

[iv] Any lawyer referral service authorized or operated by a state, county, local or other bar association;

[v] The furnishing of legal assistance by labor unions and other employee organizations to their members in matters relating to employment or occupation;

[vi] The furnishing of legal assistance to members or dependents, by churches, consumer organizations, cooperatives educational institutions, credit unions, or organizations of employees, where such

organizations contract directly with lawyers or law firms for the provision of legal services, and the administration and marketing of such legal services is wholly conducted by the organization or its subsidiary;

[vii] Legal services provided by an employee welfare benefit plan defined by the Employee Retirement Income Security Act of 1974;

[viii] Any collectively bargained plan for legal services between a labor union and an employer negotiated pursuant to Section 302 of the Labor Management Relations Act as now or hereafter amended, under which plan legal services will be provided for employees of the employer whether or not payments for such services are funded to or through an insurance company.

[2] **Class 3. Fire and Marine, etc.**

[a] **Fire.** Insurance against loss or damage by fire, smoke and smudge, lightning or other electrical disturbances.

[b] **Elements.** Insurance against loss or damage by earthquake, windstorms, cyclone, tornado, tempests, hail, frost, snow, ice, sleet, flood, rain, drought or other weather or climatic conditions including excess or deficiency of moisture, rising of the waters of the ocean or its tributaries.

[c] **War, Riot and Explosion.** Insurance against loss or damage by bombardment, invasion, insurrection, riot, strikes, civil war or commotion, military or usurped power, or explosion (other than explosion of steam boilers and the breaking of fly wheels on premises

owned, controlled, managed, or maintained by the insured).

[d] **Marine and Transportation.** Insurance against loss or damage to vessels, craft, aircraft, vehicles of every kind (excluding vehicles operating under their own power or while in storage not incidental to transportation), as well as all goods, freights, cargoes, merchandise, effects, disbursements, profits, moneys, bullion, precious stones, securities, choses in action, evidences of debt, valuable papers, bottomry and respondentia interests and all other kinds of property and interests therein, in respect to, appertaining to or in connection with any or all risks or perils of navigation, transit, or transportation, including war risks, on or under any seas or other waters, on land or in the air, or while being assembled, packed, crated, baled, compressed or similarly prepared for shipment or while awaiting the same or during any delays, storage, transshipment, or reshipment incident thereto, including marine builder's risks and all personal property floater risks; and for loss or damage to persons or property in connection with or appertaining to marine, inland marine, transit or transportation insurance, including liability for loss of or damage to either arising out of or in connection with the construction, repair, operation, maintenance or use of the subject matter of such insurance (but not including life insurance or surety bonds); but, except as herein specified, shall not mean insurances against loss by reason of bodily injury to the person; and insurance against loss or damage to precious stones,

jewels, jewelry, gold, silver and other precious metals whether used in business or trade or otherwise and whether the same be in course of transportation or otherwise, which shall include jewelers' block insurance; and insurance against loss or damage to bridges, tunnels and other instrumentalities of transportation and communication (excluding buildings, their furniture and furnishings, fixed contents and supplies held in storage) unless fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion are the only hazards to be covered; and to piers, wharves, docks and slips, excluding the risks of fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion; and to other aids to navigation and transportation, including dry docks and marine railways, against all risk.

[e] **Vehicle.** Insurance against loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft, excluding the liability of the insured for the death, injury or disability of another person.

[f] **Property Damage, Sprinkler Leakage and Crop.** Insurance against the liability of the insured for loss or damage to another person's property or property interests from any cause enumerated in this class; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports

or against loss or damage from any cause to such sprinklers, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage from insects, diseases or other causes to trees, crops or other products of the soil.

[g] **Other Fire and Marine Risks.** Insurance against any other property risk not otherwise specified under Class 2, which may lawfully be the subject of insurance and may properly be classified under Class 3.

[h] **Contingent Losses.** Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any of the causes enumerated under Class 3. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

[i] **Legal Expense Insurance.** Insurance against risk resulting from the cost of legal services as defined under Class 2[1].

[B] Notwithstanding limitations otherwise applicable, engaging directly in any of the following businesses:

[1] rendering investment advice;

[2] rendering services related to the functions involved in the operation of the company's insurance business including, but not limited to, actuarial, loss prevention, safety engineering, data processing, accounting, claims, appraisal and collection services;

[3] acting as administrative agent for a government instrumentality which is performing an insurance function for a health or welfare program;

[4] reinsuring the business of title insurance companies;

[5] any other business activity reasonably complementary or supplementary to the company's insurance business; either to the extent necessarily or properly

incidental to the insurance business the company is authorized to do in this State or to the extent approved by the Director of Insurance of the State and subject to any limitations he may prescribe for the protection of the interests of the policyholders of the company taking into account the effect of such business on the company's existing insurance business and its surplus, the proposed allocation of the estimated cost of such business and the risks inherent in such business as well as the relative advantages to the company and its policyholders of conducting such business directly instead of through a subsidiary.

Seventh The company may issue both participating and nonparticipating policies. The Board of Directors shall have power to determine the amount and the manner of payment of dividends to the holders of participating policies. Such dividends shall be apportioned equitably and in accordance with such rates and rules and applicable to such kind or kinds of insurance as may be determined by the Board of Directors, which shall have the power to adopt any By-Laws pertaining to such declaration and payment which in the judgment of said Board of Directors may seem necessary or desirable.

Eighth The company may indemnify any person as permitted by the Illinois Insurance Code.

NORTHBROOK PROPERTY AND CASUALTY INSURANCE COMPANY

By: Norbert A. Florek
Norbert A. Florek
Senior Vice President and Controller

(SEAL)

Attest:

Kieran T. Ridge
Kieran T. Ridge
Assistant Secretary

APPROVED THIS 30th day of March, 1994.

James W. Schacht
James W. Schacht
Acting Director of Insurance

STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001

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SECRETARY OF THE STATE
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I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Insurance.

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

Date: OCT 30 2013 Andrew Boron

Director of Insurance mms

IL446-0135 (6/09)

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF NORTHBROOK PROPERTY AND CASUALTY INSURANCE COMPANY AMENDED AS OF JANUARY 6, 1992

First [A] The corporate name of the company shall be NORTHBROOK PROPERTY AND CASUALTY INSURANCE COMPANY.

[B] The principal office of the company shall be located in the Village of South Barrington, County of Cook, in the State of Illinois.

[C] The period of duration of the company shall be perpetual.

Second The amount of capital stock shall be Three Million Dollars ($3,000,000), divided into Thirty Thousand (30,000) shares of the par value of One Hundred Dollars ($100) per share.

Third [A] The number of Directors shall be as provided in the By-Laws, but shall be not less than three, nor more than twenty-one. The Directors shall be elected at each annual meeting of the shareholders for a term of one year. Vacancies in the Board of Directors shall be filled by a vote of the shareholders.

[B] The corporate powers of the company shall be vested in the Board of Directors who shall have power to do any and all acts the company may do under the law and not otherwise to be performed by the shareholders, and shall have power to adopt By-Laws not inconsistent with law for the government and regulation of the business.

[C] In all elections for Directors, every shareholder has the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are Directors to be elected or to cumulate his shares, and give one candidate as many votes as the number of Directors multiplied by the number of his shares equals, or to distribute them on the same principle among as many candidates as he thinks fit, and Directors shall not be elected in any other manner.

Fourth The designation of the general officers shall be Chairman of the Board, President, two or more Vice Presidents, Treasurer, Secretary and Controller.

Fifth The fiscal year shall commence on the first day of January and terminate on the 31st day of December of each year.

Sixth The objects and purposes of this company shall be the following:

[A] The business of engaging in the following classes and writing and transacting the following kinds of insurance:

[1] Class 2. Casualty, Fidelity and Surety.

[a] **<u>Accident and Health.</u>** Insurance against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto.

[b] **<u>Vehicle.</u>** Insurance against any loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft. Any policy insuring against any loss or liability on account of the bodily injury or death of any person may contain a provision for payment of disability benefits to injured persons and death benefits to dependents, beneficiaries or personal representatives of persons who are killed, including the named insured, irrespective of legal liability of the insured, if the injury or death for which benefits are provided is caused by accident and sustained while in or upon or while entering into or alighting from or through being struck by a vehicle (motor or otherwise), draft animal or aircraft, and such provision shall not be deemed to be accident insurance.

[c] **<u>Liability.</u>** Insurance against the liability of the insured for the death, injury or disability of an employee or other person, and insurance against the liability of the insured for damage to or destruction of another person's property.

[d] **Workers' Compensation.** Insurance of the obligations accepted by or imposed upon employers under laws for workers' compensation.

[e] **Burglary and Forgery.** Insurance against loss or damage by burglary, theft, larceny, robbery, forgery, fraud or otherwise; including all householders' personal property floater risks.

[f] **Glass.** Insurance against loss or damage to glass including lettering, ornamentation and fittings from any cause.

[g] **Fidelity and Surety.** Become surety or guarantor for any person, copartnership or corporation in any position or place of trust or as custodian of money or property, public or private; or, becoming a surety or guarantor for the performance of any person, copartnership or corporation of any lawful obligation, undertaking, agreement or contract of any kind, except contracts or policies of insurance; and underwriting blanket bonds. Such obligations shall be known and treated as suretyship obligations and such business shall be known as surety business.

[h] **Miscellaneous.** Insurance against loss or damage to property and any liability of the insured caused by accidents to boilers, pipes, pressure containers, machinery and apparatus of any kind and any apparatus connected thereto, or used for creating, transmitting or applying power, light, heat, steam or refrigeration, making inspection of and issuing certificates of inspection upon elevators, boilers, machinery and apparatus of any kind and all mechanical apparatus and appliances appertaining thereto; insurance against loss or damage by water entering through leaks or openings in buildings, or from the

breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports, or against loss or damage from any cause (other than causes specifically enumerated under Class 3) to such sprinkler, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage which may result from the failure of debtors to pay their obligations to the insured; and insurance of the payment of money for personal services under contracts of hiring.

[i] **Other Casualty Risks.** Insurance against any other casualty risk not otherwise specified under Class 3, which may lawfully be the subject of insurance and may properly be classified under Class 2.

[j] **Contingent Losses.** Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any one of the causes enumerated under Class 2. Such coverage shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

[k] **Livestock and Domestic Animals.** Insurance against mortality, accident and health of livestock and domestic animals.

[l] **Legal Expense Insurance.** Insurance which involves the assumption of a contractual obligation to reimburse the beneficiary against or pay on behalf of the beneficiary, all or a portion of his fees, costs, or expenses related

to or arising out of services performed by or under the supervision of an attorney licensed to practice in the jurisdiction wherein the services are performed, regardless of whether the payment is made by the beneficiaries individually or by a third person for them, but does not include the provision of or reimbursement for legal services incidental to other insurance coverages. "Legal Expense Insurance" does not include:

[i] Retainer contracts made by attorneys at law with individual clients with fees based on estimates of the nature and amount of services to be provided to the specific client, and similar contracts made with a group of clients involved in the same or closely related legal matters;

[ii] Plans owned or operated by attorneys who are the providers of legal services to the plan;

[iii] Plans providing legal service benefits to groups where such plans are owned or operated by authority of a state, county, local or other bar association;

[iv] Any lawyer referral service authorized or operated by a state, county, local or other bar association;

[v] The furnishing of legal assistance by labor unions and other employee organizations to their members in matters relating to employment or occupation;

[vi] The furnishing of legal assistance to members or dependents, by churches, consumer organizations, cooperatives educational institutions, credit unions, or organizations of employees, where such

organizations contract directly with lawyers or law firms for the provision of legal services, and the administration and marketing of such legal services is wholly conducted by the organization or its subsidiary;

[vii] Legal services provided by an employee welfare benefit plan defined by the Employee Retirement Income Security Act of 1974;

[viii] Any collectively bargained plan for legal services between a labor union and an employer negotiated pursuant to Section 302 of the Labor Management Relations Act as now or hereafter amended, under which plan legal services will be provided for employees of the employer whether or not payments for such services are funded to or through an insurance company.

[2] **Class 3. Fire and Marine, etc.**

[a] **Fire.** Insurance against loss or damage by fire, smoke and smudge, lightning or other electrical disturbances.

[b] **Elements.** Insurance against loss or damage by earthquake, windstorms, cyclone, tornado, tempests, hail, frost, snow, ice, sleet, flood, rain, drought or other weather or climatic conditions including excess or deficiency of moisture, rising of the waters of the ocean or its tributaries.

[c] **War, Riot and Explosion.** Insurance against loss or damage by bombardment, invasion, insurrection, riot, strikes, civil war or commotion, military or usurped power, or explosion (other than explosion of steam boilers and the breaking of fly wheels on premises

owned, controlled, managed, or maintained by the insured).

[d] **Marine and Transportation.** Insurance against loss or damage to vessels, craft, aircraft, vehicles of every kind (excluding vehicles operating under their own power or while in storage not incidental to transportation), as well as all goods, freights, cargoes, merchandise, effects, disbursements, profits, moneys, bullion, precious stones, securities, choses in action, evidences of debt, valuable papers, bottomry and respondentia interests and all other kinds of property and interests therein, in respect to, appertaining to or in connection with any or all risks or perils of navigation, transit, or transportation, including war risks, on or under any seas or other waters, on land or in the air, or while being assembled, packed, crated, baled, compressed or similarly prepared for shipment or while awaiting the same or during any delays, storage, transshipment, or reshipment incident thereto, including marine builder's risks and all personal property floater risks; and for loss or damage to persons or property in connection with or appertaining to marine, inland marine, transit or transportation insurance, including liability for loss of or damage to either arising out of or in connection with the construction, repair, operation, maintenance or use of the subject matter of such insurance (but not including life insurance or surety bonds); but, except as herein specified, shall not mean insurances against loss by reason of bodily injury to the person; and insurance against loss or damage to precious stones,

jewels, jewelry, gold, silver and other precious metals whether used in business or trade or otherwise and whether the same be in course of transportation or otherwise, which shall include jewelers' block insurance; and insurance against loss or damage to bridges, tunnels and other instrumentalities of transportation and communication (excluding buildings, their furniture and furnishings, fixed contents and supplies held in storage) unless fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion are the only hazards to be covered; and to piers, wharves, docks and slips, excluding the risks of fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion; and to other aids to navigation and transportation, including dry docks and marine railways, against all risk.

[e] **Vehicle.** Insurance against loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft, excluding the liability of the insured for the death, injury or disability of another person.

[f] **Property Damage, Sprinkler Leakage and Crop.** Insurance against the liability of the insured for loss or damage to another person's property or property interests from any cause enumerated in this class; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports

or against loss or damage from any cause to such sprinklers, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage from insects, diseases or other causes to trees, crops or other products of the soil.

[g] **Other Fire and Marine Risks.** Insurance against any other property risk not otherwise specified under Class 2, which may lawfully be the subject of insurance and may properly be classified under Class 3.

[h] **Contingent Losses.** Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any of the causes enumerated under Class 3. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

[i] **Legal Expense Insurance.** Insurance against risk resulting from the cost of legal services as defined under Class 2[l].

[B] Notwithstanding limitations otherwise applicable, engaging directly in any of the following businesses:

[1] rendering investment advice;

[2] rendering services related to the functions involved in the operation of the company's insurance business including, but not limited to, actuarial, loss prevention, safety engineering, data processing, accounting, claims, appraisal and collection services;

[3] acting as administrative agent for a government instrumentality which is performing an insurance function for a health or welfare program;

[4] reinsuring the business of title insurance companies;

[5] any other business activity reasonably complementary or supplementary to the company's insurance business; either to the extent necessarily or properly

incidental to the insurance business the company is authorized to do in this State or to the extent approved by the Director of Insurance of the State and subject to any limitations he may prescribe for the protection of the interests of the policyholders of the company taking into account the effect of such business on the company's existing insurance business and its surplus, the proposed allocation of the estimated cost of such business and the risks inherent in such business as well as the relative advantages to the company and its policyholders of conducting such business directly instead of through a subsidiary.

