

807448

Document Number Only

C T Corporation System  
Requestor's Name  
660 East Jefferson Street  
Address  
Tallahassee, FL 32301  
City State Zip Phone

000002813320--5  
-03/22/99--01061--005  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

CORPORATION(S) NAME

Pennsylvania Millers Mutual Insurance Company  
Changed name to:  
Penn Millers Insurance Company

FILED  
99 MAR 22 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Photo Copies
- Call if Problem
- Will Wait
- Merge
- Mark
- Other
- Change of R.A.
- Fictitious Name
- CUS
- After 4:30
- Pick Up

RECEIVED  
99 MAR 22 AM 11:58  
DIVISION OF CORPORATION

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

3/22/99

PLEASE RETURN EXTRA COPY(S)  
FILE STAMPED  
THANKS  
JOEY



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 22, 1999

CT CORPORATION SYSTEM  
JOEY  
TALLAHASSEE, FL

SUBJECT: PENNSYLVANIA MILLERS MUTUAL INSURANCE COMPANY  
Ref. Number: 807448

We have received your document for PENNSYLVANIA MILLERS MUTUAL INSURANCE COMPANY and your check(s) totaling \$52.50. 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 correct the filing date on number 4 on the document.

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) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 199A00014058

*Walk-in  
Pick-up  
3/23/99*

*Please back date  
Thanks*

RECEIVED  
99 MAR 23 PM 3:36  
DIVISION OF CORPORATION

**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.)


**FILED**  
99 MAR 22 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

1. Pennsylvania Millers Mutual Insurance Company  
Name of corporation as it appears on the records of the Department of State.
2. Pennsylvania 3. November 7, 1947  
Incorporated under laws of 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? February 18, 1999
5. Penn Millers 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.  
Same as Before  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.  
Same as Before  
New Jurisdiction

<u></u> Signature	<u>February 26, 1999</u> Date
<u>Jack L. Burke</u> Typed or printed name	<u>President &amp; CEO</u> Title

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

MARCH 11, 1999

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

PENN MILLERS INSURANCE COMPANY

I, Kim Pizzingrilli, Acting Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Amendment restating the Articles of Incorporation in their entirety

which appear of record in this department



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

*Kim Pizzingrilli*

ACTING Secretary of the Commonwealth

SSCH

Filed in the Department of  
State of PA 1 75

*Rom*  
Secretary of the Commonwealth

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

PENN MILLERS INSURANCE COMPANY

2/13/70 2

In accordance with the law of the Commonwealth of Pennsylvania, the Articles of Incorporation of Penn Millers Insurance Company (formerly Pennsylvania Millers Mutual Insurance Company) are hereby amended in their entirety and restated as set forth below. The date of filing of the original Articles of Incorporation with the Secretary of the Commonwealth of Pennsylvania was January 10, 1887. These Restated and Amended Articles of Incorporation were duly adopted in accordance with 15 Pa.C.S. §1914 of the Pennsylvania Business Corporation Law and were adopted in connection with a Plan of Reorganization pursuant to Article VIII-A of the Insurance Company Law of 1921 of the Commonwealth of Pennsylvania, which Plan of Reorganization has been approved by the Insurance Commissioner of the Commonwealth of Pennsylvania.

**FIRST:** The name of the corporation is: Penn Millers Insurance Company.

**SECOND:** The address of the corporation's registered office in this Commonwealth is: 72 North Franklin Street, Wilkes-Barre, PA 18773-0016.

**THIRD:** The corporation is incorporated under the provisions of Chapter 31 of the PENNSYLVANIA GENERAL ASSOCIATION ACT, as amended, 15 Pa.C.S. §3101 et seq.

**FOURTH:** Capital

- A. **Authorized Shares.** The total number of shares of stock that the corporation shall have authority to issue is: 10,000,000 shares of Common Stock having a par value of \$1 per share.
- B. **Voting Powers.** In addition to any voting rights to which they may be entitled under the laws of the Commonwealth of Pennsylvania, the holders of the shares of Common Stock shall vote upon all matters upon which shareholders are entitled to vote and each share of Common Stock shall be entitled to one vote. There shall be no cumulative voting rights.
- C. **Preemptive Rights.** The holders of the Common Stock shall have no preemptive rights to subscribe for any shares of any class of stock of the corporation whether now or hereafter authorized.
- D. **Dividends.** The holders of the Common Stock shall be entitled, in any calendar year, to receive, when, as and if declared by the Board of

FEB 18 1970

PA DEPT. OF STATE

Directors, out of funds legally available for the payment of dividends, such dividends as may be declared or paid or set apart for the payment to the holders of the Common Stock.

- E. Repurchase of Stock. Upon any repurchase or reacquisition of the shares of Common Stock the shares so repurchased or reacquired shall resume and have the status of authorized and unissued shares of Common Stock, and the number of shares of Common Stock which the corporation shall have authority to issue shall not be decreased by the repurchase or reacquisition of such shares.

FIFTH: Purpose. The purpose for which the Corporation is incorporated is for making insurances and reinsurances.

SIXTH: Additional Powers of the Board of Directors. Unless otherwise provided under the laws of the Commonwealth of Pennsylvania, the Board of Directors shall have power, without shareholder action, to make Bylaws for the corporation and to amend, alter or repeal any Bylaws. The powers and authority herein conferred upon the Board of Directors are in furtherance and not in limitation of those conferred by the laws of the Commonwealth of Pennsylvania. In addition to the powers and authorities herein and by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject, nevertheless, to the provisions of the laws of the Commonwealth of Pennsylvania, these Articles of Incorporation and the Bylaws of the corporation.

SEVENTH: Elimination of Certain Liability of Directors. No director of the corporation shall be personally liable, as such, to the corporation or its shareholders for monetary damages for any action taken, or any failure to take action, unless (i) the director has breached or failed to perform the duties of his office under the Pennsylvania Business Corporation Law, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness, (ii) the responsibility or liability of a director arises pursuant to any criminal statute, or (iii) the liability of a director for the payment of taxes pursuant to Federal, State or local law. If the Pennsylvania Business Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then, without further action by the Board of Directors or the shareholders, the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Pennsylvania Business Corporation Law, as so amended. Any repeal or modification of this Article SEVENTH by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

EIGHTH: Original Articles Superseded. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

The specified effective date is April 1, 1999.

12-1872

IN TESTIMONY WHEREOF, these Articles of Incorporation have been signed this 16<sup>th</sup>  
day of FEBRUARY, 1999.

Thomas C. Donnelly,  
Authorized Officer  
Thomas C. Donnelly  
Sec.