

804981

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

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*Amend*

MAR 13 2012

T. LEWIS

FILED  
12 MAR 12 PM 12:39  
CLERK OF COURT  
TALLAHASSEE, FLORIDA

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** First National Insurance Company of America  
(Name of Corporation)

**DOCUMENT NUMBER:** 804981

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Colleen K. Lynch

(Name of Contact Person)

Liberty Mutual Insurance

(Firm/Company)

175 Berkeley Street

(Address)

Boston, MA 02116

(City/State and Zip Code)

For further information concerning this matter, please call:

Colleen K. Lynch

(Name of Contact Person)

at ( 617 ) 654-3680

(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



COLLEEN K. LYNCH  
Corporate Governance and Licensing Specialist

175 Berkeley Street - Mail Stop 10B  
Boston, MA 02116  
Telephone: (617) 654-3680  
Fax: (617) 574-6688  
[Colleen.Lynch@libertymutual.com](mailto:Colleen.Lynch@libertymutual.com)

March 8, 2012

**VIA UPS DELIVERY**

Amendment Section  
Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: First National Insurance Company of America (Document #804981)  
General Insurance Company of America (Document #804258)  
Safeco Insurance Company of America (Document #809791)  
Amendment to Authorization to Transact Business**

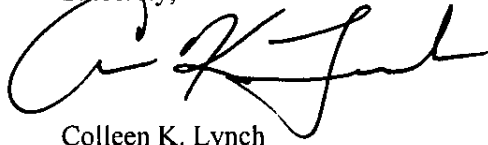
Dear Sir or Madam:

In connection with the redomestication of First National Insurance Company of America, General Insurance Company of America and Safeco Insurance Company of America from the State of Washington to the State of New Hampshire, effective January 13, 2012, enclosed please find the following documents for each company listed above:

- Cover Letter
- Profit Corporation – Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida (original and duplicate copy)
- Certified copy of the Articles of Incorporation
- Check in the amount of \$43.75 to cover the filing fee and a certified copy of this filing

Should you have any questions or require additional information, please do not hesitate to contact me at the number noted above.

Sincerely,

A handwritten signature in black ink, appearing to read 'C. K. Lynch', written over the printed name.

Colleen K. Lynch

Encl.

**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)**

804981

(Document number of corporation (if known))

1. First National Insurance Company of America

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

2. Washington

(Incorporated under laws of)

3. December 19, 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? Not Applicable

5. Not Applicable

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

Not Applicable

(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.

Not Applicable

(New duration)

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

New Hampshire

(New jurisdiction)

Kristin Ciotti  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Kristin Ciotti

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

FILED  
12 MAR 12 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FIRST NATIONAL INSURANCE COMPANY OF AMERICA

Secretary's Certificate

The undersigned, Dexter R. Legg, hereby certifies that he is the duly elected Secretary of First National Insurance Company of America (the "Company") and further certifies that attached hereto is a true and complete copy of the Company's Restated Articles of Incorporation.

WITNESS my hand and the seal of the said Company this 24<sup>th</sup> day of February, 2012.



Dexter R. Legg  
Dexter R. Legg  
Secretary

State of {Massachusetts}

County of {Suffolk}

On this 24<sup>th</sup> day of February, 2012, personally appeared before me the above-named affiant, who is personally known to me, and who, being duly sworn, deposes and says that he executed this affidavit and that the statements contained therein are true and correct to the best of his knowledge and belief.



A.M. Fayle  
Notary Public  
Anne-Marie Fayle  
Printed Notary Name  
June 2, 2017  
My Commission Expires

RESTATED ARTICLES OF INCORPORATION  
INCLUDING DESIGNATED AMENDMENT(S)

Pursuant to the provisions of RSA 401:6, the undersigned corporation, pursuant to a resolution duly adopted by its board of directors and its shareholders, hereby adopts and submits for approval under RSA 401:6, the following restated articles of incorporation:

FIRST: The name of the corporation as presently recorded is: First National Insurance Company of America (hereinafter called the "Company")

SECOND: Attached are the restated articles of incorporation, as amended, including the designated amendments.