Seventh The company may issue both participating and nonparticipating policies. The Board of Directors shall have power to determine the amount and the manner of payment of dividends to the holders of participating policies. Such dividends shall be apportioned equitably and in accordance with such rates and rules and applicable to such kind or kinds of insurance as may be determined by the Board of Directors, which shall have the power to adopt any By-Laws pertaining to such declaration and payment which in the judgment of said Board of Directors may seem necessary or desirable.

Eighth The company may indemnify any person as permitted by the Illinois Insurance Code.

NORTHBROOK PROPERTY AND CASUALTY INSURANCE COMPANY

By: [signature]
David S. Brodnan
Vice President, Assistant Secretary and General Counsel

(SEAL)

Attest:

Kieran T. Ridge
Kieran T. Ridge
Assistant Secretary

APPROVED THIS 15th day of January, 1992

Stephen F. Selcke
Stephen F. Selcke
Director of Insurance

STATE OF ILLINOIS

DEPARTMENT OF INSURANCE

320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001

I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Insurance.

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

Date: OCT 30 2013

Director of Insurance

IL446-0135 (6/09)

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

EXHIBIT C

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF NORTHBROOK PROPERTY AND CASUALTY INSURANCE COMPANY AS AMENDED NOVEMBER 22, 1982

First (a) The name of the company shall be NORTHBROOK PROPERTY AND CASUALTY INSURANCE COMPANY.

(b) The principal office of the company shall be located in the Village of South Barrington, County of Cook, in the State of Illinois.

(c) The period of duration of the company shall be perpetual.

Second The amount of capital stock shall be Three Million Dollars ($3,000,000) divided into thirty thousand (30,000) shares of the par value of One Hundred Dollars ($100) per share.

Third (a) The number of Directors shall be as provided in the By-Laws, but shall be not less than three, nor more than twenty-one. The Directors shall be elected at each annual meeting of the shareholders for a term of one year. Vacancies in the Board of Directors shall be filled by a vote of the shareholders.

(b) The corporate powers of the corporation shall be vested in the Board of Directors who shall have power to do any and all acts the corporation may do under the law and not otherwise to be performed by the shareholders, and shall have power to adopt By-Laws not inconsistent with law for the government and regulation of the business.

(c) In all elections for Directors, every shareholder has the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are Directors to be elected or to cumulate his shares, and give one candidate as many votes as the number of Directors multiplied by the number of his shares equals, or to distribute them on the same principle among as many candidates as he thinks fit, and Directors shall not be elected in any other manner.

Fourth The designation of the general officers shall be Chairman of the Board, President, two or more Vice Presidents, Treasurer, Secretary and Controller.

Fifth The fiscal year shall commence on the first day of January and terminate on the 31st day of December of each year.

Sixth The objects and purposes of this corporation shall be the business of writing the following classes and kinds of insurance:

(1) Class 2. Casualty, Fidelity and Surety

(a) Accident and Health. Insurance against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto.

(b) Vehicle. Insurance against any loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft. Any policy insuring against any loss or liability on account of the bodily injury or death of any person may contain a provision for payment of disability benefits to injured persons and death benefits to dependents, beneficiaries or personal representatives of persons who are killed, including the named insured, irrespective of legal liability of the insured, if the injury or death for which benefits are provided is caused by accident and sustained while in or upon or while entering into or alighting from or through being struck by a vehicle (motor or otherwise), draft animal or aircraft, and such provision shall not be deemed to be accident insurance.

(c) Liability. Insurance against the liability of the insured for the death, injury or disabilty of an employee or other person, and insurance against the liability of the insured for damage to or destruction of another person's property.

(d) Workers' Compensation. Insurance of the obligations accepted by or imposed upon employers under laws for workers' compensation.

(e) Burglary and Forgery. Insurance against loss or damage by burglary, theft, larceny, robbery, forgery, fraud, or otherwise; including all householders' personal property floater risks.

(f) Glass. Insurance against loss or damage to glass including lettering, ornamentation and fittings from any cause.

(g) Fidelity and Surety. Become surety or guarantor for any person, co-partnership or corporation in any position or place of trust or as custodian of money or property, public or private; or, becoming a surety or guarantor for the performance of any person, co-partnership or corporation of any lawful obligation, undertaking, agreement or contract of any kind, except contracts or policies of insurance; and underwriting blanket bonds. Such obligations shall be known and treated as suretyship obligations and such business shall be known as surety business.

(h) Miscellaneous. Insurance against loss or damage to property and any liability of the insured caused by accidents to boilers, pipes, pressure containers, machinery and apparatus of any kind and any apparatus connected thereto, or used for creating, transmitting or applying power, light, heat, steam or refrigeration, making inspection of and issuing certificates of inspection upon elevators, boilers, machinery and apparatus of any kind and all mechanical apparatus and applicances appertaining thereto; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports, or against loss or damage from any cause (other than causes specifically enumerated under Class 3) to such sprinkler, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage which may result from the failure of debtors to pay their obligations to the insured; and insurance of the payment of money for personal services under contracts of hiring.

(i) Other Casualty Risks. Insurance against any other casualty risk not otherwise specified under Class 3, which may lawfully be the subject of insurance and may properly be classified under Class 2.

(j) Contingent Losses. Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any one of the causes enumerated under Class 2. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

(k) Livestock and Domestic Animals. Insurance against mortality, accident and health of livestock and domestic animals.

(l) Legal Expense Insurance. Insurance which involves the assumption of a contractual obligation to reimburse the beneficiary against or pay on behalf of the beneficiary, all or a portion of his fees, costs, or expenses related to or arising out of services performed by or under the supervision of an attorney licensed to practice in the jurisdiction wherein the services are performed, regardless of whether the payment is made by the beneficiaries individually or by a third person for them, but does not include the provision of or reimbursement for legal services incidental to other insurance coverages. "Legal Expense Insurance" does not include:

(i) Retainer contracts made by attorneys at law with individual clients with fees based on estimates of the nature and amount of services to be provided to the specific client, and similar contracts made with a group of clients involved in the same or closely related legal matters;

(ii) Plans owned or operated by attorneys who are the providers of legal services to the plan;

(iii) Plans providing legal service benefits to groups where such plans are owned or operated by authority of a state, county, local or other bar association;

(iv) Any lawyer referral service authorized or operated by a state, county, local or other bar association;

(v) The furnishing of legal assistance by labor unions and other employee organizations to their members in matters relating to employment or occupation;

(vi) The furnishing of legal assistance to members or dependents, by churches, consumer organizations, cooperatives, educational institutions, credit unions or organizations of employees, where such organizations contract directly with lawyers or law firms for the provision of legal services, and the administration and marketing of such legal services is wholly conducted by the organization or its subsidiary;

(vii) Legal services provided by an employee welfare benefit plan defined by the Employee Retirement Income Security Act of 1974;

(viii) Any collectively bargained plan for legal services between a labor union and an employer negotiated pursuant to Section 302 of the Labor Management Relations Act as now or hereafter amended, under which plan legal services will be provided for employees of the employer whether or not payments for such services are funded to or through an insurance company.

(2) Class 3. Fire and Marine, etc.

(a) Fire. Insurance against loss or damage by fire, smoke and smudge, lightning or other electrical disturbances.

(b) Elements. Insurance against loss or damage by earthquake, windstorms, cyclone, tornado, tempests, hail, frost, snow, ice, sleet, flood, rain, drought or other weather or climatic conditions including excess or deficiency of moisture, rising of the waters of the ocean or its tributaries.

(c) War, Riot and Explosion. Insurance against loss or damage by bombardment, invasion, insurrection, riot, strikes, civil war or commotion, military or usurped power, or explosion (other than explosion of steam boilers and the breaking of fly wheels on premises owned, controlled, managed, or maintained by the insured).

(d) Marine and Transportation. Insurance against loss or damage to vessels, craft, aircraft, vehicles of every kind, (excluding vehicles operating under their own power or while in storage not incidental to transportation) as well as all goods, freights, cargoes, merchandise, effects, disbursements, profits, moneys, bullion, precious stones, securities, choses in action, evidences of debt, valuable papers, bottomry and respondentia interests and all other kinds of property and interests therein, in respect to, appertaining to or in connection with any or all risks or perils of navigation, transit or transportion, including war risks, on or under any seas or other waters, on land or in the air, or while being assembled, packed, crated, baled, compressed or similarly prepared for shipment or while awaiting the same or during any delays, storage, trans-shipment, or re-shipment incident thereto, including marine builder's risks and all personal property floater risks; and for loss or damage to persons or property in connection with or appertaining to marine, inland marine, transit or transportation insurance, including liability for loss of or damage to either arising out of or in connection with the construction, repair, operation, maintenance or use of the subject matter of such insurance, (but not including life insurance or surety bonds); but, except as herein specified, shall not mean insurances against loss by reason of bodily injury to the person; and insurance against loss or damage to precious stones, jewels, jewlery, gold, silver and other precious metals whether used in business or trade or otherwise and whether the same be in course of transportation or otherwise, which shall include jewelers' block insurance; and insurance against loss or damage to bridges, tunnels and other instrumentalities of transportation and communication (excluding buildings, their furniture and furnishings, fixed contents and supplies held in storage) unless fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion are the only hazards to be covered; and to piers, wharves, docks and slips, excluding the risks of fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion; and to other aids to navigation and transportation, including dry docks and marine railways, against all risk.

(e) Vehicle. Insurance against loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft, excluding the liability of the insured for the death, injury or disability of another person.

(f) Property Damage, Sprinkler Leakage and Crop. Insurance against the liability of the insured for loss or damage to another person's property or property interests from any cause enumerated in this class; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports or against loss or damage from any cause to such sprinklers, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage from insects, diseases or other causes to trees, crops or other products of the soil.

(g) Other Fire and Marine Risks. Insurance against any other property risk not otherwise specified under Class 2, which may lawfully be the subject of insurance and may properly be classified under Class 3.

(h) Contingent Losses. Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any of the causes enumerated under Class 3. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

(i) Legal Expense Insurance. Insurance against risk resulting from the cost of legal services as defined under Class 2(1).

Seventh The corporation may issue both participating and nonparticipating policies. The Board of Directors shall have power to determine the amount and the manner of payment of dividends to the holders of participating policies. Such dividends shall be apportioned equitably and in accordance with such rates and rules and applicable to such kind or kinds of insurance as may be determined by the Board of Directors, which shall have the power to adopt any By-Laws pertaining to such declaration and payment which in the judgment of said Board of Directors may seem necessary or desirable.

Eighth The corporation may indemnify any agent as permitted by The Business Corporation Act of Illinois. The corporation shall have power to purchase and maintain insurance on behalf of any agent against any liability asserted against him and incurred by him as agent or arising out of his status as such whether or not the corporation would have the power to indemnify such agent against such liability. The corporation shall also have power to purchase and maintain insurance to indemnify the corporation for any obligation which it may incur as a result of such indemnification of an agent.

Any indemnification provided to an agent (a) shall not be deemed exclusive of any other rights to which such agent may be entitled by law or under any by-law, agreement, vote of shareholders or disinterested directors or otherwise, and (b) shall inure to the benefit of the legal representative of such agent or his estate, whether such representatives are court appointed or otherwise designated, and to the benefit of the heirs of such agent. As used in this Article, "agent" shall mean any person who is or was:

(a) a director, officer or employee of the corporation and/or any subsidiary,

(b) a trustee or a fiduciary under any employee pension, profit sharing, welfare or similar plan or trust of the corporation and/or any subsidiary, or

(c) serving at the request of the corporation as a director, officer and/or employee of or in a similar capacity in another corporation, partnership, joint venture, trust or other enterprise, (which shall, for the purpose of this Article, be deemed to include not-for-profit entities of any type), whether acting in such capacity or in any other capacity including, without limitation, as trustee or fiduciary under any employee pension, profit sharing, welfare or similar plan or trust.

NORTHBROOK PROPERTY AND CASUALTY
INSURANCE COMPANY

By: Ted H. Hull
Ted H. Hull
Senior Vice President

(SEAL)

Attest:

Kieran T. Ridge
Kieran T. Ridge
Assistant Secretary

APPROVED THIS 16th DAY OF December, 1982

James W. Schacht
James W. Schacht
Acting Director of Insurance

STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001

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FILED 11/26/2013 11:00 AM PAGE 03122
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Insurance.

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

Date: OCT 30 2013 Andrew Boron
Director of Insurance mms

IL446-0135 (6/09)

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
NORTHBROOK PROPERTY AND CASUALTY INSURANCE COMPANY
AS AMENDED JUNE 23, 1981

First (a) The name of the company shall be NORTHBROOK PROPERTY AND CASUALTY INSURANCE COMPANY.

(b) The principal office of the company shall be located in the township of Northfield, County of Cook, in the State of Illinois.

(c) The period of duration of the company shall be perpetual.

Second The amount of capital stock shall be Three Million Dollars ($3,000,000.00) divided into thirty thousand (30,000) shares of the par value of One Hundred Dollars ($100) per share.

Third (a) The number of Directors shall be as provided in the By-Laws, but shall be not less than three, nor more than twenty-one. The Directors shall be elected at each annual meeting of the shareholders for a term of one year. Vacancies in the Board of Directors shall be filled by a vote of the shareholders.

(b) The corporate powers of the corporation shall be vested in the Board of Directors who shall have power to do any and all acts the corporation may do under the law and not otherwise to be performed by the shareholders, and shall have power to adopt By-Laws not inconsistent with law for the government and regulation of the business.

(c) In all elections for Directors, every shareholde has the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are Directors to be elected or to cumulate his shares, and give one candidate as many votes as the number of Directors multiplied by the number of his shares equals, or to distribute them on the same principle among as many candidates as he thinks fit, and Directors shall not be elected in any other manner.

Fourth The designation of the general officers shall be Chairman of the Board, President, two or more Vice Presidents, Treasurer, Secretary and Controller.

Fifth The fiscal year shall commence on the first day of January and terminate on the 31st day of December of each year.

Sixth The objects and purposes of this corporation shall be the business of writing the following classes and kinds of insurance:

(1) Class 2. Casualty, Fidelity and Surety

(a) Accident and Health. Insurance against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto.

(b) Vehicle. Insurance against any loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft. Any policy insuring against any loss or liability on account of the bodily injury or death of any person may contain a provision for payment of disability benefits to injured persons and death benefits to dependents, beneficiaries or personal representatives of persons who are killed, including the named insured, irrespective of legal liability of the insured, if the injury or death for which benefits are provided is caused by accident and sustained while in or upon or while entering into or alighting from or through being struck by a vehicle (motor or otherwise), draft animal or aircraft, and such provision shall not be deemed to be accident insurance.

(c) Liability. Insurance against the liability of the insured for the death, injury or disability of an employee or other person, and insurance against the liability of the insured for damage to or destruction of another person's property.

(d) Workers' Compensation. Insurance of the obligations accepted by or imposed upon employers under laws for workers' compensation

(e) Burglary and Forgery. Insurance against loss or damage by burglary, theft, larceny, robbery forgery, fraud or otherwise; including all householders' personal property floater risks.

(f) Glass. Insurance against loss or damage to glass including lettering, ornamentation and fittings from any cause.

(g) Fidelity and Surety. Become surety or guarantor for any person, co-partnership or corporation in any position or place of trust or as custodian of money or property, public or private; or, becoming a surety or guarantor for the performance of any person, co-partnership or corporation of any lawful obligation, undertaking, agreement or contract of any kind except contracts or policies of insurance; and underwriting blanket bonds. Such obligations shall be known and treated as suretyship obligations and such business shall be known as surety business.

