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Changing Jurisdiction
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 AUG - 7 AM 10:40

Amendment
LTS
8-14-03

American Summit Insurance Company

P. O. Box 2650 / Waco, Texas 76702-2650
(254) 399-0626 / (254) 399-0765

August 5, 2003

Certification Section
Division of Corporations
409 E. Gaines
Tallahassee, Florida 32399

VIA Overnight Delivery
Federal Express

Re: Redomestication of
American Summit Insurance Company

Dear Division of Corporations:

I am responding to your letter (copy of which is enclosed) and attaching the documents as requested.

Completed application for Minnesota to Iowa
Completed application for Iowa to Texas
Certified documents issued within the last 90 days from the Texas Department of Insurance
evidencing the redomestication from Iowa to Texas
Filing fee of \$35.00

We are only requesting a Certificate of Status for Texas only.

Please let me know if there is additional information that is needed. I can be reached at (254) 756-4411, extension 309. Please forward the new Certificate of Status to me at: **P. O. Box 2028, Waco, Texas 76703-2028**, as this is where the Corporate records are maintained.

Sincerely,



Melinda C. Holcomb
Corporate Assistant Secretary

/mch
Enclosures

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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 AUG -7 AM 10:10

1. American Summit Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Iowa 3. October 22, 1965
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? N/A
5. N/A
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.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
Waco, Texas
New Jurisdiction


Signature

Gregory D. Vanek
Typed or printed name

7-8-03
Date

President
Title

Texas Department of Insurance

Financial, Company Licensing & Registration, Mail Code 305-2C

333 Guadalupe • P. O. Box 149104, Austin, Texas 78714-9104

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Company Licensing & Registration Division of the Texas Department of Insurance.


Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Company Licensing & Registration Division of the Texas Department of Insurance.

Amended and Restated Articles of Incorporation of AMERICAN SUMMIT INSURANCE COMPANY, Waco, Texas, along with Commissioner Order No. 02-0972 dated September 17, 2002 and BYLAWS of AMERICAN SUMMIT INSURANCE COMPANY filed October 18, 2002, altogether consisting of twenty-four(24) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 22nd day of July 2003.

JOSE MONTEMAYOR
COMMISSIONER OF INSURANCE

BY:


Kathy A. Wilcox, Registration Officer
Company Licensing & Registration Division
Order No. 01-0692



Texas Department of Insurance

Financial, Company Licensing & Registration, Mail Code 305-2C
333 Guadalupe P. O. Box 149104, Austin, Texas 78714-9104

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

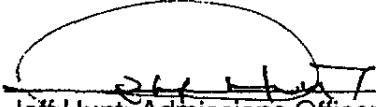
The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Company Licensing & Registration Division of the Texas Department of Insurance.

Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Company Licensing & Registration Division of the Texas Department of Insurance.

Amended and Restated Articles of Incorporation and By-laws of AMERICAN SUMMIT INSURANCE COMPANY, Waco, Texas, along with Commissioner Order No. 02-0972, dated September 17, 2002, consisting of twenty-five (25) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 15th day of November 2002.

JOSE MONTEMAYOR
COMMISSIONER OF INSURANCE

BY: 
Jeff Hunt, Admissions Officer
Company Licensing & Registration Division
Order No. 01-0692

No. **02-0972**

OFFICIAL ORDER
of the
COMMISSIONER OF INSURANCE
of the
STATE OF TEXAS
AUSTIN, TEXAS

Date: **SEP 17 2002**

Subject Considered:

AMERICAN SUMMIT INSURANCE COMPANY
West Des Moines, Iowa
TDI No. 08-95740

REDOMESTICATION AND CERTIFICATE OF AUTHORITY

General remarks and official action taken:

On this day came on for consideration by the Commissioner of Insurance, the application of AMERICAN SUMMIT INSURANCE COMPANY, West Des Moines, Iowa, to redomesticate and to amend its Certificate of Authority to change its home office from West Des Moines, Iowa, to Waco, Texas.

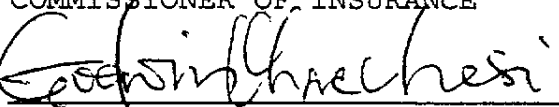
Pursuant to TEX. INS. CODE ANN. art. 1.38, evidence has been submitted that AMERICAN SUMMIT INSURANCE COMPANY has amended its Certificate of Incorporation by restatement and changed the home office of the Company from West Des Moines, Iowa to Waco, Texas. The Deputy Commissioner and Chief Examiner of the State of Iowa has issued a letter of no objection to the redomestication.