THIRD: If the amendments provide for an exchange, reclassification, or cancellation of issued shares, provision for implementing the amendment if not contained in the amendments:

Not applicable.

FOURTH: Except for no change in the name of the Company, the Restated Articles of Incorporation change each of the corresponding provisions of the Articles of Incorporation as previously amended, and the Restated Articles of Incorporation together with the Amendments designated herein supersede the original Articles of Incorporation and all amendments to the Articles.

FIFTH: (Check one)

☐ The restated articles contain amendment(s) adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

☒ The restated articles were approved by the shareholders.

SIXTH: The amendments were adopted on December 21, 2011.

SEVENTH: The amendments were approved by the shareholders.

Designation (class or series) of voting group	Number of shares outstanding	Number of votes entitled to be cast	Number of votes indisputably represented at the meeting
Common	20,000	20,000	20,000

Designation (class or series) of voting group	Total number of votes cast:	
	FOR	AGAINST
Common	20,000	0

EIGHTH: The number cast for the amendment(s) of each voting group was sufficient for approval.



Dated December 21<sup>st</sup>, 2011, to be effective upon the approval of the redomestication of the Company by the New Hampshire Insurance Commissioner.

FIRST NATIONAL INSURANCE COMPANY OF  
AMERICA

Dexter R. Legg  
Secretary

Approved By:

Alexander K. Feldvick  
New Hampshire Insurance Department

This 13<sup>th</sup> day of January, 2012



## RESTATED ARTICLES OF INCORPORATION

These Articles of Incorporation effect redomestication to New Hampshire of: First National Insurance Company of America, which was previously incorporated in the State Of Washington.

### ARTICLE I

The name of the corporation is First National Insurance Company of America (hereinafter called the "Company").

### ARTICLE II

The date on which the Company was originally incorporated in the State of Washington was October 10, 1928.

### ARTICLE III

The purposes for which the Company is organized are as follows: (1) to write all kinds of insurance and reinsurance authorized by the State of New Hampshire, as specified in New Hampshire RSA §401:1, as amended, and to do everything necessary, proper, advisable or convenient for the accomplishment of this purpose; (2) to engage in the business of and to conduct any other kinds of insurance or reinsurance not enumerated in New Hampshire RSA §401:1 as the Insurance Commissioner of the State of New Hampshire may permit pursuant to New Hampshire RSA §401:1; and (3) to engage in any other lawful business or activity.

### ARTICLE IV

The street address of the Company's initial registered office is 14 Centre Street, Concord, New Hampshire 03301; and the name of the Company's initial registered agent at that office is Corporation Service Company d/b/a/ Lawyers Incorporating Service.

### ARTICLE V

The shares of the Company shall be of one class, known as common shares, and the number of shares that the Company is authorized to issue is 20,000 shares, having \$250.00 par value per share, making a total of \$5,000,000.00 authorized capital.

### ARTICLE VI

The duration of the existence of this Company shall be perpetual and forever.

### ARTICLE VII

All corporate powers of the Company shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed under the direction of, its' Board of Directors.

The number of directors shall be fixed in the manner set forth in the bylaws of the Company.

#### ARTICLE VIII

Each of the following persons shall serve as a director of the Company until the first shareholder's meeting at which directors are elected and until his or her successor is elected and qualified:

J. Paul Condrin, III  
John Derek Doyle  
Michael Joseph Fallon  
Dexter Robert Legg  
Christopher Charles Mansfield  
James Paul McKenney

#### ARTICLE IX

No person shall be liable to the Company or its shareholders for money damages for any action taken, or any failure to take any action, as a director or officer of the Company, provided that this provision shall not eliminate or limit liability for (i) the amount of a financial benefit received by a director or an officer to which he is not entitled, (ii) an intentional infliction of harm on the Company or the shareholders, (iii) a violation of the law imposing liability for unlawful distributions as set forth in Section 293-A:8.33 of the New Hampshire Revised Statutes Annotated, or (iv) an intentional violation of criminal law.

#### ARTICLE X

These Articles may be changed, altered or amended as provided under the laws of the State of New Hampshire.