(h) Miscellaneous. Insurance against loss or damage to property and any liability of the insured caused by accidents to boilers, pipes, pressure containers, machinery and apparatus of any kind and any apparatus connected thereto, or used for creating, transmitting or applying power, light, heat, steam or refrigeration, making inspection of and issuing certificates of inspection upon elevators, boilers, machinery and apparatus of any kind and all mechanical apparatus and appliances appertaining thereto; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports, or against loss or damage from any cause (other than causes specifically enumerated under Class 3) to such sprinkler, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage which may result from the failure of debtors to pay their obligations to the insured; and insurance of the payment of money for persona services under contracts of hiring.

(i) Other Casualty Risks. Insurance against any other casualty risk not otherwise specified under Class 3, which may lawfully be the subject of insurance and may properly be classified under Class 2.

(j) Contingent Losses. Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any one of the causes enumerated under Class 2. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

(k) Livestock and Domestic Animals. Insurance against mortality, accident and health of livestock and domestic animals.

(l) Legal Expense Insurance. Insurance which involves the assumption of a contractual obligation to reimburse the beneficiary against or pay on behalf of the beneficiary, all or a portion of his fees, costs, or expenses related to or arising out of services performed by or under the supervision of an attorney licensed to practice in the jurisdiction wherein the services are performe regardless of whether the payment is made by the beneficiaries individually or by a third person for them, but does not include the provision of or reimbursement for legal servic incidental to other insurance coverages. "Legal Expense Insurance" does not include:

(i) Retainer contracts made by attorneys at law with individual clients with fees based on estimates of the nature and amount of services to be provided to the specific client, and similar contracts made with a group of clients involved in the same or closely related legal matters;

(ii) Plans owned or operated by attorneys who are the providers of legal services to the plan;

(iii) Plans providing legal service benefits to groups where such plans are owned or operated by authority of a state, county, local or other bar association;

(iv) Any lawyer referral service authorized or operated by a state, county, local or other bar association;

(v) The furnishing of legal assistance by labor unions and other employee organizations to their members in matters relating to employment or occupation;

(vi) The furnishing of legal assistance to members or dependents, by churche consumer organizations, cooperatives educational institutions, credit unions or organizations of employees where such organizations contract directly with lawyers or law firms for the provision of legal services, and the administration and marketing of such legal services is wholly conducted by the organization or its subsidiary;

(vii) Legal services provided by an employ welfare benefit plan defined by the Employee Retirement Income Security Act of 1974;

(viii) Any collectively bargained plan for legal services between a labor union and an employer negotiated pursuant to Section 302 of the Labor Management Relations Act as now or hereafter amended, under which plan legal services will be provided for employees of the employer whether or not payments for such services are funded to or through an insurance company.

(2) Class 3. Fire and Marine, etc.

(a) Fire. Insurance against loss or damage by fire, smoke and smudge, lightning or other electrical disturbances.

(b) Elements. Insurance against loss or damage by earthquake, windstorms, cyclone, tornado, tempests, hail, frost, snow, ice, sleet, flood, rain, drought or other weather or climatic conditions including excess or deficiency of moisture, rising of the waters of the ocean or its tributaries.

(c) War, Riot and Explosion. Insurance against loss or damage by bombardment, invasion, insurrection, riot, strikes, civil war or commotion, military or usurped power, or explosion (other than explosion of steam boilers and the breaking of fly wheels on premises owned, controlled, managed, or maintained by the insured.)

(d) Marine and Transportation. Insurance against loss or damage to vessels, craft, aircraft, vehicles of every kind, (excluding vehicles operating under their own power or while in storage not incidental to transportation) as well as all goods, freights, cargoes merchandise, effects, disbursements, profits, moneys, bullion, precious stones, securities, choses in action, evidences of debt, valuable papers, bottomry and respondentia interests and all other kinds of property and interests therein, in respect to, appertaining to or in connection with any or all risks or perils of navigation, transit or transportion, including war risks, on or under any seas or other waters, on land or in the air, or while being assembled, packed, crated, baled, compressed or similarly prepar for shipment or while awaiting the same or during any delays, storage, trans-shipment, or reshipment incident thereto, including marine builder's risks and all personal property floater risks; and for loss or damage to persons or property in connection with or appertaining to marine, inland marine, transit or transportation insurance, includin liability for loss of or damage to either arising out of or in connection with the construction, repair, operation, maintenance or use of the subject matter of such insurance (but not including life insurance or surety bonds); but, except as herein specified, shall not mean insurances against loss by reason of bodily injury to the person; and insurance against loss or damage to precious stones, jewels, jewelry, gold, silver and other precic metals whether used in business or trade or otherwise and whether the same be in course of transportation or otherwise, which shall include jewelers' block insurance; and insurance against loss or damage to bridges, tunnels and other instrumentalities of transportation and communication (excluding buildings, their furniture and furnishings, fixed contents and supplies held in storage) unless fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion are the only hazards to be covered; and to piers, wharves, docks and slips, excluding the risks of fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion; and to other aids to navigation and transportation, including dry docks and marine railways, against all risk.

(e) Vehicle. Insurance against loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft, excluding the liability of the insured for the death, injury or disability of another person.

(f) Property Damage, Sprinkler Leakage and Crop. Insurance against the liability of the insured for loss or damage to another person's property or property interests from any cause enumerated in this class; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports or against loss or damage from any cause to such sprinklers, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage from insects, diseases or other causes to trees, crops or other products of the soil.

(g) Other Fire and Marine Risks. Insurance against any other property risk not otherwise specified under Class 2, which may lawfully be the subject of insurance and may properly be classified under Class 3.

(h) Contingent Losses. Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any of the causes enumerated under Class 3. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

(i) Legal Expense Insurance. Insurance against risk resulting from the cost of legal services as defined under Class 2(1).

Seventh The corporation may issue both participating and non-participating policies. The Board of Directors shall have power to determine the amount and the manner of payment of dividends to the holders of participating policies. Such dividends shall be apportion equitably and in accordance with such rates and rules and applicable to such kind or kinds of insurance as may be determined by the Board of Directors, which shall have the power to adopt any By-Laws pertaining to such declaration and payment which in the judgment of said Board of Directors may seem necessary or desirable.

Eighth The corporation may indemnify any agent as permitted by The Business Corporation Act of Illinois. The corporation shall have power to purchase and maintain insurance on behalf of any agent against any liability asserted against him and incurred by him as agent or arising out of his status as such whether or not the corporation would have the power to indemnify such agent against such liability. The corporation shall also have power to purchase and maintain insurance to indemnify the corporation for any obligation which it may incur as a result of such indemnification of an agent.

Any indemnification provided to an agent (a) shall not be deemed exclusive of any other rights to which such agent may be entitled by law or under any by-law, agreement, vote of shareholders or disinterested directors or otherwise, and (b) shall inure to the benefit of the legal representative of such agent or his estate, whether such representatives are court appointed or otherwise designated, and to the benefit of the heirs of such agent. As used in this Article, "agent" shall mean any person who is or was

(a) a director, officer or employee of the corporation and/or any subsidiary,

(b) a trustee or a fiduciary under any employee pension, profit sharing, welfare or similar plan or trust of the corporation and/or any subsidiary, or

(c) serving at the request of the corporation as a director, officer and/or employee of or in a similar capacity in another corporation, partnership, joint venture, trust or other enterprise, (which shall, for the purpose of this Article, be deemed to include not-for-profit entities of any type), whether acting in such capacity or in any other capacity including, without limitation, as trustee or fiduciary under any employee pension, profit sharing, welfare or similar plan or trust.

NORTHBROOK PROPERTY AND
CASUALTY INSURANCE COMPANY

By Ted H. Hull
Ted H. Hull
Senior Vice President

(SEAL)

Attest

Kieran T. Ridge
Kieran T. Ridge
Assistant Secretary

APPROVED THIS 27th day of
August, 1981.

Philip R. O'Connor
Philip R. O'Connor
Director of Insurance

STATE OF ILLINOIS

DEPARTMENT OF INSURANCE

320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001

FILED 11/26/2013 11:00 AM PAGE 03135
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Insurance.

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

Date: OCT 30 2013

Director of Insurance

IL446-0135 (6/09)

Printed on Recycled Paper

ARTICLES OF AMENDMENT TO

ARTICLES OF INCORPORATION OF NORTHBROOK PROPERTY AND

CASUALTY INSURANCE COMPANY AS AMENDED APRIL 9, 1979

First: (a) The name of the company shall be NORTHBROOK PROPERTY AND CASUALTY INSURANCE COMPANY.

(b) The principal office of the company shall be located in the township of Northfield, County of Cook, in the state of Illinois.

(c) The period of duration of the company shall be perpetual.

Second: The amount of capital stock shall be Three Million Dollars ($3,000,000) divided into Thirty Thousand (30,000) shares of the par value of One Hundred Dollars ($100.00) per share.

Third: The designation for the general officers shall be Chairman of the Board, President, two or more Vice Presidents, Treasurer, Secretary and Controller.

Fourth: The number of Directors shall be as provided in the by-laws but shall not be less than nine nor more than twenty-one. The Directors shall be elected at each annual meeting of the shareholders for a term of one year. Vacancies in the Board of Directors shall be filled by a vote of the shareholders.

Fifth: The fiscal year shall commence on the first day of January and terminate on the 31st day of December of each year.

Sixth: The objects and purposes of this corporation shall be the business of writing the following classes and kinds of insurance:

(1) Fire and Marine, etc.:

(a) Insurance against loss or damage by fire, smoke and smudge, lightning or other electrical disturbances.

(b) Insurance against loss or damage by earthquake, windstorms, cyclone, tornado, tempests, hail, frost, snow, ice, sleet, flood, rain, drought or other weather or climatic conditions including excess or deficiency of moisture, rising of the waters of the ocean or its tributaries.

(c) Insurance against loss or damage by bombardment, invasion, insurrection, riot, strikes, civil war or commotion, military or usurped power or explosion (other than explosion of steam boilers and the breaking of fly wheels on premises owned controlled, managed, or maintained by the insured.)

(d) Insurance against loss or damage to vessels, craft, aircraft, vehicles of every kind, (excluding vehicles operating under their own power or while in storage not incidental to transportation) as well as all goods, freights, cargoes, merchandise, effects, disbursements, profits, moneys, bullion, precious stones, securities, choses in action, evidences of debt, valuable papers, bottomry and respondentia interests and all other kinds of property and interests therein, in respect to, appertaining to or in connection with any or all risks or perils of navigation, transit, or transportation, including war risks, on or under any seas or other waters, on land or in the air, or while being assembled, packed, crated, baled, compressed or similarly prepared for shipment or while awaiting the same or during any delays, storage, transshipment, or reshipment incident thereto, including marine builder's risks and all personal property floater risks; and for loss or damage to persons or property in connection with or appertain: to marine, inland marine, transit or transportation insurance, including liability for loss of or damage to either arising out of or in connection with the construction, repair, operation, maintenan or use of the subject matter of such insurance, (but not including life insurance or surety bonds); but, except as herein specified, shall not mean insurances against loss by reason of bodily injury to the person; and insurance against loss or damage to precious stones, jewels, jewelry, gold, silver and other precious metals whether used in business or trade or otherwise and whether the same be in course of transportation or otherwise, which shall include jewelers' block insurance; and insurance against loss or damage to bridges, tunnels and other instrumentalities of transportation and communication (excluding buildings, their furniture and furnishings, fixed contents and supplies held in storage) unless fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion are the only hazards to be covered; and to piers, wharves, docks and slips, excluding the risks of fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion; and to other aids to navigation and transportation, including dry docks and marine railways, against all risk.

(e) Insurance against loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft, excluding the liability of the insured for the death, injury or disability of another person.

(f) Insurance against the liability of the insured for loss or damage to another person's property or property interests from any cause enumerated in this class; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused

by the falling of a tank, tank platform or supports or against loss or damage from any cause to such sprinklers, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage from insects, diseases or other causes to trees, crops or other products of the soil.

(g) Insurance against any other property risk not otherwise specified under Classes 1 or 2 of Section 4 of the Illinois Insurance Code, which may lawfully be the subject of insurance and may properly be classified under Class 3 thereof.

(h) Contingent, consequential and indirect coverage wherein the proximate cause of the loss is attributable to any of the causes enumerated under Classes (a) to (g) both inclusive. Such coverage shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

(2) Casualty, Fidelity and Surety:

(i) Insurance against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto.

(j) Insurance against any loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft.

(k) Insurance against the liability of the insured for the death, injury or disability of an employee or other person, and insurance against the liability of the insured for damage to or destruction of another person's property.

(l) Insurance of the obligations accepted by or imposed upon employers under laws for workmen's compensation.

(m) Insurance against loss or damage by burglarly, theft, larceny, robbery, forgery, fraud or otherwise, including all householders' personal property floater risks.

(n) Insurance against loss or damage to glass including lettering, ornamentation and fittings from any cause.

(o) Become surety or guarantor for any person, co-partnership or corporation in any position or place of trust or as custodian of money or property, public or private; or, becoming a surety or guarantor for the performance of any person, co-partnership or corporation of any lawful obligation, undertaking, agreement or contract of any kind, except contracts or policies of insurance; and underwriting blanket bonds.

(p) Insurance against loss or damage to property ar any liability of the insured caused by accident to boilers, pipes, pressure containers, machine and apparatus of any kind and any apparatus connected thereto, or used for creating, transmitting or applying power, light, heat, steam machinery and apparatus of any kind and all mechanical apparatus and appliances appertaining thereto; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports, or against loss or damage from any cause (other than causes specifically enumerated under Class 3 of Section 4 of the Illinois Insurance Code) to such sprinkler, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage which may result from the failure of debtors to pay their obligations to the insured; and insurance of the payment of money for personal services under contracts of hiring.

(q) Insurance against any other casualty risk not otherwise specified under Class 1 or 3 of Section 4 of the Illinois Insurance Code, which may lawfully be the subject of insurance and may properly be classified under Class 2 thereof.

(r) Contingent, consequential and indirect coverages wherein, the proximate cause of the loss is attributable to any of causes enumerated in the above classes (i) to (q), both inclusive. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

Seventh: The management of the corporation shall be vested in the Board of Directors who shall have power to do any and all acts the corporation may do under the law and not otherwise to be performed by the shareholders, and shall have power to adopt by-laws not inconsistent with law for the government and regulation of the business.

Eighth: The corporation may issue both participating and non-participating policies. The Board of Directors shall have power to determine the amount and the manner of payment of dividends to the holders of participating policies. Such dividends shall be apportioned equitably and in accordance with such rates and rules and applicable to such kind or kinds of insurance as may be determined by the Board of Directors, which shall have the power to adopt any by-laws pertaining to such declaration and payment which in the judgment of said Board of Directors may seem necessary or desirable.

Ninth: The corporation may indemnify any agent as permitted by The Business Corporation Act of Illinois. The corporation shall have power to purchase and maintain insurance on behalf of any agent against any liability asserted against him and incurred by him as agent or arising out of his status as such whether or not the corporation would have the power to indemnify such agent against such liability. The corporation shall also have power to purchase and maintain insurance to indemnify the corporation for any obligation which it may incur as a result of such indemnification of an agent.