THEREFORE, based upon the representations made by AMERICAN SUMMIT INSURANCE COMPANY and upon recommendation by staff, the Commissioner of Insurance finds that the redomestication of AMERICAN SUMMIT INSURANCE COMPANY should be, and is hereby approved.


Further, it is ORDERED that the Certificate of Authority No. 13210, dated September 17, 2002, issued to AMERICAN SUMMIT INSURANCE COMPANY, West Des Moines, Iowa, be, and the same is hereby canceled and that an amended Certificate of Authority be issued to AMERICAN SUMMIT INSURANCE COMPANY, Waco, Texas.

JOSE MONTEMAYOR
COMMISSIONER OF INSURANCE

BY:


Godwin Ohaechesi, Director
Company Licensing & Registration
Order 01-0692

Recommended By:


Anna Ramos, Insurance Specialist
Company Licensing & Registration

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
AMERICAN SUMMIT INSURANCE COMPANY**

PREAMBLE

The name of this corporation is American Summit Insurance Company ("the Corporation"). The basic purpose of these Amended and Restated Articles of Incorporation is to redomesticate the Corporation from the State of Iowa to the State of Texas. Such redomestication is pursuant to the provisions of Article 1.38 of the Texas Insurance Code, the Iowa Insurance Code, the Texas Business Corporation Act, the Iowa Business Corporation Act and the Iowa Business Act. In connection with the redomestication of the Corporation from the State of Iowa to the State of Texas, and pursuant to the provision of the Texas Insurance Code, the Iowa Insurance Code, the Texas Business Corporation Act, the Iowa Business Corporation Act and the Iowa Business Act, the Corporation hereby adopts Restated Articles of Incorporation which accurately copy the current Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such Restated Articles of Incorporation as hereinafter set forth and shall contain no other change in any provisions thereof.

ARTICLE I

The Articles of Incorporation of the Corporation are amended and restated by the Restated Articles of Incorporation as follows:

1. Article One is restated to read as follows:

"Article One

"The name of this Corporation is American Summit Insurance Company."

2. Article Two is restated to read as follows:

"Article Two

"The term for which this Corporation shall exist is and shall be perpetual."

3. Article Three is amended to read as follows:

"Article Three

"The Corporation is a Texas domiciled insurance company authorized to generally engage in the business of writing and underwriting contracts of fire and casualty insurance, and to generally engage in any business and have authority to do anything provided for or permissible now or that may be hereafter authorized under the laws of the State of Texas."

4. Article Four is amended to read as follows:

“Article Four

“The amount of authorized capital stock of this Corporation is Five Million Dollars (\$5,000,000) divided into Five Million (5,000,000) common shares, which common shares shall be equal in all respects, shall have a par value of One Dollar (\$1.00) per share, shall be nonassessable, and which shall be issued only upon payment of at least the full par value thereof, and a minimum of at least fifty percent (50%) of such authorized common capital shares shall be issued and fully paid for prior to the Corporation commencing any business.

“The amount of paid in capital of the Corporation on the date of its redomestication from the State of Iowa to the State of Texas shall be \$2,500,000.00 and the number of issued, outstanding and fully paid for common shares of the Corporation on the date of its redomestication from the State of Iowa to the State of Texas shall be 2,500,000.”

5. Article Five is restated to read as follows:

“Article Five

“The fiscal year of the Corporation shall commence on the first day of January and end on the 31st day of December of each year.”

6. Article Six is amended to read as follows:

“Article Six

“The address of the registered office and the principal executive office of the Corporation is 900 Austin Avenue, Waco, Texas 76701, and the name of its registered agent at such address is C. Clifton Robinson. The annual meeting of the shareholders of the Corporation shall be held at the Corporation’s principal executive office in Waco, Texas on or before April 30th of each year, with such notice, and pursuant to such procedures, as specified in the Bylaws of the Corporation.”

