

804 957

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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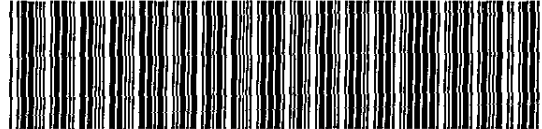
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 2, 2003

CHERYL URBANIAK
ST PAUL COMPANIES
385 WASHINGTON ST
ST PAUL, MN 55102

SUBJECT: NORTHBROOK PROPERTY AND CASUALTY INSURANCE
COMPANY
Ref. Number: 804957

We have received your document for NORTHBROOK PROPERTY AND CASUALTY INSURANCE COMPANY and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Pamela Smith
Document Specialist

Letter Number: 203A00034539

The St Paul

Property and Liability Insurance

The St. Paul Companies
385 Washington Street
St. Paul, MN 55102-1396
651.310.7911 Tel
www.stpaul.com

June 10, 2003

Ms. Pamela Smith
Document Specialist
Florida Department of State
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

**RE: Amended Articles of Incorporation
For company name change from Northbrook Property and Casualty Insurance
Company to
St. Paul Protective Insurance Company**

Dear Ms. Smith:

This letter is in response to yours of June 2, 2003 (a copy is enclosed for your easy reference) regarding our above application.

Enclosed please find the Articles of Amendment to Articles of Incorporation, bearing original certification by Illinois, the company's state of domicile. The Articles of Amendment for Northbrook Property and Casualty Insurance Company states:

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

With this certification, we are returning the application material to you for continued review.

If you require anything further, please do not hesitate to call me at 1 (800) 328-2189, ext. 08026.

Sincerely,



Cheryl Urbaniak
Sr. Licensing Analyst

Legal Services

(651) 310-8026

Fax: (651) 310-4361

INTERNET ADDRESS: Cheryl.Urbaniak@StPaul.com

CU/jk

Enclosures

Members of
The St. Paul Companies:
St. Paul Fire and Marine
Insurance Company
St. Paul Mercury
Insurance Company
St. Paul Guardian
Insurance Company
St. Paul Fire and Casualty
Insurance Company
Athena Assurance Company
St. Paul Medical Liability
Insurance Company
The St. Paul Company
of North Dakota
United States Fidelity and
Guaranty Company
Fidelity and Guaranty
Insurance Underwriters, Inc.
Fidelity and Guaranty
Insurance Company
Northbrook Property and
Casualty Insurance Company
Seaboard Surety Company
USFG&G Insurance
Company of Mississippi



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DIVISION OF CORPORATIONS

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

804957

(Document number of corporation (if known))

1. Northbrook Property and Casualty Insurance Company
(Name of corporation as it appears on the records of the Department of State)

2. Illinois
(Incorporated under laws of)

3. 10/18/38
(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? 4/29/03

5. St. Paul Protective Insurance Company
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

(New duration)

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

(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Bruce Allen Backberg
(Typed or printed name)

May 21, 2003
(Date)

Corporate Secretary
(Title)

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TALLAHASSEE, FLORIDA



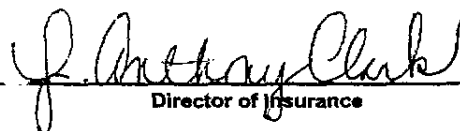
STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001



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 Department of Insurance.

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

Date: MAY 8 2003


Director of Insurance

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
NORTHEROOK 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] 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 floaters 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(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.

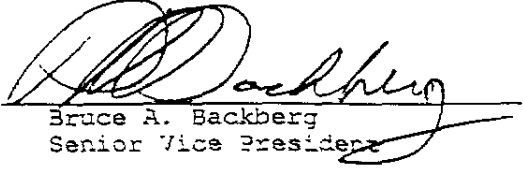
Seventh The company may issue both participating and nonparticipating policies. The Board of Directors shall have power to determine the amount and the manner of payment of dividends to the holders of participating policies. Such dividends shall be apportioned equitably and in

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:


Bruce A. Backberg
Senior Vice President

(SEAL)

Attest:


Christopher E. Gerst
Assistant Corporate Secretary

APPROVED THIS _____ DAY OF APRIL,
2003.