Any indemnification provided to an agent (a) shall not be deemed exclusive of any other rights to which such agent may be entitled by law or under any by-law, agreement, vote of shareholders or disinterested directors or otherwise and (b) shall inure to the benefit of the legal representative of such agent or his estate, whether such representatives are court appointed or otherwise designated, and to the benefit of the heirs of such agent. As used in this Article, "agent" shall mean any person who is or was

(a) a director, officer or employee of the corporation and/or any subsidiary,

(b) a trustee or a fiduciary under any employee pension, profit sharing, welfare or similar plan or trust of the corporation and/or any subsidiary, or

(c) serving at the request of the corporation as a director, officer and/or employee of or in a similar capacity in another corporation, partnership, joint venture, trust or other enterprise, (which shall, for the purpose of this Article be deemed to include not-for-profit entities of any type), whether acting in such capacity or in any other capacity including, without limitation, as a trustee or fiduciary under any employee pension, profit sharing, welfare or similar plan or trust.

NORTHBROOK PROPERTY AND CASUALTY
INSURANCE COMPANY

By Donald L. Schaffer
Vice President

(SEAL)

Attest

Kieran ... Ridge
Assistant Secretary

APPROVED THIS 30th day of April, 1979.

Richard L. Mathias
Director of Insurance
Richard L. Mathias

STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001

I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Insurance.

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

Date: OCT 30 2013 Andrew Boron
Director of Insurance

FILED 11/26/2013 11:00 AM PAGE 03141
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

IL446-0135 (6/09)

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ARTICLES OF AMENDMENT TO

ARTICLES OF INCORPORATION OF ALLSTATE FIRE INSURANCE

COMPANY AS AMENDED FEBRUARY 7, 1978 AND APRIL 3, 1978

First: (a) The name of the company shall be NORTHBROOK PROPERTY AND CASUALTY INSURANCE COMPANY.

(b) The principal office of the company shall be located in the township of Northfield, County of Cook, in the state of Illinois.

(c) The period of duration of the company shall be perpetual.

Second: The amount of capital stock shall be Three Million Dollars ($3,000,000) divided into Thirty Thousand (30,000) shares of the par value of One Hundred Dollars ($100.00) per share.

Third: The designation for the general officers shall be Chairman of the Board, President, two or more Vice Presidents, Treasurer, Secretary and Controller.

Fourth: The number of Directors shall be as provided in the by-laws but shall not be less than nine nor more than twenty-one. The Directors shall be elected at each annual meeting of the shareholders for a term of one year. Vacancies in the Board of Directors shall be filled by a vote of the shareholders.

Fifth: The fiscal year shall commence on the first day of January and terminate on the 31st day of December of each year.

Sixth: The objects and purposes of this corporation shall be the business of writing the following classes and kinds of insurance:

(1) Fire and Marine, etc.:

(a) Insurance against loss or damage by fire, smoke and smudge, lightning or other electrical disturbances.

(b) Insurance against loss or damage by earthquake, windstorms, cyclone, tornado, tempests, hail, frost, snow, ice, sleet, flood, rain, drought or other weather or climatic conditions including excess or deficiency of moisture, rising of the waters of the ocean or its tributaries.

(c) Insurance against loss or damage by bombardment, invasion, insurrection, riot, strikes, civil war or commotion, military or usurped power or explosion (other than explosion of steam boilers and the breaking of fly wheels on premises owned controlled, managed, or maintained by the insured.)

(d) Insurance against loss or damage to vessels, craft, aircraft, vehicles of every kind, (excluding vehicles operating under their own power or while in storage not incidental to transportation) as well as all goods, freights, cargoes, merchandise, effects, disbursements, profits, moneys, bullion, precious stones, securities, choses in action, evidences of debt, valuable papers, bottomry and respondentia interests and all other kinds of property and interests therein, in respect to, appertaining to or in connection with any or all risks or perils of navigation, transit, or transportation, including war risks, on or under any seas or other waters, on land or in the air, or while being assembled, packed, crated, baled, compressed or similarly prepared for shipment or while awaiting the same or during any delays, storage, transshipment, or reshipment incident thereto, including marine builder's risks and all personal property floater risks; and for loss or damage to persons or property in connection with or appertaini to marine, inland marine, transit or transportation insurance, including liability for loss of or damage to either arising out of or in connection with the construction, repair, operation, maintenanc or use of the subject matter of such insurance, (but not including life insurance or surety bonds); but, except as herein specified, shall not mean insurances against loss by reason of bodily injury to the person; and insurance against loss or damage to precious stones, jewels, jewelry, gold, silver and other precious metals whether used in business or trade or otherwise and whether the same be in course of transportation or otherwise, which shall include jewelers' block insurance; and insurance against loss or damage to bridges, tunnels and other instrumentalities of transportation and communication (excluding buildings, their furniture and furnishings, fixed contents and supplies held in storage) unless fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion are the only hazards to be covered; and to piers, wharves, docks and slips, excluding the risks of fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion; and to other aids to navigation and transportation, including dry docks and marine railways, against all risk.

(e) Insurance against loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft, excluding the liability of the insured for the death, injury or disability of another person.

(f) Insurance against the liability of the insured for loss or damage to another person's property or property interests from any cause enumerated in this class; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused

by the falling of a tank, tank platform or supports or against loss or damage from any cause to such sprinklers, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage from insects, diseases or other causes to trees, crops or other products of the soil.

(g) Insurance against any other property risk not otherwise specified under Classes 1 or 2 of Section 4 of the Illinois Insurance Code, which may lawfully be the subject of insurance and may properly be classified under Class 3 thereof.

(h) Contingent, consequential and indirect coverage wherein the proximate cause of the loss is attributable to any of the causes enumerated under Classes (a) to (g) both inclusive. Such coverage shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

(2) Casualty, Fidelity and Surety:

(i) Insurance against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto.

(j) Insurance against any loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft.

(k) Insurance against the liability of the insured for the death, injury or disability of an employee or other person, and insurance against the liability of the insured for damage to or destruction of another person's property.

(l) Insurance of the obligations accepted by or imposed upon employers under laws for workmen's compensation.

(m) Insurance against loss or damage by burglarly, theft, larceny, robbery, forgery, fraud or otherwise, including all householders' personal property floater risks.

(n) Insurance against loss or damage to glass including lettering, ornamentation and fittings from any cause.

(o) Become surety or guarantor for any person, co-partnership or corporation in any position or place of trust or as custodian of money or property, public or private; or, becoming a surety or guarantor for the performance of any person, co-partnership or corporation of any lawful obligation, undertaking, agreement or contract of any kind, except contracts or policies of insurance; and underwriting blanket bonds.

(p) Insurance against loss or damage to property and any liability of the insured caused by accidents to boilers, pipes, pressure containers, machinery and apparatus of any kind and any apparatus connected thereto, or used for creating, transmitting or applying power, light, heat, steam or refrigeration, making inspection of and issuing certificates of inspection upon elevators, boilers, machinery and apparatus of any kind and all mechanical apparatus and appliances appertaining thereto; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports, or against loss or damage from any cause (other than causes specifically enumerated under Class 3 of Section 4 of the Illinois Insurance Code) to such sprinkler, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage which may result from the failure of debtors to pay their obligations to the insured; and insurance of the payment of money for personal services under contracts of hiring.

(q) Insurance against any other casualty risk not otherwise specified under Class 1 or 3 of Section 4 of the Illinois Insurance Code, which may lawfully be the subject of insurance and may properly be classified under Class 2 thereof.

(r) Contingent, consequential and indirect coverages wherein, the proximate cause of the loss is attributable to any of causes enumerated in the above classes (i) to (q), both inclusive. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

Seventh: The management of the corporation shall be vested in the Board of Directors who shall have power to do any and all acts the corporation may do under the law and not otherwise to be performed by the shareholders, and shall have power to adopt by-laws not inconsistent with law for the government and regulation of the business.

Eighth: The corporation may issue both participating and non-participating policies. The Board of Directors shall have power to determine the amount and the manner of payment of dividends to the holders of participating policies. Such dividends shall be apportioned equitably and in accordance with such rates and rules and applicable to such kind or kinds of insurance as may be determined by the Board of Directors, which shall have the power to adopt any by-laws pertaining to such declaration and payment which in the judgment of said Board of Directors may seem necessary or desirable.

ALLSTATE FIRE INSURANCE COMPANY

(SEAL)

By: Mark A. Ross
Vice President

Attest

M. J. Cesnick
Assistant Secretary

APPROVED this 18th day of April, 1978.

Richard L. Mathias
Director of Insurance
Richard L. Mathias

CMB

STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Insurance.

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

SEAL OF THE STATE OF ILLINOIS AUG. 26TH 1818

Date: OCT 30 2013 [signature]
Director of Insurance

ARTICLES OF AMENDMENT TO

ARTICLES OF INCORPORATION OF ALLSTATE FIRE INSURANCE

COMPANY AS AMENDED FEBRUARY 7, 1977

First: (a) The name of the company shall be ALLSTATE FIRE INSURANCE COMPANY.

(b) The principal office of the company shall be located in the township of Northfield, County of Cook, in the state of Illinois.

(c) The period of duration of the company shall be perpetual.

Second: The amount of capital stock shall be Three Million Dollars ($3,000,000) divided into Thirty Thousand (30,000) shares of the par value of One Hundred Dollars ($100.00) per share.

Third: The designation for the general offices shall be Chairman of the Board, President, two or more Vice-Presidents, Treasurer, Secretary and Controller.

Fourth: The number of Directors shall be as provided in the by-laws but shall not be less than nine or more than twenty-one. The Directors shall be elected at each annual meeting of the shareholders for a term of one year. Vacancies in the Board of Directors shall be filled by a vote of the shareholders.

Fifth: The fiscal year shall commence on the first day of January and terminate on the 31st day of December of each year.

Sixth: The objects and purposes of this corporation shall be the business of writing the following classes and kinds of insurance:

(1) Fire and Marine, etc.:

(a) Insurance against loss or damage by fire, smoke and smudge, lightning or other electrical disturbances.

(b) Insurance against loss or damage by earthquake, windstorms, cyclone, tornado, tempests, hail, frost, snow, ice, sleet, flood, rain, drought or other weather or climatic conditions including excess or deficiency of moisture, rising of the waters of the ocean or its tributaries.

(c) Insurance against loss or damage by bombardment, invasion, insurrection, riot, strikes, civil war or commotion, military or usurped power, or explosion (other than explosion of steam boilers and the breaking of fly wheels on premises owned, controlled, managed, or maintained by the insured

(d) Insurance against loss or damage to vessels, craft, aircraft, vehicles of every kind, (excluding vehicles operating under their own power or while in storage not incidental to transportation) as well as all goods, freights, cargoes, merchandise, effects, disbursements, profits, moneys, bullion, precious stones, securities, choses in action, evidences of debt, valuable papers, bottomry and respondentia interests and all other kinds of property and interests therein, in respect to, appertaining to or in connection with any or all risks or perils of navigation, transit, or transportation, including war risks, on or under any seas or other waters, on land or in the air, or while being assembled, packed, crated, baled, compressed or similarly prepared for shipment or while awaiting the same or during any delays, storage, transshipment, or reshipment incident thereto, including marine builder's risks and all personal property floater risks; and for loss or damage to persons or property in connection with or appertain: to marine, inland marine, transit or transportation insurance, including liability for loss of or damage to either arising out of or in connection with the construction, repair, operation, maintenan(or use of the subject matter of such insurance, (but not including life insurance or surety bonds); but, except as herein specified, shall not mean insurances against loss by reason of bodily injury to the person; and insurance against loss or damage to precious stones, jewels, jewelry, gold, silver and other precious metals whether used in business or trade or otherwise and whether the same be in course of transportation or otherwise, which shall include jewelers' block insurance; and insurance against loss or damage to bridges, tunnels and other instrumentalities of transportation and communication (excluding buildings, their furniture and furnishings, fixed contents and supplies held in storage) unless fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion are the only hazards to be covered; and to piers, wharves, docks and slips, excluding the risks of fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion; and to other aids to navigation and transportation, including dry docks and marine railways, against all risk.

(e) Insurance against loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft, excluding the liability of the insured for the death, injury or disability of another person.

(f) Insurance against the liability of the insured for loss or damage to another person's property or property interests from any cause enumerated in this class; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused

by the falling of a tank, tank platform or supports or against loss or damage from any cause to such sprinklers, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage from insects, diseases or other causes to trees, crops or other products of the soil.

(g) Insurance against any other property risk not otherwise specified under Classes 1 or 2 of Section 4 of the Illinois Insurance Code, which may lawfully be the subject of insurance and may properly be classified under Class 3 thereof.

(h) Contingent, consequential and indirect coverage wherein the proximate cause of the loss is attributable to any of the causes enumerated under Classes (a) to (g) both inclusive. Such coverage shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

(2) Casualty, Fidelity and Surety:

(i) Insurance against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto.

(j) Insurance against any loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft.

(k) Insurance against the liability of the insured for the death, injury or disability of an employee or other person, and insurance against the liability of the insured for damage to or destruction of another person's property.

(l) Insurance of the obligations accepted by or imposed upon employers under laws for workmen's compensation.

(m) Insurance against loss or damage by burglarly, theft, larceny, robbery, forgery, fraud or otherwise, including all householders' personal property floater risks.

(n) Insurance against loss or damage to glass including lettering, ornamentation and fittings from any cause.

(o) Become surety or guarantor for any person, co-partnership or corporation in any position or place of trust or as custodian of money or property, public or private; or, becoming a surety or guarantor for the performance of any person, co-partnership or corporation of any lawful obligation, undertaking, agreement or contract of any kind, except contracts or policies of insurance; and underwriting blanket bonds.

(p) Insurance against loss or damage to property and any liability of the insured caused by accidents to boilers, pipes, pressure containers, machinery and apparatus of any kind and any apparatus connected thereto, or used for creating, transmitting or applying power, light, heat, steam or refrigeration, making inspection of and issuing certificates of inspection upon elevators, boilers, machinery and apparatus of any kind and all mechanical apparatus and appliances appertaining thereto; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports, or against loss or damage from any cause (other than causes specifically enumerated under Class 3 of Section 4 of the Illinois Insurance Code) to such sprinkler, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage which may result from the failure of debtors to pay their obligations to the insured; and insurance of the payment of money for personal services under contracts of hiring.

(q) Insurance against any other casualty risk not otherwise specified under Classes 1 or 3 of Section 4 of the Illinois Insurance Code, which may lawfully be the subject of insurance and may properly be classified under Class 2 thereof.

(r) Contingent, consequential and indirect coverages wherein, the proximate cause of the loss is attributable to any of causes enumerated in the above classes (i) to (q), both inclusive. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

Seventh: The management of the corporation shall be vested in the Board of Directors who shall have power to do any and all acts the corporation may do under the law and not otherwise to be performed by the shareholders, and shall have power to adopt by-laws not inconsistent with law for the government and regulation of the business.

Eighth: The corporation may issue both participating and non-participating policies. The Board of Directors shall have power to determine the amount and the manner of payment of dividends to the holders of participating policies. Such dividends shall be apportioned equitably and in accordance with such rates and rules and applicable to such kind or kinds of insurance as may be determined by the Board of Directors, which shall have the power to adopt any by-laws pertaining to such declaration and payment which in the judgment of said Board of Directors may seem necessary or desirable.

Ninth: (a) As used in this Article:

(i) "acted properly" as to any person shall mean that such person

(A) acted in good faith;

(B) acted in a manner not clearly opposed to any written policy of the corporation or which he reasonably believed to be in the best interests of the corporation; and

(C) with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act properly.

(ii) "agent" shall mean any person who is or was

(A) a director, officer or employee of the corporation and/or any subsidiary;

(B) a trustee or a fiduciary under any employee pension, profit sharing, welfare or similar plan or trust of the corporation and/or any subsidiary;

(C) serving at the request of the corporation as a director, officer and/or employee of or in a similar capacity in another corporation, partnership, joint venture, trust or other enterprise, (which shall, for the purpose of this Article be deemed to include not-for-profit or for-profit entities of any type), whether acting in such capacity or in any other capacity including, without limitation, as a trustee or fiduciary under any employee pension, profit sharing, welfare or similar plan or trust.