7. Article Seven is amended to read as follows:

“Article Seven

“The management of this Corporation shall be vested in a Board of Directors consisting of not less than five (5) nor more than eleven (11) directors who need not be stockholders of the Company, and who, upon being elected and qualified, shall manage the affairs and concerns of said Company until their successors are chosen and qualified. Said directors are to be elected by the holders of the common stock or by such terms as may be described in the Bylaws, provided, however, that a new board may be elected by a special meeting of the holders of the majority of the common stock called for that purpose at any time. Meetings of the Board of Directors shall be held at such place and time as specified in the Bylaws of the Corporation or as from time to time fixed by Resolution of the Board. The

names of the persons who are to serve as directors until the next annual meeting of the shareholders or until their successors are elected and qualified are:

C. Clifton Robinson
Gordon B. Robinson
Greg D. Vanek
Carl D. Kirk
William C. Stanton

8. Article Eight is amended to read as follows:

“Article Eight

“The Corporation shall indemnify any and all persons whom it may have the power to indemnify under the Texas Business Corporation Act, as the same may be amended and supplemented, against any and all of the expenses, liabilities and other matters referred to in or covered by the Texas Business Corporation Act and to the full extent as authorized thereby.”

9. Article Nine is amended to read as follows:

“Article Nine

General Powers

- “1. Bylaws: The Board of Directors or the shareholders shall have power to make, alter, amend and repeal such Bylaws, not inconsistent with the laws of the State of Texas and these Amended and Restated Articles of Incorporation, as they may deem proper for the management of the affairs of the Corporation, but the Board of Directors shall not alter, amend or repeal any Bylaws adopted by the shareholders if the shareholders specifically provide that such Bylaw is not subject to amendment or repeal by the Board of Directors.
- “2. This Corporation may, in its by-laws, confer powers upon its Board of Directors in addition to the provisions herein contained and to the extent permitted by law.
- “3. In addition to the powers and authorities hereinabove or by statute expressly conferred, the Board of Directors is hereby authorized to exercise all such powers and do all such acts and things as may be exercised or done by a Corporation organized and existing under the provisions of the Texas Insurance Code.
- “4. No shareholder of this Corporation shall have the preemptive right to purchase or subscribe for any new or additional shares of stock of this Corporation of any class, kind or designation. This shall include the stock herein authorized as well as all stock authorized by future amendments to the Articles of Incorporation of this Corporation.
- “5. Limit of Liability: A Director of this Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the

Director's capacity as a Director, except that this article does not eliminate or limit the liability of a Director for: (1) a breach of a Director's duty of loyalty to the Corporation or its shareholders; (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which a Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office; (4) an act or omission for which the liability of a Director is expressly provided for by a statute; or (5) an act related to an unlawful stock repurchase or payment of a dividend.

- "6. Indemnification and Related Matters. The following provisions apply to the indemnification by the Corporation of members of the Board of Directors, officers, employees and agents of the Corporation:

"6.1 Power to Indemnify - Action by Third Parties. The Corporation has power to indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a member of the Board of Directors, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, member, trustee, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

- "6.2 Power to Indemnify - Actions Brought in the Right of the Corporation. The Corporation has power to indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a member of the Board of Directors, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, member, trustee, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty

to the Corporation unless, and only to the extent, that the court in which such action or suit was brought shall determine upon applications that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

- "6.3 Right of Indemnification. To the extent that a member of the Board of Directors, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suite or proceeding referred to in clauses 6.1 and 6.2 of these Articles of Incorporation, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.
- "6.4 Determination of Entitlement to Indemnification. Any indemnification under clauses 6.1 and 6.2 of these Articles of Incorporation (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the member of the Board of Directors, officer, employee or agent of the Corporation is proper in the circumstances because he/she has met the applicable standard of conduct set forth in clauses 6.1 and 6.2 of these Articles of Incorporation. Such determination shall be made (1) by the Board of Directors of the Corporation, by a majority vote of a quorum consisting of at least three of the members of the Board of Directors who were not parties to such action, suit or proceeding ("disinterested members"), or (2) if such a quorum is not obtainable, by written opinion of independent legal counsel selected by the Corporation, or (3) even if such a quorum is obtainable if a quorum of disinterested members so directs, by written opinion of independent legal counsel selected by the Corporation or by the holders of a majority of the issued and outstanding shares of Common Stock. In the event such disinterested members do not make any such direction under (3) above within thirty (30) days after receipt of written notice from a claimant member, officer, employee or agent to do so, then such latter individual may cause such determination to be made by either a written opinion of independent legal counsel customarily employed by the Corporation or the holder of a majority of the issued and outstanding shares of Common Stock.
- "6.5 Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in clause 6.4 of these Articles of Incorporation upon receipt of an undertaking by or on behalf of the member of the Board of Directors, officer, employee or agent of the Corporation involved to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized in this Paragraph 6.
- "6.6 Savings Clause. The indemnification provided by this Paragraph 6 shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any provision of the Articles of Incorporation of the Corporation, the By-

