

808214

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Amend/Changing
jurisdiction
⑩ 8/12/13

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Pacific Indemnity Company
Name of Corporation

DOCUMENT NUMBER: 808214

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

MATTHEW J. GOLDBERG
Name of Contact Person

Pacific Indemnity Company
Firm/Company

15 MOUNTAIN VIEW RD.
Address

WARREN, NJ 07059
City/State and Zip Code

M.GOLDBERG@chubb.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

MATTHEW J. GOLDBERG at (908) 903-5499
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

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)

808214

(Document number of corporation (if known))

FILED
13 AUG -7 AM 8:56
CLERK OF THE COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT

1. Pacific Indemnity Company

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

2. California

(Incorporated under laws of)

3. 04/13/1950

(Date authorized to do business in Florida)

9/6/1950

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? X

5. X

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

X
(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.

X
(New duration)

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

Wisconsin

(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.

W. Andrew Macan
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

W. ANDREW MACAN

(Typed or printed name of person signing)

VP + SECRETARY

(Title of person signing)



State of Wisconsin
Office of the Commissioner of Insurance
P.O. Box 7873
Madison, Wisconsin 53707-7873

Certification of the Authenticity of Copy of Document on File

The Commissioner of Insurance of the State of Wisconsin certifies that the attached copy of

AMENDED AND RESTATED ARTICLES OF INCORPORATION

for Pacific Indemnity Company

is a true and correct copy of the original now on file with the Office of the Commissioner of Insurance.

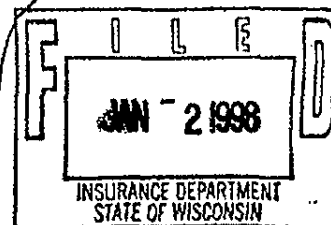
Dated at Madison, Wisconsin, this 27th day of June, 2013.

A handwritten signature in dark ink, appearing to be 'B. J. ...', written over a horizontal line.

Commissioner of Insurance

Art. & Bylaws

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PACIFIC INDEMNITY COMPANY



Since 1926, the Pacific Indemnity Company has engaged in the business of insurance. The Company now amends and restates its Articles of Incorporation for the purpose of becoming domiciled in the State of Wisconsin.

I, the undersigned natural person, being more than eighteen (18) years of age, acting as incorporator of a corporation under the Wisconsin Domestic Stock & Mutual Insurance Corporation Law, Chapter 611, Wisconsin Statutes, adopt the following Amended and Restated Articles of Incorporation for such corporation.

ARTICLE I

Name

The name of the corporation is Pacific Indemnity Company.

ARTICLE II

Existence

The period of the Company's existence shall be perpetual.

ARTICLE III

Purposes; Powers

Section 1. Purposes. The purposes for which the Company is formed are:

To carry on and transact, in the State of Wisconsin, and elsewhere, the business of insurance, and more particularly to engage in the fire, marine and casualty insurance business so far as permitted by the laws of the states and countries in which the corporation may be licensed to transact an insurance business. The various lines of insurance in which the corporation proposes to engage are as follows:

- (a) Fire, inland marine and other property insurance
- (b) Ocean marine insurance
- (c) Disability insurance
- (d) Liability and incidental medical expense
- (e) Automobile and aircraft insurance
- (f) Fidelity insurance
- (g) Surety insurance
- (h) Credit insurance

- (i) Worker's compensation insurance
- (j) Legal expense insurance
- (k) Credit unemployment insurance
- (l) Miscellaneous

As these various kinds of insurance are now defined or may be hereafter defined by the State of Wisconsin or other states or countries in which said corporation may be admitted to do business, including both participating and non-participating policies.

To acquire, hold, own and dispose of bonds, notes, bills, debentures and any and every kind of obligation or evidence of indebtedness of individuals or corporations, both public and private; to acquire, own, hold, lease, improve, sell and dispose of real estate to the full extent that an insurance company is permitted to do under the laws of the State of Wisconsin; to subscribe for, purchase, own, hold, loan upon and dispose of shares of the capital stock of other corporations and to exercise the rights of a stockholder therein and to acquire, own, hold, loan upon, pledge, issue, re-issue and dispose of the shares of the capital stock of this corporation to such extent as may be permitted under the laws of the State of Wisconsin; to incur indebtedness, and as evidence thereof, to make, execute and deliver the promissory notes or obligations of this corporation, and to secure the same by pledge of its personal property, or mortgage, or deed of trust of its real estate; to lend money and to take as security for such loans such security as insurance companies are permitted to loan upon, under and by virtue of the laws of the State of Wisconsin; to employ agents to solicit insurance business on its behalf; to make contracts and to do and perform any and all matters and things incidental or proper for the accomplishment of any of the purposes herein enumerated, or which shall at any time appear conducive to, or expedient for the protection or benefit of this corporation, and to do any, and perform any and all other matters and things which it may legally do and perform under and by virtue of the laws of the State of Wisconsin;