(iii) "expense" shall mean all proper and reasonable costs related to a proceeding including but not limited to attorneys' fees and any expenses of establishing a right to indemnification under this Article.

(iv) "proceeding" shall mean any threatened, pending or completed action or proceeding, whether civil or criminal, and whether judicial, legislative or administrative and shall include investigative action by any person or body.

(v) "subsidiary" shall mean a corporation, 50% or more of the shares of which at the time outstanding having voting power for the election of directors, is owned directly or indirectly by the corporation or by one or more subsidiaries or by the corporation and one or more subsidiaries.

(b) The corporation shall indemnify by reimbursement of exper any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent to the extent that such person has been successful on the merits or otherwise in defense of such proceeding, or in defense of any claim, issue or matter therein.

(c) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation) by reason of the fact that such person is or was an agent against expenses, -judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such proceeding if such person acted properly.

(d) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was an agent against amounts paid in settlement and against expenses incurred by him in connection with the defense or settlement of such proceeding if he acted properly.

(e) Any indemnification for a specific proceeding under paragraphs (c) or (d) of this Article (unless ordered by a court or appropriate administrative agency) shall be made by the corporation only upon a determinatio that indemnification to such person is proper in the circumstances. Such determination shall be made

(i) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding, or

(ii) if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or

(iii) if a quorum of disinterested directors is not obtainable, or if the disinterested directors so direct by the shareholders.

(f) The corporation shall indemnify any person described in Section (a) (ii) (C) only after such person shall have sought indemnification from the corporation, partnership, joint venture, trust or other enterprise in which he was serving at the corporation's request, shall have failed to receive such indemnification and shall have assigned irrevocably to the corporation any right to receive indemnification which he might be entitled to assert against such other corporation, partnership, joint venture, trust or other enterprise.

(g) The indemnification provided to an agent by this Article

(i) shall not be deemed exclusive of any other rights to which such agent may be entitled by law or under any articles of incorporation, by-law, agreement, vote of shareholders or disinterested directors or otherwise;

(ii) shall inure to the benefit of the legal representatives of such agent or his estate, whether such representatives are court appointed or otherwise designated, and to the benefit of the heirs of such agent.

(h) The corporation shall have power to purchase and maintain insurance on behalf of any agent against any liability asserted against him and incurred by him as agent or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article. The corporation shall also have power to purchase and maintain insurance to indemnify the corporation for any obligation which it may incur as a result of the indemnification of agents under the provisions of this Article.

(i) The invalidity or unenforceability of any provision in this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

(SEAL)

ALLSTATE FIRE INSURANCE COMPANY

By: N. F. Craig Jr.
Vice President

Attest

Donald J. Schaffer
Secretary

APPROVED this 6th day of April, 1977.

Richard L. Mathias
Director of Insurance
Richard L. Mathias

com

STATE OF ILLINOIS

DEPARTMENT OF INSURANCE

320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001

FILING #0004987162 PG 87 OF 129 VOL B-01872
FILED 11/26/2013 11:00 AM PAGE 03154
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Insurance.

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

Date: OCT 30 2013

Director of Insurance

IL446-0135 (6/09)

Printed on Recycled Paper

ARTICLES OF AMENDMENT TO

ARTICLES OF INCORPORATION OF ALLSTATE FIRE INSURANCE

COMPANY AS AMENDED APRIL 1, 1974

First: (a) The name of the company shall be ALLSTATE FIRE INSURANCE COMPANY.

(b) The principal office of the company shall be located in the township of Northfield, county of Cook, in the state of Illinois.

(c) The period of duration of the company shall be perpetual.

Second: The amount of capital stock shall be Three Million Dollars ($3,000,000) divided into Thirty Thousand (30,000) shares of the par value of One Hundred Dollars ($100.00) per share.

Third: The designation for the general officers shall be Chairman of the Board, President, two or more Vice-Presidents, Treasurer, Secretary and Controller.

Fourth: The number of Directors shall be as provided in the by-laws but shall not be less than nine nor more than twenty-one. The Directors shall be elected at each annual meeting of the shareholders for a term of one year. Vacancies in the Board of Directors shall be filled by a vote of the shareholders.

Fifth: The fiscal year shall commence on the first day of January and terminate on the 31st day of December of each year.

Sixth: The objects and purposes of this corporation shall be the business of writing the following classes and kinds of insurance:

(1) Fire and Marine, etc:

(a) Insurance against loss or damage by fire, smoke and smudge, lightning or other electrical disturbances.

(b) Insurance against loss or damage by earthquake, windstorms, cyclone, tornado, tempests, hail, frost, snow, ice, sleet, flood, rain, drought or other weather or climatic conditions including excess or deficiency of moisture, rising of the waters of the ocean or its tributaries.

(c) Insurance against loss or damage by bombardment, invasion, insurrection, riot, strikes, civil war or commotion, military or usurped power, or explosion (other than explosion of steam boilers and the breaking of fly wheels on premises owned, controlled, managed, or maintained by the insured.)

(d) Insurance against loss or damage to vessels, craft, aircraft, vehicles of every kind, (excluding vehicles operating under their own power or while in storage not incidental to transportation) as well as all goods, freights, cargoes, merchandise, effects, disbursements, profits, moneys, bullion, precious stones, securities, choses in action, evidences of debt, valuable papers, bottomry and respondentia interests and all other kinds of property and interests therein, in respect to, appertaining to or in connection with any or all risks or perils of navigation, transit, or transportation, including war risks, on or under any seas or other waters, on land or in the air, or while being assembled, packed, crated, baled, compressed or similarly prepared for shipment or while awaiting the same or during any delays, storage, transshipment, or reshipment incident thereto, including marine builder's risks and all personal property floater risks; and for loss or damage to persons or property in connection with or appertaining to marine, inland marine, transit or transportation insurance, including liability for loss of or damage to either arising out of or in connection with the construction, repair, operation, maintenance, or use of the subject matter of such insurance, (but not including life insurance or surety bonds); but, except as herein specified, shall not mean insurances against loss by reason of bodily injury to the person; and insurance against loss or damage to precious stones, jewels, jewelry, gold, silver and other precious metals whether used in business or trade or otherwise and whether the same be in course of transportation or otherwise, which shall include jewelers' block insurance; and insurance against loss or damage to bridges, tunnels and other instrumentalities of transportation and communication (excluding buildings, their furniture and furnishings, fixed contents and supplies held in storage) unless fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion are the only hazards to be covered; and to piers, wharves, docks and slips, excluding the risks of fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion; and to other aids to navigation and transportaion, including dry docks and marine railways, against all risk.

(e) Insurance against loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft, excluding the liability of the insured for the death, injury or disability of another person.

(f) Insurance against the liability of the insured for loss or damage to another person's property or property interests from any cause enumerated in this class; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports or against loss or damage from any cause to such sprinklers, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage from insects, diseases or other causes to trees, crops or other products of the soil.

(g) Insurance against any other property risk not otherwise specified under Classes 1 or 2 of Section 4 of the Illinois Insurance Code, which may lawfully be the subject of insurance and may properly be classified under Class 3 thereof.

(h) Contingent, consequential and indirect coverage wherein the proximate cause of the loss is attributable to any of the causes enumerated under Classes (a) to (g) both inclusive. Such coverage shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

(2) Casualty, Fidelity and Surety:

(i) Insurance against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto.

(j) Insurance against any loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft.

(k) Insurance against the liability of the insured for the death, injury or disability of an employee or other person, and insurance against the liability of the insured for damage to or destruction of another person's property.

(l) Insurance of the obligations accepted by or imposed upon employers under laws for workmen's compensation.

(m) Insurance against loss or damage by burglarly, theft, larceny, robbery, forgery, fraud or othewise, including all householders' personal property floater risks.

(n) Insurance against loss or damage to glass including lettering, ornamentation and fittings from any cause.

(o) Become surety or guarantor for any person, co-partnership or corporation in any position or place of trust or as custodian of money or property, public or private; or, becoming a surety or guarantor for the performance of any person, co-partnership or corporation of any lawful obligation, undertaking, agreement or contract of any kind, except contracts or policies of insurance; and underwriting blanket bonds.

(p) Insurance against loss or damage to property and any liability of the insured caused by accidents to boilers, pipes, pressure containers, machinery and apparatus of any kind and any apparatus connected thereto, or used for creating, transmitting or applying power, light, heat, steam or refrigeration, making inspection of and issuing certificates of inspection upon elevators, boilers, machinery and apparatus of any kind and all mechanical apparatus and appliances appertaining thereto; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports, or against loss or damage from any cause (other than causes specifically enumerated under Class 3 of Section 4 of the Illinois Insurance Code) to such sprinkler, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage which may result from the failure of debtors to pay their obligations to the insured; and insurance of the payment of money for personal services under contracts of hiring.

(q) Insurance against any other casualty risk not otherwise specified under Classes 1 or 3 of Section 4 of the Illinois Insurance Code, which may lawfully be the subject of insurance and may properly be classified under Class 2 thereof.

(r) Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any of causes enumerated in the above classes (i) and (q), both inclusive. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

Seventh: The management of the corporation shall be vested in the Board of Directors who shall have power to do any and all acts the corporation may do under the law and not otherwise to be performed by the shareholders, and shall have power to adopt by-laws not inconsistent with law for the government and regulation of the business.

Eighth: The corporation may issue both participating and non-participating policies. The Board of Directors shall have power to determine the amount and the manner of payment of dividends to the holders of participating policies. Such dividends shall be apportioned equitably and in accordance with such rates and rules and applicable to such kind or kinds of insurance as may be determined by the Board of Directors, which shall have the power to adopt any by-laws pertaining to such declaration and payment which in the judgment of said Board of Directors may seem necessary or desirable.

(SEAL)

ALLSTATE FIRE INSURANCE COMPANY

BY: Robert B Pelton
Vice President

Donald L Schaffer
Secretary

APPROVED THIS 17th day of May, A.D. 1974

Fred A. Mauck
Fred A. Mauck, Director of Insurance

STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001

FILED 11/26/2013 11:00 AM PAGE 03159
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Insurance.

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

Date: OCT 30 2013 ______________________
Director of Insurance

IL446-0135 (6/09)

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF ALLSTATE FIRE INSURANCE COMPANY AS AMENDED AUGUST 7, 1967

First: (a) The name of the company shall be ALLSTATE FIRE INSURANCE COMPANY.

(b) The principal office of the company shall be located in the township of Northfield, county of Cook, in the state of Illinois.

(c) The period of duration of the company shall be perpetual.

Second: The amount of capital stock shall be One Million Dollars ($1,000,000) divided into Ten Thousand (10,000) shares of the par value of One Hundred Dollars ($100.00) per share.

Third: The designation for the general officers shall be Chairman of the Board, President, two or more Vice-Presidents, Treasurer, Secretary and Controller.

Fourth: The number of Directors shall be as provided in the by-laws but shall not be less than nine nor more than twenty-one. The Directors shall be elected at each annual meeting of the shareholders for a term of one year. Vacancies in the Board of Directors shall be filled by a vote of the shareholders.

Fifth: The fiscal year shall commence on the first day of January and terminate on the 31st day of December of each year.

Sixth: The objects and purposes of this corporation shall be the business of writing the following classes and kinds of insurance:

(1) Fire and Marine, etc:

(a) Insurance against loss or damage by fire, smoke and smudge, lightning or other electrical disturbances.

(b) Insurance against loss or damage by earthquake, windstorms, cyclone, tornado, tempests, hail, frost, snow, ice, sleet, flood, rain, drought or other weather or climatic conditions including excess or deficiency of moisture, rising of the waters of the ocean or its tributaries.

(c) Insurance against loss or damage by bombardment, invasion, insurrection, riot, strikes, civil war or commotion, military or usurped power, or explosion (other than explosion of steam boilers and the breaking of fly wheels on premises owned, controlled, managed, or maintained by the insured.)

(d) Insurance against loss or damage to vessels, craft, aircraft, vehicles of every kind, (excluding vehicles operating under their own power or while in storage not incidental to transportation) as well as all goods, freights, cargoes, merchandise, effects, disbursements, profits, moneys, bullion, precious stones, securities, choses in action, evidences of debt, valuable papers, bottomry and respondentia interests and all other kinds of property and interests therein, in respect to, appertaining to or in connection with any or all risks or perils of navigation, transit, or transportation, including war risks, on or under any seas or other waters, on land or in the air, or while being assembled, packed, crated, baled, compressed or similarly prepared for shipment or while awaiting the same or during any delays, storage, transshipment, or reshipment incident thereto, including marine builder's risks and all personal property floater risks; and for loss or damage to persons or property in connection with or appertaining to marine, inland marine, transit or transportation insurance, including liability for loss of or damage to either arising out of or in connection with the construction, repair, operation, maintenance, or use of the subject matter of such insurance, (but not including life insurance or surety bonds); but, except as herein specified, shall not mean insurances against loss by reason of bodily injury to the person; and insurance against loss or damage to precious stones, jewels, jewelry, gold, silver and other precious metals whether used in business or trade or otherwise and whether the same be in course of transportation or otherwise, which shall include jewelers' block insurance; and insurance against loss or damage to bridges, tunnels and other instrumentalities of transportation and communication (excluding buildings, their furniture and furnishings, fixed contents and supplies held in storage) unless fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion are the only hazards to be covered; and to piers, wharves, docks and slips, excluding the risks of fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion; and to other aids to navigation and transportation, including dry docks and marine railways, against all risk.

(e) Insurance against loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft, excluding the liability of the insured for the death, injury or disability of another person.

(f) Insurance against the liability of the insured for loss or damage to another person's property or property interests from any cause enumerated in this class; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports or against loss or damage from any cause to such sprinklers, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage from insects, diseases or other causes to trees, crops or other products of the soil.

(g) Insurance against any other property risk not otherwise specified under Classes 1 or 2 of Section 4 of the Illinois Insurance Code, which may lawfully be the subject of insurance and may properly be classified under Class 3 thereof.

(h) Contingent, consequential and indirect coverage wherein the proximate cause of the loss is attributable to any of the causes enumerated under Classes (a) to (g) both inclusive. Such coverage shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

(2) Casualty, Fidelity and Surety:

(i) Insurance against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto.

(j) Insurance against any loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft.

(k) Insurance against the liability of the insured for the death, injury or disability of an employee or other person, and insurance against the liability of the insured for damage to or destruction of another person's property.

(l) Insurance of the obligations accepted by or imposed upon employers under laws for workmen's compensation.

(m) Insurance against loss or damage by burglarly, theft, larceny, robbery, forgery, fraud or otherwise, including all householders' personal property floater risks.

(n) Insurance against loss or damage to glass including lettering, ornamentation and fittings from any cause.

(o) Become surety or guarantor for any person, co-partnership or corporation in any position or place of trust or as custodian of money or property, public or private; or, becoming a surety or guarantor for the performance of any person, co-partnership or corporation of any lawful obligation, undertaking, agreement or contract of any kind, except contracts or policies of insurance; and underwriting blanket bonds.

(p) Insurance against loss or damage to property and any liability of the insured caused by accidents to boilers, pipes, pressure containers, machinery and apparatus of any kind and any apparatus connected thereto, or used for creating, transmitting or applying power, light, heat, steam or refrigeration, making inspection of and issuing certificates of inspection upon elevators, boilers, machinery and apparatus of any kind and all mechanical apparatus and appliances appertaining thereto; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports, or against loss or damage from any cause (other than causes specifically enumerated under Class 3 of Section 4 of the Illinois Insurance Code) to such sprinkler, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage which may result from the failure of debtors to pay their obligations to the insured; and insurance of the payment of money for personal services under contracts of hiring.