Laws of the Corporation, agreement, vote of holders of a majority of the issued and outstanding shares of Common Stock, vote of a majority of at least three disinterested members of the Board of Directors of the Corporation, as a matter of law, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a member of the Board of Directors, officers, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

"6.7 Insurance. The Corporation has power to purchase and maintain insurance on behalf of any person who is or was a member of the Board of Directors, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, member, trustee, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Paragraph 6.

"6.8 For purposes of this Paragraph 6, reference to "the Corporation" include all constituent Corporations absorbed in a consolidation or merger as well as the resulting or surviving Corporation so that any person who is, or was a director, officer, employee or agent of such a constituent Corporation or is or was serving at the request of such constituent Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Paragraph with respect to the resulting or surviving Corporation as he would if he had served in the resulting or surviving Corporation in the same capacity."

ARTICLE II

Each such amendment made by these Restated Articles of Incorporation has been effected in conformity with the provisions of the Texas Insurance Code, the Texas Business Corporation Act, the Iowa Insurance Code, the Iowa Business Corporation Act and the Iowa Business Act, and such Restated Articles of Incorporation and each such amendment made by the Restated Articles of Incorporation were duly adopted by the unanimous vote of the sole shareholder of the Corporation on the 19th day of July, 2002.

ARTICLE III

The current number of capital shares authorized is 5,000,000 common shares, and the number of shares outstanding is 2,500,000 common shares, and the number of shares entitled to vote on the Restated Articles of Incorporation as so amended is 2,500,000 common shares, and the holder of all of such 2,500,000 outstanding common shares has signed a written consent to the adoption of such Restated Articles of Incorporation as so amended.

ARTICLE IV

The Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the following Restated Articles of Incorporation which accurately copy the entire text thereof and as amended as above set forth:

"Article One

"The name of this Corporation is American Summit Insurance Company."

"Article Two

"The term for which this Corporation shall exist is and shall be perpetual."

"Article Three

"The Corporation is a Texas domiciled insurance company authorized to generally engage in the business of writing and underwriting contracts of fire and casualty insurance, and to generally engage in any business and have authority to do anything provided for or permissible now or that may be hereafter authorized under the laws of the State of Texas."

"Article Four

"The amount of authorized capital stock of this Corporation is Five Million Dollars (\$5,000,000) divided into Five Million (5,000,000) common shares, which common shares shall be equal in all respects, shall have a par value of One Dollar (\$1.00) per share, shall be nonassessable, and which shall be issued only upon payment of at least the full par value thereof, and a minimum of at least fifty percent (50%) of such authorized common capital shares shall be issued and fully paid for prior to the Corporation commencing any business.

"The amount of paid in capital of the Corporation on the date of its redomestication from the State of Iowa to the State of Texas shall be \$2,500,000.00 and the number of issued, outstanding and fully paid for common shares of the Corporation on the date of its redomestication from the State of Iowa to the State of Texas shall be 2,500,000."

"Article Five

"The fiscal year of the Corporation shall commence on the first day of January and end on the 31st day of December of each year."

"Article Six

"The address of the registered office and the principal executive office of the Corporation is 900 Austin Avenue, Waco, Texas 76701, and the name of its registered agent at such address is C. Clifton Robinson. The annual meeting of the shareholders of the Corporation shall be held at the Corporation's principal executive office in Waco, Texas on or before April 30th of

each year, with such notice, and pursuant to such procedures, as specified in the Bylaws of the Corporation."

