

818752

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FEB 20 2013
I-LEMBEX

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Pennsylvania General Insurance Company
Name of Corporation

DOCUMENT NUMBER: 818752

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Nicole Wilson
Name of Contact Person

Pennsylvania Insurance Company
Firm/Company

PO Box 3646
Address

Omaha, NE 68103-0646
City/State and Zip Code

taxdept@auw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Nicole Wilson at (402) 827-3424 x4245
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)

818752

(Document number of corporation (if known))

1. Pennsylvania General Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. Pennsylvania (Incorporated under laws of) 3. 09/24/1956 (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? 12/10/2012
5. Pennsylvania 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)
- (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.

(New duration)

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

Iowa
(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.

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

Jeffrey Silver
(Typed or printed name of person signing)

Secretary
(Title of person signing)

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TALLAHASSEE, FLORIDA

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RECEIVED
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ARTICLES OF INCORPORATION

OF

PENNSYLVANIA INSURANCE COMPANY

AN EXISTING PENNSYLVANIA CORPORATION REDOMESTICATING TO IOWA

Pursuant to the provisions of the Iowa Code, Pennsylvania Insurance Company (hereinafter referred to as the "Corporation") a corporation currently domiciled under the laws of the State of Pennsylvania, for the purpose of continuing its existence, without interruption, as a corporation organized under the laws of the State of Iowa, does hereby elect, pursuant to the laws of the State of Iowa, to become redomesticated as an Iowa corporation. Upon the taking of effect of these Articles of Incorporation, the Corporation shall be and continue to be possessed of all privileges, franchises, and powers to the same extent as if it had been, at all times during its corporate existence, incorporated under the laws of the State of Iowa; and all privileges, franchises, and powers belonging to said Corporation, and all property, real, personal and mixed, and all debts due on whatever account, all certificates of authority, agent appointments, outstanding insurance policies, capital structure, and all choices in action, shall be and the same are hereby ratified, approved, confirmed and assured to the Corporation, with like effect and to all intents and purposes as if it had been, at all times, during its corporate existence, incorporated under the laws of the State of Iowa. Pursuant to §490.902, 515.2 and 515.78 of the 2011 Code of Iowa, for purpose of setting forth its Articles as an Iowa corporation, the Corporation hereby adopts the following Articles of Incorporation:

FIRST: The name of the corporation shall be Pennsylvania Insurance Company.

SECOND: The place in Iowa where its principal office shall be located is the City of Cedar Rapids, Linn County, Iowa.

THIRD: The purpose of the Corporation shall be to transact, directly or by ceding or assuming reinsurance, any one or more or all of the kinds of insurance described in and authorized by Section 515.48 of the Iowa Code as it now exists or may hereafter be amended. The Corporation shall have the power and authority to exercise any and all rights, powers, and privileges, and shall be subject to any and all duties and obligations, now or hereafter granted to or imposed upon domestic insurance companies formed for the purpose of transacting such insurance by the laws of the State of Iowa, and the Corporation shall have the power and authority to engage in any act or activity which is not unlawful for it under the laws of the State of Iowa.

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FOURTH: The authorized number of shares of the Corporation shall be 90,000, all of which shall be common shares, each with a par value of \$70.00 per share.

FIFTH: The Corporation shall have a Board of Directors. The number, term, authority, and other provisions applicable to the Board of Directors shall be applied as set forth in the Bylaws.

SIXTH: The Directors of the Corporation shall have the power to cause the Corporation from time to time and at any time to purchase, hold, sell, transfer, or otherwise deal with (A) shares of any class or series issued by it, (B) any security or other obligation of the Corporation which may confer upon the holder thereof the right to convert the same into shares of any class or series authorized by the Articles of the Corporation, and (C) any security or other obligation which may confer upon the holder thereof the right to purchase shares of any class or series authorized by the Articles of the Corporation. The Corporation shall have the right to repurchase, if and when any shareholder desires to sell, or on the happening of any event is required to sell, shares of any class or series issued by the Corporation. The authority granted in this Article Seventh of these Articles shall not limit the plenary authority of the Directors to purchase, hold, sell, transfer, or otherwise deal with shares of any class or series, securities, or other obligations issued by the Corporation or authorized by its Articles.

SEVENTH: A Director or officer of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation as vendor, purchaser, employee, agent or otherwise. No contract or transaction shall be void or voidable with respect to the Corporation for the reason that it is between the Corporation and one or more of its Directors or officers, or between the Corporation and any other person in which one or more of its Directors or officers are directors, trustees, or officers, or have a financial or personal interest, or for the reason that one or more interested Directors or officers participated in or voted at the meeting of the Directors or a committee thereof which authorized such contract or transaction, if in any such case (A) the material facts as to the relationship or interest of such Director, officer or other person and as to the contract or transaction are disclosed or are known to the Directors or the committee, or such members thereof as shall be present at any meeting at which action upon any such contract or transaction shall be taken, and the Directors or committee, in good faith reasonably justified by such facts, authorized the contract or transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors constitute less than a quorum; or (B) the material facts as to the relationship or interest of such Director, officer or other person and as to the contract or transaction are disclosed or known to the Shareholders entitled to vote thereon and the contract or transaction is specifically approved at a meeting of the shareholders held for such purpose by the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the Corporation held by persons not interested in the contract or transaction; or (C) the contract or transaction is fair as to the Corporation as of the time it is authorized or approved by the Directors, a committee thereof, or the shareholders.

EIGHTH: No shareholder of the Corporation shall have, as a matter of right, the preemptive right to purchase or subscribe for shares of any class, new or hereafter authorized, or to purchase or subscribe for securities or other obligations convertible into or exchangeable for such shares or which by warrants or otherwise entitle the holders thereof to subscribe for or purchase any such shares.

NINTH: The registered agent of the Corporation is CT Corporation and its address in Iowa is: 500 East Court Avenue, Suite 200, Des Moines, Iowa 50309.

TENTH: These Articles of Incorporation supersede the original Articles of Incorporation of Pennsylvania General Insurance Company adopted August 15, 1955, and amendments adopted October 17, 1973, September 29, 1981, April 12, 1995, August 2, 1999, and August 9, 2001 thereto, which was a corporation organized and existing under the laws of the State of Pennsylvania.

ELEVENTH: The Corporation, as a domestic insurer in the State of Pennsylvania has filed Articles of Incorporation and Bylaws, to transfer its place of domicile to the State of Iowa, thereby becoming a foreign insurer in the State of Pennsylvania, and effective as of the date set forth below, is redomesticated to the State of Iowa.

IN WITNESS WHEREOF, the undersigned have hereunto set his hand on behalf of Pennsylvania Insurance Company this 15th day of October, 2012.

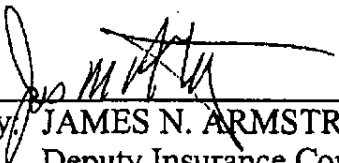


JEFFREY A. SILVER, Incorporator
10805 Old Mill Road
Omaha, Nebraska 68154

COMMISSION CERTIFICATE OF APPROVAL

Pursuant To the relevant provisions of the Iowa Code, the undersigned approves the Articles of Incorporation of **Pennsylvania Insurance Company**. (Effective October 15, 2012).

SUSAN E. VOSS
Iowa Insurance Commissioner


By JAMES N. ARMSTRONG
Deputy Insurance Commissioner

Date: 12/10/12

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