(q) Insurance against any other casualty risk not otherwise specified under Classes 1 or 3 of Section 4 of the Illinois Insurance Code, which may lawfully be the subject of insurance and may properly be classified under Class 2 thereof.

(r) Contingent, consequential and indirect coverages wherein, the proximate cause of the loss is attributable to any of causes enumerated in the above classes (i) to (q), both inclusive. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

Seventh: The management of the corporation shall be vested in the Board of Directors who shall have power to do any and all acts the corporation may do under the law and not otherwise to be performed by the shareholders, and shall have power to adopt by-laws not inconsistent with law for the government and regulation of the business.

Eighth: The corporation may issue both participating and non-participating policies. The Board of Directors shall have power to determine the amount and the manner of payment of dividends to the holders of participating policies. Such dividends shall be apportioned equitably and in accordance with such rates and rules and applicable to such kind or kinds of insurance as may be determined by the Board of Directors, which shall have the power to adopt any by-laws pertaining to such declaration and payment which in the judgment of said Board of Directors may seem necessary or desirable.

(SEAL)

ALLSTATE FIRE INSURANCE COMPANY

Attest

By: [signature]
President

[signature]
Secretary

APPROVED this 4th day of October, A.D. 1967.

[signature]
Director of Insurance

STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001

FILING #[illegible] PG 97 OF 129 VOL B-01872
FILED 11/26/2013 11:00 AM PAGE 03164
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Insurance.

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

Date: OCT 30 2013

Director of Insurance mms

IL446-0135 (6/09)

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ARTICLES OF AMENDMENT TO

ARTICLES OF INCORPORATION OF ALLSTATE FIRE INSURANCE

COMPANY AS AMENDED FEB. 23, 1956

First: (a) The name of the company shall be ALLSTATE FIRE INSURANCE COMPANY.

(b) The principal office of the company shall be located in the village of Skokie, county of Cook, in the state of Illinois.

(c) The period of duration of the company shall be perpetual.

Second: The amount of capital stock shall be One Million Dollars ($1,000,000), divided into Ten Thousand (10,000) shares of the par value of One Hundred Dollars ($100.00) per share.

Third: The designation of the general officers shall be Chairman of the Board, President, two or more Vice-Presidents, Treasurer, Secretary and Controller.

Fourth: The number of Directors shall be as provided in the by-laws but shall not be less than nine nor more than twenty-one. The Directors shall be elected at each annual meeting of the shareholders for a term of one year. Vacancies in the Board of Directors shall be filled by a vote of the shareholders.

Fifth: The fiscal year shall commence on the first day of January and terminate on the 31st day of December of each year.

Sixth: The objects and purposes of this corporation shall be the business of writing the following classes and kinds of insurance:

(1) Fire and Marine, etc:

(a) Insurance against loss or damage by fire, smoke and smudge, lightning or other electrical disturbances.

(b) Insurance against loss or damage by earthquake, windstorms, cyclone, tornado, tempests, hail, frost, snow, ice, sleet, flood, rain, drought or other weather or climatic conditions including excess or deficiency of moisture, rising of the waters of the ocean or its tributaries.

(c) Insurance against loss or damage by bombardment, invasion, insurrection, riot, strikes, civil war or commotion, military or usurped power, or explosion (other than explosion of steam boilers and the breaking of fly wheels on premises owned, controlled, managed, or maintained by the insured.)

(d) Insurance against loss or damage to vessels, craft, aircraft, vehicles of every kind, (excluding vehicles operating under their own power or while in storage not incidental to transportation) as well as all goods, freights, cargoes, merchandise, effects, disbursements, profits, moneys, bullion, precious stones, securities, choses in action, evidences of debt, valuable papers, bottomry and respondentia interests and all other kinds of property and interests therein, in respect to, appertaining to or in connection with any or all risks or perils of navigation, transit, or transportation, including war risks, on or under any seas or other waters, on land or in the air, or while being assembled, packed, crated, baled, compressed or similarly prepared for shipment or while awaiting the same or during any delays, storage, transshipment, or reshipment incident thereto, including marine builder's risks and all personal property floater risks; and for loss or damage to persons or property in connection with or appertaining to marine, inland marine, transit or transportation insurance, including liability for loss of or damage to either arising out of or in connection with the construction, repair, operation, maintenance, or use of the subject matter of such insurance, (but not including life insurance or surety bonds); but, except as herein specified, shall not mean insurances against loss by reason of bodily injury to the person; and insurance against loss or damage to precious stones, jewels, jewelry, gold, silver and other precious metals whether used in business or trade or otherwise and whether the same be in course of transportation or otherwise, which shall include jewelers' block insurance; and insurance against loss or damage to bridges, tunnels and other instrumentalities of transportation and communication (excluding buildings, their furniture and furnishings, fixed contents and supplies held in storage) unless fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion are the only hazards to be covered; and to piers, wharves, docks and slips, excluding the risks of fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion; and to other aids to navigation and transportation, including dry docks and marine railways, against all risk.

(e) Insurance against loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft, excluding the liability of the insured for the death, injury or disability of another person.

(f) Insurance against the liability of the insured for loss or damage to another person's property or property interests from any cause enumerated in this class; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports or against loss or damage from any cause to such sprinklers, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage from insects, diseases or other causes to trees, crops or other products of the soil.

(g) Insurance against any other property risk not otherwise specified under Classes 1 or 2 of Section 4 of the Illinois Insurance Code, which may lawfully be the subject of insurance and may properly be classified under Class 3 thereof.

(h) Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any of the causes enumerated under Classes (a) to (g) both inclusive. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

(2) <u>Casualty, Fidelity and Surety</u>:

(i) Insurance against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto.

(j) Insurance against any loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft.

(k) Insurance against the liability of the insured for the death, injury or disability of an employee or other person, and insurance against the liability of the insured for damage to or destruction of another person's property.

(l) Insurance of the obligations accepted by or imposed upon employers under laws for workmen's compensation.

(m) Insurance against loss or damage by burglary, theft, larceny, robbery, forgery, fraud or otherwise, including all householders' personal property floater risks.

(n) Insurance against loss or damage to glass including lettering, ornamentation and fittings from any cause.

(o) Become surety or guarantor for any person, co-partnership or corporation in any position or place of trust or as custodian of money or property, public or private; or, becoming a surety or guarantor for the performance of any person, co-partnership or corporation of any lawful obligation, undertaking, agreement or contract of any kind, except contracts or policies of insurance; and underwriting blanket bonds.

(p) Insurance against loss or damage to property and any liability of the insured caused by accidents to boilers, pipes, pressure containers, machinery and apparatus of any kind and any apparatus connected thereto, or used for creating, transmitting or applying power, light, heat, steam or refrigeration, amking inspection of and issuing certificates of inspection upon elevators, boilers, machinery and apparatus of any kind and all mechanical apparatus and appliances appertaining thereto; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports, or against loss or damage from any cause (other than causes specifically enumerated under Class 3 of Section 4 of the Illinois Insurance Code) to such sprinkler, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage which may result from the failure of debtors to pay their obligations to the insured; and insurance of the payment of money for personal services under contracts of hiring.

(q) Insurance against any other casualty risk not otherwise specified under Classes 1 or 3 of Section 4 of the Illinois Insurance Code, which may lawfully be the subject of insurance and may properly be classified under Class 2 thereof.

(r) Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any of the causes enumerated in the above classes (i) to (q), both inclusive. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

Seventh: The management of the corporation shall be vested in the Board of Directors who shall have power to do any and all acts the corporation may do under the law and not otherwise to be performed by the shareholders, and shall have power to adopt by-laws not inconsistent with law for the government and regulation of the business.

Eighth: The corporation may issue both participating and non-participating policies. The Board of Directors shall have power to determine the amount and the manner of payment of dividends to the holders of participating policies. Such dividends shall be apportioned equitably and in accordance with such rates and rules and applicable to such kind or kinds of insurance as may be determined by the Board of Directors, which shall have the power to adopt any by-laws pertaining to such declaration and payment which in the judgment of said Board of Directors may seem necessary or desirable.

(SEAL)

Attest

Secretary

Approved: April 17, 1956.

Director of Insurance

ALLSTATE FIRE INSURANCE COMPANY

By:

President

STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001

FILED 11/26/2013 11:00 AM PAGE 03169
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Insurance.

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

Date: OCT 30 2013

Director of Insurance MVMS

IL446-0135 (6/09)

Printed on Recycled Paper

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF ALLSTATE FIRE INSURANCE COMPANY AS AMENDED NOV. 2, 1953

First: (a) The name of the company shall be ALLSTATE FIRE INSURANCE COMPANY.

(b) The principal office of the company shall be located in the village of Skokie, county of Cook, in the state of Illinois.

(c) The period of duration of the company shall be perpetual.

Second: The amount of capital stock shall be One Million Dollars ($1,000,000), divided into Ten Thousand (10,000) shares of the par value of One Hundred Dollars ($100.00) per share.

Third: The designation of the general officers shall be Chairman of the Board, President, two or more Vice-Presidents, Treasurer, Secretary and Controller.

Fourth: The number of directors shall be as provided in the by-laws, but shall not be less than nine nor more than twenty-one. The directors shall be divided into three classes as nearly equal in number as possible. At each annual meeting of the shareholders, one class of directors shall be elected for a term of three years. Vacancies in the Board of Directors may be filled by a vote of the shareholders.

Fifth: The fiscal year shall commence on the first day of January and terminate on the 31st day of December of each year.

Sixth: The objects and purposes of this corporation shall be the business of writing the following classes and kinds of insurance:

(1) Fire and Marine, etc:

(a) Insurance against loss or damage by fire, smoke and smudge, lightning or other electrical disturbances.

(b) Insurance against loss or damage by earthquake, windstorms, cyclone, tornado, tempests, hail, frost, snow, ice, sleet, flood, rain, drought or other weather or climatic conditions including excess or deficiency of moisture, rising of the waters of the ocean or its tributaries.

(c) Insurance against loss or damage by bombardment, invasion, insurrection, riot, strikes, civil war or commotion, military or usurped power, or explosion (other than explosion of steam boilers and the breaking of fly wheels on premises owned, controlled, managed, or maintained by the insured.)

(d) Insurance against loss or damage to vessels, craft, aircraft, vehicles of every kind, (excluding vehicles operating under their own power or while in storage not incidental to transportation) as well as all goods, freights, cargoes, merchandise, effects, disbursements, profits, moneys, bullion, precious stones, securities, choses in action, evidences of debt, valuable papers, bottomry and respondentia interests and all other kinds of property and interests therein, in respect to, appertaining to or in connection with any or all risks or perils of navigation, transit, or transportation, including war risks, on or under any seas or other waters, on land or in the air, or while being assembled, packed, crated, baled, compressed or similarly prepared for shipment or while awaiting the same or during any delays, storage, transshipment, or reshipment incident thereto, including marine builder's risks and all personal property floater risks; and for loss or damage to persons or property in connection with or appertaining to marine, inland marine, transit or transportation insurance, including liability for loss of or damage to either arising out of or in connection with the construction, repair, operation, maintenance, or use of the subject matter of such insurance, (but not including life insurance or surety bonds); but, except as herein specified, shall not mean insurances against loss by reason of bodily injury to the person; and insurance against loss or damage to precious stones, jewels, jewelry, gold, silver and other precious metals whether used in business or trade or otherwise and whether the same be in course of transportation or otherwise, which shall include jewelers' block insurance; and insurance against loss or damage to bridges, tunnels and other instrumentalities of transportation and communication (excluding buildings, their furniture and furnishings, fixed contents and supplies held in storage) unless fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion are the only hazards to be covered; and to piers, wharves, docks and slips, excluding the risks of fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion; and to other aids to navigation and transportation, including dry docks and marine railways, against all risk.

(e) Insurance against loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft, excluding the liability of the insured for the death, injury or disability of another person.

(f) Insurance against the liability of the insured for loss or damage to another person's property or property interests from any cause enumerated in this class; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports or against loss or damage from any cause to such sprinklers, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage from insects, diseases or other causes to trees, crops or other products of the soil.

(g) Insurance against any other property risk not otherwise specified under Classes 1 or 2 of Section ~~[illegible]~~ 97 of the Illinois Insurance Code, which may lawfully be the subject of insurance and may properly be classified under Class 3 thereof.

(h) Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any of the causes enumerated under Classes (a) to (g) both inclusive. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

(2) <u>Casualty, Fidelity and Surety</u>:

(a) (i) Insurance against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto.

(b) (j) Insurance against any loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft.

(c) (k) Insurance against the liability of the insured for the death, injury or disability of an employee or other person, and insurance against the liability of the insured for damage to or destruction of another person's property.

(d) (l) Insurance of the obligations accepted by or imposed upon employers under laws for workmen's compensation.

(e) (m) Insurance against loss or damage by burglary, theft, larceny, robbery, forgery, fraud or otherwise, including all householders' personal property floater risks.

(f) (n) Insurance against loss or damage to glass including lettering, ornamentation and fittings from any cause.

(g) (o) Become surety or guarantor for any person, co-partnership or corporation in any position or place of trust or as custodian of money or property, public or private; or, becoming a surety or guarantor for the performance of any person, co-partnership or corporation of any lawful obligation, undertaking, agreement or contract of any kind, except contracts or policies of insurance; and underwriting blanket bonds.

(p) Insurance against loss or damage to property and any liability of the insured caused by accidents to boilers, pipes, pressure containers, machinery and apparatus of any kind and any apparatus connected thereto, or used for creating, transmitting or applying power, light, heat, steam or refrigeration, making inspection of and issuing certificates of inspection upon elevators, boilers, machinery and apparatus of any kind and all mechanical apparatus and appliances appertaining thereto; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports, or against loss or damage from any cause (other than causes specifically enumerated under Class 3 of Section [illegible] of the Illinois Insurance Code) to such sprinkler, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage which may result from the failure of debtors to pay their obligations to the insured; and insurance of the payment of money for personal services under contracts of hiring.

(q) Insurance against any other casualty risk not otherwise specified under Classes 1 or 3 of Section [illegible] of the Illinois Insurance Code, which may lawfully be the subject of insurance and may properly be classified under Class 2 thereof.

(r) Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any of the causes enumerated in the above classes (i) to (q), both inclusive. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

Seventh: The management of the corporation shall be vested in the Board of Directors who shall have power to do any and all acts the corporation may do under the law and not otherwise to be performed by the shareholders, and shall have power to adopt by-laws not inconsistent with law for the government and regulation of the business.

Eighth: The corporation may issue both participating and non-participating policies. The Board of Directors shall have power to determine the amount and the manner of payment of dividends to the holders of participating policies. Such dividends shall be apportioned equitably and in accordance with such rates and rules and applicable to such kind or kinds of insurance as may be determined by the Board of Directors, which shall have the power to adopt any by-laws pertaining to such declaration and payment which in the judgment of said Board of Directors may seem necessary or desirable.

(SEAL)

ALLSTATE FIRE INSURANCE COMPANY

By: [signature]
President

Attest

[signature]
Secretary

Approved:
Robert E. Barrett
Director of Insurance

Nov. 19th 1953

STATE OF ILLINOIS

DEPARTMENT OF INSURANCE

320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001

FILED 11/26/2013 11:00 AM PAGE 03174
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Insurance.

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

Date: OCT 30 2013

Director of Insurance

IL446-0135 (6/09)

Printed on Recycled Paper

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF ALLSTATE FIRE INSURANCE
COMPANY AS AMENDED MARCH 3, 1950.

First: (a) The name of such company shall be ALLSTATE FIRE INSURANCE COMPANY.