"Article Seven

"The management of this Corporation shall be vested in a Board of Directors consisting of not less than seven (5) nor more than eleven (11) directors who need not be stockholders of the Company, and who, upon being elected and qualified, shall manage the affairs and concerns of said Company until their successors are chosen and qualified. Said directors are to be elected by the holders of the common stock or by such terms as may be described in the Bylaws, provided, however, that a new board may be elected by a special meeting of the holders of the majority of the common stock called for that purpose at any time. Meetings of the Board of Directors shall be held at such place and time as specified in the Bylaws of the Corporation or as from time to time fixed by Resolution of the Board. The names of the persons who are to serve as directors until the next annual meeting of the shareholders or until their successors are elected and qualified are:

C. Clifton Robinson
Gordon B. Robinson
Greg D. Vanek
Carl D. Kirk
William C. Stanton

"Article Eight

"The Corporation shall indemnify any and all persons whom it may have the power to indemnify under the Texas Business Corporation Act, as the same may be amended and supplemented, against any and all of the expenses, liabilities and other matters referred to in or covered by the Texas Business Corporation Act and to the full extent as authorized thereby."

"Article Nine

"General Powers

- "1. -- Bylaws: The Board of Directors or the shareholders shall have power to make, alter, amend and repeal such Bylaws, not inconsistent with the laws of the State of Texas and these Amended and Restated Articles of Incorporation, as they may deem proper for the management of the affairs of the Corporation, but the Board of Directors shall not alter, amend or repeal any Bylaws adopted by the shareholders if the shareholders specifically provide that such Bylaw is not subject to amendment or repeal by the Board of Directors.
- "2. This Corporation may, in its by-laws, confer powers upon its Board of Directors in addition to the provisions herein contained and to the extent permitted by law.
- "3. In addition to the powers and authorities hereinabove or by statute expressly conferred, the Board of Directors is hereby authorized to exercise all such powers and do all such acts and things as may be exercised or done by a Corporation organized and existing under

the provisions of the Texas Insurance Code.

- "4. No shareholder of this Corporation shall have the preemptive right to purchase or subscribe for any new or additional shares of stock of this Corporation of any class, kind or designation. This shall include the stock herein authorized as well as all stock authorized by future amendments to the Articles of Incorporation of this Corporation.
- "5. **Limit of Liability:** A Director of this Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the Director's capacity as a Director, except that this article does not eliminate or limit the liability of a Director for: (1) a breach of a Director's duty of loyalty to the Corporation or its shareholders; (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which a Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office; (4) an act or omission for which the liability of a Director is expressly provided for by a statute; or (5) an act related to an unlawful stock repurchase or payment of a dividend.
- "6. **Indemnification and Related Matters.** The following provisions apply to the indemnification by the Corporation of members of the Board of Directors, officers, employees and agents of the Corporation:
- "6.1 **Power to Indemnify - Action by Third Parties.** The Corporation has power to indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a member of the Board of Directors, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, member, trustee, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.
- "6.2 **Power to Indemnify - Actions Brought in the Right of the Corporation.** The Corporation has power to indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a member of the Board of Directors, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, member, trustee, employee or agent of another Corporation,

partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent, that the court in which such action or suit was brought shall determine upon applications that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

- "6.3 Right of Indemnification. To the extent that a member of the Board of Directors, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suite or proceeding referred to in clauses 6.1 and 6.2 of these Articles of Incorporation, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.
- "6.4 Determination of Entitlement to Indemnification. Any indemnification under clauses 6.1 and 6.2 of these Articles of Incorporation (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the member of the Board of Directors, officer, employee or agent of the Corporation is proper in the circumstances because he/she has met the applicable standard of conduct set forth in clauses 6.1 and 6.2 of these Articles of Incorporation. Such determination shall be made (1) by the Board of Directors of the Corporation, by a majority vote of a quorum consisting of at least three of the members of the Board of Directors who were not parties to such action, suit or proceeding ("disinterested members"), or (2) if such a quorum is not obtainable, by written opinion of independent legal counsel selected by the Corporation, or (3) even if such a quorum is obtainable if a quorum of disinterested members so directs, by written opinion of independent legal counsel selected by the Corporation or by the holders of a majority of the issued and outstanding shares of Common Stock. In the event such disinterested members do not make any such direction under (3) above within thirty (30) days after receipt of written notice from a claimant member, officer, employee or agent to do so, then such latter individual may cause such determination to be made by either a written opinion of independent legal counsel customarily employed by the Corporation or the holder of a majority of the issued and outstanding shares of Common Stock.
- "6.5 Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in clause 6.4 of these Articles of Incorporation upon receipt of an undertaking by or on behalf of the member of the Board of Directors, officer, employee or agent of the Corporation involved to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized in this Paragraph 6.