To buy, sell, own, lease, let, mortgage, hypothecate, acquire, construct, maintain, equip, operate, manage and control buildings of every kind and character;

To make, enter into, carry out and perform contracts of every kind and character with any person, firm, association, joint stock company, corporation, either public or private, municipal or body politic and with the Government of the United States or of any State or Colony thereof or of any foreign country;

To lend money as principal or agent, and take as security for loans, mortgages and deeds of trust, or either, of real property, and pledges of personal property;

To sell and issue shares of its capital stock upon such terms and conditions as to the Board of Directors of this Corporation may seem desirable and reasonable; and to agree as a part of the said sale and issuance of the stock of this corporation and as a condition thereof, to re-take or re-purchase said stock at such times and on such terms as to said Board of Directors shall seem desirable and reasonable, or as specified in the agreement of sale of such stock;

The foregoing clauses shall be liberally construed both as to objects and powers, and shall not be construed or held as limiting or restricting the ordinary powers and objects of this corporation as authorized or granted by the laws of the State of Wisconsin.

Section 2. Powers. The Company shall have and may exercise all powers granted to corporations by the Wisconsin Domestic Stock & Mutual Insurance Corporation Law.

ARTICLE IV

Authorized Shares; Pre-emptive Rights

Section 1. Authorized Shares. The aggregate number of shares which the Company shall have authority to issue is 1,400. The capital stock shall consist of one (1) class only, designated as "Common Stock," with a par value of \$7,000,000 and \$5,000 per share.

Section 2. Pre-emptive Rights. The holders, from time to time, of the shares of the common stock of the Company, shall have the pre-emptive right to purchase, at such respective equitable prices as shall be fixed by the Board of Directors, such of the shares of the common stock of the Company (a) as may be issued from the common stock authorized by these Articles of Incorporation, (b) as may be authorized from time to time over and above the 1,400 shares of common stock authorized by these Articles of Incorporation or (c) as may be shares held in the treasury of the Company, from time to time, whether derived from such 1,400 authorized shares, or from shares thereafter authorized.

Such pre-emptive right shall be exercised in the respective ratio which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time.

ARTICLE V

Address of Initial Registered Office; Name of Initial Registered Agent

Section 1. Registered Office. The street address of the initial registered office of the corporation is 2 Plaza East, 330 East Kilbourn Avenue, Milwaukee, WI 53202-3146.

Section 2. Registered Agent. The name of the initial registered agent at such address is Michael J. Casella.

ARTICLE VI

Board of Directors

The number of directors constituting the initial Board of Directors of the Company shall be eight (8). Thereafter, the number of directors shall be fixed by the Bylaws, but shall not be less than one (1).

The members of the initial Board of Directors shall be:

Robert P. Crawford, Jr.
Henry G. Gulick
David G. Hartman
Thomas F. Motamed
Dean R. O'Hare
Michael O'Reilly
Robert Ruis
Philip J. Sempier

ARTICLE VII

Data Respecting Incorporator

The name and address of the incorporator of the corporation is as follows:

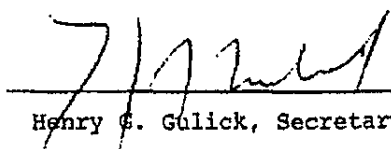
Henry G. Gulick
15 Mountain View Road
Warren, NJ 07061-1615

ARTICLE VIII

Amendments

These articles may be amended in the manner authorized by law at the time of amendment.

Executed on the 23rd day of December, 1997.


Henry G. Gulick, Secretary

This instrument drafted by
Attorney Noah D. Fiedler.

Return to:
Attorney Noah D. Fiedler
P.O. Box 2038
Madison, WI 53701-2038
(608) 257-7181