(b) The principal office for transacting of business shall be located at the city of Chicago, county of Cook, and state of Illinois.

Second: The amount of capital stock shall be Three Hundred Thousand Dollars ($300,000), divided into Three Thousand (3,000) shares of the par value of One Hundred Dollars ($100.00) per share.

Third: The designation of the general officers shall be Chairman of the Board, President, two or more Vice-Presidents, Treasurer, Secretary and Comptroller, and there shall be twelve directors.

Fourth: The directors shall be divided into three classes of four directors each. At each annual meeting of the shareholders one class of directors shall be elected for a term of three years. Vacancies in the Board of Directors may be filled by a vote of the shareholders.

Fifth: The fiscal year shall commence on the first day of January and terminate on the 31st day of December of each year.

Sixth: The objects and purposes of this corporation shall be the business of writing the following classes of insurance:

(a) Insurance against loss or damage by fire, smoke and smudge, lightning or other electrical disturbances.

(b) Insurance against loss or damage by earthquake, windstorms, cyclone, tornado, tempests, hail, frost, snow, ice, sleet, flood, rain, drought or other weather or climatic conditions including excess or deficiency of moisture, rising of the waters of the ocean or its tributaries.

(c) Insurance against loss or damage by bombardment, invasion, insurrection, riot, strikes, civil war or commotion, military orusurped power, or explosion (other than explosion of steam boilers and the breaking of fly wheels).

(d) Insurance against loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise) draft animal or aircraft, excluding the liability of the insured for the death, injury or disability of another person.

(e) Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any of the causes enumerated in clauses (a), (b), (c), and (d).

Seventh: The management of the corporation shall be vested in the Board of Directors who shall have power to do any and all acts the corporation may do under the law and not otherwise to be performed by the shareholders, and shall have power to adopt by-laws not inconsistent with law for the government and regulation of the business.

Eighth: The corporation may issue both participating and non-participating policies. The Board of Directors shall have power to determine the amount and the manner of payment of dividends to the holders of participating policies. Such dividends shall be apportioned equitably and in accordance with such rates and rules and applicable tosuch kind or kinds of insurance as may be determined by the Board of Directors, which shall have the power to adopt any by-laws pertaining to such declaration and payment which in the judgment of said Board of Directors may seem necessary or desirable.

ALLSTATE FIRE INSURANCE COMPANY

By ________________
Vice President.

ATTEST:

____
Secretary.

APPROVED:

Harry B. Hershey
Director of Insurance

DATE:

Approved this 3rd day of March, 19

STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001

FILED 11/26/2013 11:00 AM PAGE 03177
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Insurance.

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

Date: OCT 30 2013

Director of Insurance

IL446-0135 (6/09)

Printed on Recycled Paper

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF ALLSTATE FIRE INSURANCE COMPANY AS AMENDED APRIL 10, 1944.

First: (a) The name of such company shall be ALLSTATE FIRE INSURANCE COMPANY.

(b) The principal office for transacting of business shall be located at the city of Chicago, county of Cook, and state of Illinois.

Second: The amount of capital stock shall be Three Hundred Thousand Dollars ($300,000), divided into Three Thousand (3,000) shares of the par value of One Hundred Dollars ($100.00) per share.

Third: The designation of the general officers shall be Chairman of the Board, President, two or more Vice-Presidents, Treasurer, Secretary and Comptroller, and there shall be eleven directors.

Fourth: The directors shall be divided into three classes, one class of three directors and two classes of four directors each. At each annual meeting of the stockholders, one class of directors shall be elected for a term of three years. Vacancies in the Board of Directors may be filled by a vote of the stockholders.

Fifth: The fiscal year shall commence on the first day of January and terminate on the 31st day of December of each year.

Sixth: The objects and purposes of this corporation shall be the business of writing the following classes of insurance:

(a) Insurance against loss or damage by fire, smoke and smudge, lightning or other electrical disturbances.
(b) Insurance against loss or damage by earthquake, windstorms, cyclone, tornado, tempests, hail, frost, snow, ice, sleet, flood, rain, drought or other weather or climatic conditions including excess or deficiency of moisture, rising of the waters of the ocean or its tributaries.

(c) Insurance against loss or damage by bombardment, invasion, insurrection, riot, strikes, civil war or commotion, military or usurped power, or explosion (other than explosion of steam boilers and the breaking of fly wheels).
(d) Insurance against loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise) draft animal or aircraft, excluding the liability of the insured for the death, injury or disability of another person.
(e) Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any of the causes enumerated in clauses (a), (b), (c), and (d).

Seventh: The management of the corporation shall be vested in the Board of Directors who shall have power to do any and all acts the corporation may do under the law and not otherwise to be performed by the stockholders, and shall have power to adopt by-laws not inconsistent with law for the government and regulation of the business.

Eighth: The corporation may issue both participating and non-participating policies. The Board of Directors shall have power to determine the amount and the manner of payment of dividends to the holders of participating policies. Such dividends shall be apportioned equitably and in accordance with such rates and rules and applicable to such kind or kinds of insurance as may be determined by the Board of Directors, which shall have the power to adopt any by-laws pertaining to such declaration and payment which in the judgment of said Board of Directors may seem necessary or desirable.

ALLSTATE FIRE INSURANCE COMPANY

ATTEST:

By: Calvin Fentress Jr
President

Secretary

APPROVED:

DATE:

April 26th, 1944.

Acting Director of Insurance

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FILED 11/26/2013 11:00 AM PAGE 03179
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

STATE OF ILLINOIS

DEPARTMENT OF INSURANCE

320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001

FILED 11/26/2013 11:00 AM PAGE 03180
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Insurance.

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

Date: OCT 30 2013 ______________________
Director of Insurance

IL446-0135 (6/09)

Printed on Recycled Paper

ARTICLES OF AMENDMENT TO

ARTICLES OF INCORPORATION OF ALLSTATE FIRE INSURANCE

COMPANY AS AMENDED MARCH 28, 1942.

First: (a) The name of such company shall be ALLSTATE FIRE INSURANCE COMPANY.

(b) The principal office for transacting of business shall be located at the city of Chicago, county of Cook, and state of Illinois.

Second: The amount of capital stock shall be Three Hundred Thousand Dollars ($300,000), divided into Three Thousand (3,000) shares of the par value of One Hundred Dollars ($100.00) per share.

Third: The designation of the general officers shall be Chairman of the Board, President, two or more Vice-Presidents, Treasurer, Secretary and Comptroller, and there shall be ten directors.

Fourth: The directors shall be divided into three classes, two classes of three directors each and one class of four directors At each annual meeting of the stockholders, one class of directors shall be elected for a term of three years. Vacancies in the Board of Directors may be filled by a vote of the stockholders.

Fifth: The fiscal year shall commence on the first day of January and terminate on the 31st day of December of each year.

Sixth: The objects and purposes of this corporation shall be the business of writing the following classes of insurance:

(a) Insurance against loss or damage by fire, smoke and smudge, lightning or other electrical disturbances.
(b) Insurance against loss or damage by earthquake, windstorms, cyclone, tornado, tempests, hail, frost, snow, ice, sleet, flood, rain, drought or other weather or climatic conditions including excess or deficiency of moisture, rising of the waters of the ocean or its tributaries.

(c) Insurance against loss or damage by bombardment, invasion, insurrection, riot, strikes, civil war or commotion, military or usurped power, or explosion (other than explosion of steam boilers and the breaking of fly wheels).
(d) Insurance against loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise) draft animal or aircraft, excluding the liability of the insured for the death, injury or disability of another person.
(e) Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any of the causes enumerated in clauses (a), (b), (c), and (d).

Seventh: The management of the corporation shall be vested in the Board of Directors who shall have power to do any and all acts the corporation may do under the law and not otherwise to be performed by the stockholders, and shall have power to adopt by-laws not inconsistent with law for the government and regulation of the business.

Eighth: The corporation may issue both participating and non-participating policies. The Board of Directors shall have power to determine the amount and the manner of payment of dividends to the holders of participating policies. Such dividends shall be apportioned equitably and in accordance with such rates and rules and applicable to such kind or kinds of insurance as may be determined by the Board of Directors, which shall have the power to adopt any by-laws pertaining to such declaration and payment which in the judgment of said Board of Directors may seem necessary or desirable.

ALLSTATE FIRE INSURANCE COMPANY

By: Calvin Fentress Jr
President

ATTEST:

Kenney
Secretary

APPROVED:

Paul F. Jones
Director of Insurance

Date: April 2, 1942.

STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001

FILING #0004987762 PG 116 OF 129 VOL B-01872
FILED 11/26/2013 11:00 AM PAGE 03183
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Insurance.

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

Date: OCT 30 2013 Andrew Boron

Director of Insurance

ARTICLES OF AMENDMENT

ARTICLES OF INCORPORATION of ALLSTATE FIRE INSURANCE COMPANY
(As amended July 13, 1938)

TO THE HONORABLE LEO H. LOWE,
Director of Trade and Commerce of Illinois:

We, the undersigned G. E. HUMPHREY, E. J. POLLOCK, WM. NORMAN LOWE, JOHN B. SWIFT, E. H. POWELL, EDWARD A. COLLINS, C. B. KENNEY, CARL L. ODELL, R. E. ROSKAM, W. J. SCHOEPS, FRANK F. FOWLER, C. E. CHAPMAN, W. H. H. VAIL, all of whom are residents of the State of Illinois, propose to form a corporation under the provisions of an Act of the General Assembly of the State of Illinois, entitled "An Act to incorporate and to govern fire, marine and inland navigation insurance companies doing business in the State of Illinois," approved March 11, 1869, and all Acts amendatory thereof, for the purpose of transacting business as a fire insurance company as expressed in the first section of the Act aforementioned and to transact the kinds of business as provided under the provisions of Subsections 1, 2 and 3 of Paragraph 1 of an Act of the General Assembly of the State of Illinois, entitled "An Act providing the kinds of business which may be transacted by fire insurance companies, to repeal an Act entitled 'An Act authorizing fire insurance companies to insure against loss or damage by lightning, windstorms, hailstorms, tornadoes, and cyclones,' approved June 30, 1885, in force July 1, 1885, and to repeal an Act entitled 'An Act authorizing fire insurance companies to insure sprinklers, pumps, or other fire apparatus, and also to insure against loss or damage by the same,' approved May 16, 1905, in force July 1, 1905." (Approved June 30, 1925,) as amended July 7, 1931.

We propose to adopt the following charter:

1. The name of this corporation shall be ALLSTATE FIRE INSURANCE COMPANY.

2. The place of the principal office for the transaction of the business of the corporation shall be located at the City of Chicago, County of Cook and State of Illinois.

3. The mode and manner in which the corporate powers are to be exercised shall be through a Board of nine (9) directors, each of whom shall be a shareholder and at least twenty-one (21) years of age, and at least three (3) of whom shall be residents and citizens of this State. The Board of Directors shall have power to do any and all acts the corporation may do under the law and not otherwise to be performed by the shareholders, and shall have the power to adopt by-laws not inconsistent with law for the government and regulation of the business.

The corporation may issue both participating and non-participating policies. The Board of Directors shall have power to determine the amount and the manner of payment of dividends to the holders of participating policies. Such dividends shall be apportioned equitably and in accordance with such rates and rules and applicable to such kind or kinds of insurance as may be determined by the Board of Directors, which shall have the power to adopt any By-Laws pertaining to such declaration and payment which in the judgment of said Board of Directors may seem necessary or desirable.

4. The mode and manner of electing directors shall be as follows: At any regular or special meeting of shareholders held prior to the next annual meeting, directors shall be elected to fill such vacancies as shall exist in the Board. At the next annual meeting of shareholders three (3) directors shall be elected for the term of one year, three (3) directors shall be elected for the term of two years and three (3) directors shall be elected for the term of three years. At each annual meeting thereafter three directors shall be elected for the term of three (3) years. Vacancies in the Board of Directors shall be filled for the unexpired term by the shareholders.

5. The fiscal year shall commence on the 1st day of January and terminate on the 31st day of December of each year.

6. The amount of capital stock shall be Three Hundred Thousand Dollars ($300,000.00) divided into three thousand (3,000) shares of the par value of One Hundred Dollars ($100.00) per share.

7. The authorized surplus of the corporation at the time of its organization shall be Seventy-five Thousand Dollars ($75,000.00).

8. The duration of the corporation shall be unlimited.

9. The objects and purposes of the corporation shall be to transact the business of fire insurance with authority to do the various kinds of business enumerated in Subsections 1, 2 and 3 of Paragraph 1 of an Act of the General Assembly of the State of Illinois, entitled "An Act providing the kinds of business which may be transacted by fire insurance companies; to repeal an Act entitled 'An Act authorizing fire insurance companies to insure against loss or damage by lightning, windstorms, hailstorms, tornadoes and cyclones,' approved June 30, 1885, in force July 1, 1885, and to repeal an Act entitled 'An Act authorizing fire insurance companies to insure sprinklers, pumps, or other fire apparatus, and also to insure against loss or damage by the same,' approved May 16, 1905, in force July 1, 1905." (Approved June 30, 1925.) as amended July 7, 1931, and to make contracts of insurance or cede or receive reinsurance thereon for the following kinds of business, viz:

(1) To make insurance upon property or any valuable interest therein against loss or damage caused by fire, lightning or other electrical disturbances, earthquake, windstorms, cyclone, tornado, tempest, hail, frost, snow, ice, sleet, weather or climatic condition, including excess or deficiency of moisture, flood, rain, or drought; a rising of waters of the ocean or its tributaries, bombardment, invasion, insurrection, riot, civil war or commotion, military or usurped power, explosion, other than the explosion of steam boilers, or the breaking of fly wheels; against smoke and smudge

damage done by oil burners; against loss or damage from any cause to trees, crops and farm products, and against loss or damage to property from any casualty, power to insure against which is not expressly conferred by other provisions of the Act of the General Assembly of the State of Illinois last above-mentioned.

(2) To make insurances against loss or damage to property and against the liability of the insured for loss or damage to the property of others caused by water entering through leaks or openings in buildings or from the breakage or leakage of sprinklers, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designated to bring water into buildings or for its storage or utilization therein; or caused by the falling of a tank, tank platform or supports, and against loss or damage from any cause to such sprinklers, pumps, water pipes, plumbing, tanks, apparatus, conduits, or containers.

(3) To make insurance upon teams, automobiles and all vehicles, airplanes, seaplanes, dirigibles and other aircraft - (a) against all loss or damage to the same, their fittings and contents from any cause, including the hazards of burglary, theft or other criminal act, vandalism or malicious mischief; (b) against loss or damage to property, including legal liability therefor, caused by the operation, maintenance and use of the same.

Dated at Chicago, Illinois, this 27th day of November, A. D. 1931.

G. E. HUMPHREY	EDWARD A. COLLINS
E. J. POLLOCK	R. E. ROSKAM
E. H. POWELL	C. E. CHAPMAN
CARL L. ODELL	JOHN B. SWIFT
FRANK F. FOWLER	C. B. KENNEY
WM. NORMAN LOWE	W. J. SCHOEPS

W. H. H. VAIL

Approved this 13th day of July, A. D. 1938.
Director of Insurance

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, HENRY S. MOSER, a Notary Public in and for the County and State aforesaid, do hereby certify that on the 27th day of November, A. D. 1931, personally appeared before me G. E. HUMPHREY, E. J. POLLOCK, WM. NORMAN LOWE, JOHN B. SWIFT, E. H. POWELL, EDWARD A. COLLINS, C. B. KENNEY, CARL L. ODELL, R. E. ROSKAM, W. J. SCHOEPS, FRANK F. FOWLER, C. E. CHAPMAN and W. H. H. VAIL, to me personally known to be the same persons who executed the foregoing instrument and who severally acknowledged that they signed and executed the above instrument for the purposes therein mentioned.