- "6.6 Savings Clause. The indemnification provided by this Paragraph 6 shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any provision of the Articles of Incorporation of the Corporation, the By-Laws of the Corporation, agreement, vote of holders of a majority of the issued and outstanding shares of Common Stock, vote of a majority of at least three disinterested members of the Board of Directors of the Corporation, as a matter of law, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a member of the Board of Directors, officers, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.
- "6.7 Insurance. The Corporation has power to purchase and maintain insurance on behalf of any person who is or was a member of the Board of Directors, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, member, trustee, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Paragraph 6.
- "6.8 For purposes of this Paragraph 6, reference to "the Corporation" include all constituent Corporations absorbed in a consolidation or merger as well as the resulting or surviving Corporation so that any person who is, or was a director, officer, employee or agent of such a constituent Corporation or is or was serving at the request of such constituent Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Paragraph with respect to the resulting or surviving Corporation as he would if he had served in the resulting or surviving Corporation in the same capacity."

ARTICLE V

The current authorized capital stock of the Corporation is \$5,000,000.00 composed of 5,000,000 shares of common stock with a par value of One Dollar (\$1.00) per share, and 2,500,000 common shares are issued and outstanding. The number of authorized, issued and outstanding shares will not change by these Amended and Restated Articles of Incorporation. Thus, the issued and stated capital of the Corporation will be \$2,500,000.00, and at least fifty percent (50%) of the authorized capital stock shares will be issued, outstanding and fully paid for. In view of the recent acquisition and change of control of the Corporation, the redomestication of the Corporation from Iowa to Texas and the amendments to and restatement of its Articles of Incorporation as set forth herein, the Board of Directors and the sole shareholder of the Corporation have approved a reorganization of the Corporation's capital and surplus accounts so as to apply such amount of its paid in and contributed surplus account to its unassigned funds and earned surplus accounts as may be necessary to reduce and eliminate any deficits in such unassigned funds and earned surplus accounts, which recapitalization is to be effective as of March 31, 2002.

IN WITNESS WHEREOF, American Summit Insurance Company has caused these Amended and Restated Articles of Incorporation to be executed in its name by its President and Secretary this 14th

day of July, 2002.

AMERICAN SUMMIT INSURANCE COMPANY

By [Signature]
Greg D. Vanek, President

By William Stanton
William C. Stanton, Secretary/Treasurer

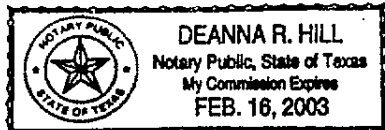
STATE OF TEXAS

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§
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COUNTY OF McLENNAN

Before me, a notary public, on this day personally appeared Greg D. Vanek and William C. Stanton, known to me to be the President and Secretary/Treasurer of American Summit Insurance Company, being by me first duly sworn, declared that the statements contained in the foregoing document are true and correct.

Given under my hand and seal of office this 19th day of July, 2002.



[Signature]
Notary Public, State of Texas

Received

OCT 17 2002

**Company Licensing
& Registration**

07-95740
WACO, TX

**AMENDED BYLAWS
AMERICAN SUMMIT INSURANCE COMPANY**

ARTICLE I

Offices

Section 1. The corporation may maintain such offices, within or without the State of Texas as the board of directors may from time to time designate.

Section 2. The address of the principal office of the corporation may be changed by the board of directors.

ARTICLE II

Shareholders

Section 1. Annual Meetings The annual meeting of the shareholders shall be held during the month of April of each year, for the purposes of electing directors and or the transaction of such business as may come before the meeting. If the election of directors shall not be held on the day designated herein for the annual meeting of the shareholders, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as conveniently may be.

Section 2. Special Meetings Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or by the board of directors, and shall be called by the president at the request of the holders of not less than one-tenth of all outstanding shares of the corporation entitled to vote at the meeting.

Section 3. Place of Meetings The board of directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. A waiver of notice signed by all shareholders entitled to vote at a meeting may designate any place, either within or without the State of Texas, as the place for the holding of such meeting. If no designation is made, or if a special meeting were otherwise called, the place of meeting shall be the principal place of business of the corporation in the State of Texas.

Section 4. Notice of Meeting Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered or mailed to each holder of stock entitled to vote at such meeting with the written or printed signature of the president subscribed thereto.

No business shall be transacted at any special meeting of the stockholders except such as shall be mentioned in the notice of the meeting.

A waiver of the notice of any such meeting, in writing, signed by the person entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to such notice.