IN WITNESS WHEREOF I have set my hand and notarial seal the day and year above written.

HENRY S. MOSER
Notary Public

(SEAL)

ALLSTATE FIRE INSURANCE COMPANY

ATTEST:

By

STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001

FILED 11/26/2013 11:00 AM PAGE 03187
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Insurance.

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

Date: OCT 30 2013 [signature]
Director of Insurance

IL446-0135 (6/09)

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

CHARTER OF

ALLSTATE FIRE INSURANCE COMPANY

AS AMENDED

TO THE HONORABLE LEO H. LOWE,
Director of Trade and Commerce of Illinois:

We, the undersigned G. E. HUMPHREY, E. J. POLLOCK, WM. NORMAN LOWE, JOHN B. SWIFT, E. H. POWELL, EDWARD A. COLLINS, C. B. KENNEY, CARL L. ODELL, R. E. ROSKAM, W. J. SCHOEPS, FRANK F. FOWLER, C. E. CHAPMAN, W. H. H. VAIL, all of whom are residents of the State of Illinois, propose to form a corporation under the provisions of an Act of the General Assembly of the State of Illinois, entitled "An Act to incorporate and to govern fire, marine and inland navigation insurance companies doing business in the State of Illinois," approved March 11, 1869, and all Acts amendatory thereof, for the purpose of transacting business as a fire insurance company as expressed in the first section of the Act aforementioned and to transact the kinds of business as provided under the provisions of Subsections 1, 2 and 3 of Paragraph 1 of an Act of the General Assembly of the State of Illinois, entitled "An Act providing the kinds of business which may be transacted by fire insurance companies, to repeal an Act entitled 'An Act authorizing fire insurance companies to insure against loss or damage by lightning, windstorms, hailstorms, tornadoes, and cyclones,' approved June 30, 1885, in force July 1, 1885, and to repeal an Act entitled 'An Act authorizing fire insurance companies to insure sprinklers, pumps, or other fire apparatus, and also to insure against loss or damage by the same,' approved May 16, 1905, in force July 1, 1905." (Approved June 30, 1925,) as amended July 7, 1931.

We propose to adopt the following charter:

1. The name of this corporation shall be ALLSTATE FIRE INSURANCE COMPANY.

2. The place of the principal office for the transaction of the business of the corporation shall be located at the City of Chicago, County of Cook and State of Illinois.

3. The mode and manner in which the corporate powers are to be exercised shall be through a board of five (5) directors, at least a majority of whom shall be citizens of the State of Illinois, who shall have power to do any and all acts the corporation may do under the law and not otherwise to be performed by the stockholders, and who shall have power to adopt by-laws not inconsistent with law for the government and regulation of the business.

The corporation may issue both participating and non-participating policies. The Board of Directors shall have power to determine the amount and the manner of payment of dividends to the holders of participating policies. Such dividends shall be apportioned equitably and in accordance with such rates and rules and applicable to such kind or kinds of insurance as may be determined by the Board of Directors, which shall have the power to adopt any By-Laws pertaining to such declaration and payment which in the judgment of said Board of Directors may seem necessary or desirable.

4. The mode and manner of electing directors shall be as follows: At the first meeting of stockholders five (5) directors shall be elected for the period of one (1) year and thereafter five (5) directors shall be elected at each annual meeting of stockholders for the term of one (1) year; vacancies in the board of directors shall be filled for the unexpired term by the stockholders.

5. The fiscal year shall commence on the 1st day of January and terminate on the 31st day of December of each year.

6. The amount of capital stock shall be Two Hundred Fifty Thousand Dollars ($250,000.00) divided into two thousand five hundred (2,500) shares of the par value of One Hundred Dollars ($100.00) per share.

7. The authorized surplus of the corporation at the time of its organization shall be Seventy-five Thousand Dollars ($75,000.00).

8. The duration of the corporation shall be unlimited.

9. The objects and purposes of the corporation shall be to transact the business of fire insurance with authority to do the various kinds of business enumerated in Subsections 1, 2 and 3 of Paragraph 1 of an Act of the General Assembly of the State of Illinois, entitled "An Act providing the kinds of business which may be transacted by fire insurance companies; to repeal an Act entitled 'An Act authorizing fire insurance companies to insure against loss or damage by lightning, windstorms, hailstorms, tornadoes and cyclones,' approved June 30, 1885, in force July 1, 1885, and to repeal an Act entitled 'An Act authorizing fire insurance companies to insure sprinklers, pumps, or other fire apparatus, and also to insure against loss or damage by the same,' approved May 16, 1905, in force July 1, 1905." (Approved June 30, 1925.) as amended July 7, 1931, and to make contracts of insurance or cede or receive reinsurance thereon for the following kinds of business, viz:

> (1) To make insurance upon property or any valuable interest therein against loss or damage caused by fire, lightning or other electrical disturbances, earthquake, windstorms, cyclone, tornado, tempest, hail, frost, snow, ice, sleet, weather or climatic condition, including excess or deficiency of moisture, flood, rain, or drought; a rising of waters of the ocean or its tributaries, bombardment, invasion, insurrection, riot, civil war or commotion, military or usurped power, explosion, other than the explosion of steam boilers, or the breaking of fly wheels; against smoke and smudge damage done by oil burners; against loss or damage from any cause to trees, crops and farm products, and against loss or damage to

property from any casualty, power to insure against which is not expressly conferred by other provisions of the Act of the General Assembly of the State of Illinois last abovementioned.

(2) To make insurances against loss or damage to property and against the liability of the insured for loss or damage to the property of others caused by water entering through leaks or openings in buildings or from the breakage or leakage of sprinklers, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designated to bring water into buildings or for its storage or utilization therein; or caused by the falling of a tank, tank platform or supports, and against loss or damage from any cause to such sprinklers, pumps, water pipes, plumbing, tanks, apparatus, conduits, or containers.

(3) To make insurance upon teams, automobiles and all vehicles, airplanes, seaplanes, dirigibles and other aircraft - (a) against all loss or damage to the same, their fittings and contents from any cause, including the hazards of burglary, theft or other criminal act, vandalism or malicious mischief; (b) against loss or damage to property, including legal liability therefor, caused by the operation, maintenance and use of the same.

Dated at Chicago, Illinois, this 27th day of November, A.D. 1931.

G. E. HUMPHREY	EDWARD A. COLLINS
E. J. POLLOCK	R. E. ROSKAM
E. H. POWELL	C. E. CHAPMAN
CARL L. ODELL	JOHN B. SWIFT
FRANK F. FOWLER	C. B. KENNEY
WM. NORMAN LOWE	W. J. SCHOEPS

W. H. H. VAIL

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, HENRY S. MOSER, a Notary Public in and for the County and State aforesaid, do hereby certify that on the 27th day of November, A. D. 1931, personally appeared before me G. E. HUMPHREY, E. J. POLLOCK, WM. NORMAN LOWE, JOHN B. SWIFT, E. H. POWELL, EDWARD A. COLLINS, C. B. KENNEY, CARL L. ODELL, R. E. ROSKAM, W. J. SCHOEPS, FRANK F. FOWLER, C. E. CHAPMAN and W. H. H. VAIL, to me personally known to be the same persons who executed the foregoing instrument and who severally acknowledged that they signed and executed the above instrument for the purposes therein mentioned.

IN WITNESS WHEREOF I have set my hand and notarial seal the day and year above written.

HENRY S. MOSER
Notary Public

(SEAL)

STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001

I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Insurance.

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

Date: OCT 30 2013

Director of Insurance

SEAL OF THE STATE OF ILLINOIS AUG. 26TH 1818

SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

IL446-0135 (6/09)

Printed on Recycled Paper

CHARTER OF ALLSTATE FIRE INSURANCE COMPANY AS AMENDED

TO THE HONORABLE LEO H. LOWE,
Director of Trade and Commerce of Illinois:

We, the undersigned G. E. HUMPHREY, E. J. POLLOCK, WM. NORMAN LOWE, JOHN B. SWIFT, E. H. POWELL, EDWARD A. COLLINS, C. B. KENNEY, CARL L. ODELL, R. E. ROSKAM, W. J. SCHOEPS, FRANK F. FOWLER, C. E. CHAPMAN, W. H. H. VAIL, all of whom are residents of the State of Illinois, propose to form a corporation under the provisions of an Act of the General Assembly of the State of Illinois, entitled "An Act to incorporate and to govern fire, marine and inland navigation insurance companies doing business in the State of Illinois," approved March 11, 1869, and all Acts amendatory thereof, for the purpose of transacting business as a fire insurance company as expressed in the first section of the Act aforementioned and to transact the kinds of business as provided under the provisions of Subsections 1, 2 and 3 of Paragraph 1 of an Act of the General Assembly of the State of Illinois, entitled "An Act providing the kinds of business which may be transacted by fire insurance companies, to repeal an Act entitled 'An Act authorizing fire insurance companies to insure against loss or damage by lightning, windstorms, hailstorms, tornadoes, and cyclones,' approved June 30, 1885, in force July 1, 1885, and to repeal an Act entitled 'An Act authorizing fire insurance companies to insure sprinklers, pumps, or other fire apparatus, and also to insure against loss or damage by the same,' approved May 16, 1905, in force July 1, 1905." (Approved June 30, 1925,) as amended July 7, 1931.

We propose to adopt the following charter:

1. The name of this corporation shall be ALLSTATE FIRE INSURANCE COMPANY.

2. The place of the principal office for the transaction of the business of the corporation shall be located at the City of Chicago, County of Cook and State of Illinois.

3. The mode and manner in which the corporate powers are to be exercised shall be through a board of five (5) directors, at least a majority of whom shall be citizens of the State of Illinois, who shall have power to do any and all acts the corporation may do under the law and not otherwise to be performed by the stockholders, and who shall have power to adopt by-laws not inconsistent with law for the government and regulation of the business.

4. The mode and manner of electing directors shall be as follows: At the first meeting of stockholders five (5) directors shall be elected for the period of one (1) year and thereafter five (5) directors shall be elected at each annual meeting of stockholders for the term of one (1) year; vacancies in the board of directors shall be filled for the unexpired term by the stockholders.

5. The fiscal year shall commence on the 1st day of January and terminate on the 31st day of December of each year.

6. The amount of capital stock shall be Two Hundred Fifty Thousand Dollars ($250,000.00) divided into two thousand five hundred (2,500) shares of the par value of One Hundred Dollars ($100.00) per share.

7. The authorized surplus of the corporation at the time of its organization shall be Seventy-five Thousand Dollars ($75,000.00).

8. The duration of the corporation shall be unlimited.

9. The objects and purposes of the corporation shall be to transact the business of fire insurance with authority to do the various kinds of business enumerated in Subsections 1, 2 and 3 of Paragraph 1 of an Act of the General Assembly of the State of Illinois, entitled "An Act providing the kinds of business which may be transacted by fire insurance companies; to repeal an Act entitled 'An Act authorizing fire insurance companies to insure against loss or damage by lightning, windstorms, hailstorms, tornadoes and cyclones,' approved June 30, 1885, in force July 1, 1885, and to repeal an Act entitled 'An Act authorizing fire insurance companies to insure sprinklers, pumps, or other fire apparatus, and also to insure against loss or damage by the same,' approved May 16, 1905, in force July 1, 1905." (Approved June 30, 1925.) as amended July 7, 1931, and to make contracts of insurance or cede or receive reinsurance thereon for the following kinds of business, viz:

(1) To make insurances upon property or any valuable interest therein against loss or damage caused by fire, lightning or other electrical disturbances, earthquake, windstorms, cyclone, tornado, tempest, hail, frost, snow, ice, sleet, weather or climatic condition, including excess or deficiency of moisture, flood, rain, or drought; a rising of waters of the ocean or its tributaries, bombardment, invasion, insurrection, riot, civil war or commotion, military or usurped power, explosion, other than the explosion of steam boilers, or the breaking of fly wheels; against smoke and smudge damage done by oil burners; against loss or damage from any cause to trees, crops and farm products, and against loss or damage to property from any casualty, power to insure against which is not expressly conferred by other provisions of the Act of the General Assembly of the State of Illinois last abovementioned.

(2) To make insurances against loss or damage to property and against the liability of the insured for loss or damage to the property of others caused by water entering through leaks or openings in buildings or from the breakage or leakage of sprinklers, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designated to bring water into buildings or for its storage or utilization therein; or caused by the falling of a tank, tank platform or supports, and against loss or damage from any cause to such sprinklers, pumps, water pipes, plumbing, tanks, apparatus, conduits, or containers.

(3) To make insurances upon teams, automobiles and all vehicles, airplanes, seaplanes, dirigibles and other aircraft - (a) against all loss or damage to the same, their fittings and contents from any cause, including the hazards of burglary, theft or other criminal act, vandalism or malicious mischief. (b) against loss or damage to property, including legal liability therefor, caused by the operation, maintenance and use of the same.

Dated at Chicago, Illinois, this 27th day of November, A.D. 1931.

G. E. HUMPHREY	EDWARD A. COLLINS
E. J. POLLOCK	R. E. ROSKAM
E. H. POWELL	C. E. CHAPMAN
CARL L. ODELL	JOHN B. SWIFT
FRANK F. FOWLER	C. B. KENNEY
WM. NORMAN LOWE	W. J. SCHOEPS

W. H. H. VAIL

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, HENRY S. MOSER, a Notary Public in and for the County and State aforesaid, do hereby certify that on the 27th day of November, A.D. 1931, personally appeared before me G. E. HUMPHREY, E. J. POLLOCK, WM. NORMAN LOWE, JOHN B. SWIFT, E. H. POWELL, EDWARD A. COLLINS, C. B. KENNEY, CARL L. ODELL, R. E. ROSKAM, W. J. SCHOEPS, FRANK F. FOWLER, C. E. CHAPMAN and W. H. H. VAIL, to me personally known to be the same persons who executed the foregoing imstrument and who severally acknowledged that they signed and executed the above instrument for the purposes therein mentioned.

IN WITNESS WHEREOF I have set my hand and notarial seal the day and year above written.

HENRY S. MOSER
Notary Public.

(SEAL)

STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001

FILED 11/26/2013 11:00 AM PAGE 03195
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Insurance.

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

Date: OCT 30 2013

Director of Insurance

STATE OF ILLINOIS

DEPARTMENT OF TRADE AND COMMERCE

DIVISION OF INSURANCE

SPRINGFIELD, ILLINOIS,
December 30, 1931.

I, LEO H. LOWE, Director of Trade and Commerce of the State of Illinois, hereby certify that I have examined the Declaration and Charter and Proof of Publication of the ALLSTATE FIRE INSURANCE COMPANY, located at Chicago, Illinois, and find the same are conformable to

"An Act to incorporate and to govern fire, marine and inland navigation insurance companies doing business in the State of Illinois", approved March 11, 1869, and

"An Act providing the kinds of business which may be transacted by fire insurance companies; to repeal an Act entitled, 'An Act authorizing fire insurance companies to insure against loss or damage by lightning, windstorms, hailstorms, tornadoes and cyclones,' approved June 30, 1885, in force July 1, 1885, and to repeal an Act entitled, 'An Act authorizing fire insurance companies to insure sprinklers, pumps, or other fire apparatus, and also to insure against loss or damage by the same,' approved May 16, 1905, in force July 1, 1905", in force July 1, 1925,

and amendments thereto, and not inconsistent with the constitution or laws of this State or of the United States.

In Testimony Whereof, *I hereto subscribe my name, and affix the Seal of my office, at Springfield, the day and year first above written.*

Leo H. Lowe
DIRECTOR OF TRADE AND COMMERCE.

ATTEST: [illegible signature]
SUPERINTENDENT OF INSURANCE.