Section 5. Closing of Transfer Books For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the board of directors of the corporation may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, sixty (60) days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such book shall be closed for at least forty-five (45) days, immediately preceding such meeting. In lieu of closing the stock transfer books, the board of directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than forty-five (45) days, and in case of meeting of shareholders, not less than forty-five (45) days prior to the date on which the particular action requiring such determination of shareholders is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or of shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the board of directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When the determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof, except where the determination has been made through the closing of the stock transfer books and the stated period of closing has expired.

Section 6. Voting Lists The officer or agent having charge of the stock transfer books for shares of corporation shall make, at least thirty (30) days before each meeting of the shareholders, a complete list of the shareholders entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each, which list, for a period of thirty (30) days prior to such meeting, shall be kept on file at the registered office of the corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of this meeting. The original stock transfer book shall be prima facie evidence as to who are the shareholders entitled to examine such list or transfer books or to vote at any meeting of the shareholders.

Section 7. Quorum A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at the meeting of shareholders. If less than a majority of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be

present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to be less than a quorum.

Section 8. Proxies At all meetings of shareholders, a shareholder may vote in person or by proxy executed in writing by the shareholder or by his duly authorized attorney in fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. No proxy shall be valid after six (6) months from the date of its execution, unless otherwise provided in the proxy.

Section 9. Voting of Shares Each outstanding share entitled to vote shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

Section 10. Voting of Shares by Certain Holders Shares standing in the name of another corporation may be voted by such officer, agent, or proxy as the Bylaws of such corporation may prescribe, or, in the absence of such provision, as the Board of Directors of such corporation may determine.

Shares held by an administrator, executor, guardian, or conservator may be voted by him, either in person or by proxy, without a transfer of such shares into his name. Shares standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of such shares into his name.

Shares standing in the name of a receiver may be voted by such receiver, and the shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority to do so be contained in an appropriate order of the court by which such receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledge, and thereafter the pledge shall be entitled to vote the shares so transferred.

Section 11. Informal Action by Shareholders Any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

Section 12. No Preemptive Rights No holder of shares of common stock as such shall have any preemptive or other preferential right to purchase, subscribe for, or otherwise acquire any part of any new or additional shares of capital stock of this corporation or of any treasury shares of this corporation, or of securities convertible into capital stock, or of warrants, rights, or other instruments which carry the right to purchase shares of common stock, whether now or hereafter authorized.

ARTICLE III

Board of Directors

Section 1. General Powers The business and affairs of the corporation shall be managed by its board of directors.

Section 2. Number and Tenure The number of directors of the corporation shall be set by the board of directors within the number authorized by the Articles of Incorporation. Directors shall be elected annually, by election at the annual meeting of the stockholders or by written consent of the holders of stock entitled to vote thereon in lieu of such meeting. If the annual election of directors is not held on the date designated therefore, the directors shall cause such election to be held as soon thereafter as convenient. Each director shall hold office from the time of his or her election and qualification until his successor is elected and qualified or until his or her earlier resignations, or removal.

Section 3. Regular Meetings A regular meeting of the board of directors shall be held without other notice than this Bylaw immediately after, and at the same place as, the annual meeting of the shareholders. The board of directors may provide by resolution, the time and place, either within or without the State of Texas, for the holding of additional regular meetings without other notice than such resolutions.

Section 4. Special Meetings Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board of directors may fix any place, either within or without the State of Texas as the place for holding any special meetings of the board of directors called by them.

Section 5. Notice Notice of any special meetings shall be given at least two (2) days previously hereto by written notice delivered personally or mailed to each director at his business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the board of directors need to be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum A majority of the number of directors fixed by the Articles of Incorporation shall constitute a quorum for the transaction of business at any meeting of the board of directors, but if less than such majority is present at the meeting, a

majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Section 8. Vacancies Any vacancy occurring in the board of directors may be filled by the affirmative vote of the majority of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of shareholders called for that purpose.

Section 9. Compensation By resolution of the board of directors, the directors may be paid their expenses, if any, of attendance at each meeting of the board of directors, including but not limited to payment of a fixed sum for attendance at such meeting of the board of directors or a stated salary as director. No payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 10. Presumption of Assent A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as a secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 11. Committees The board of directors, by resolution adopted by the affirmative vote of the majority of the directors present may establish one or more committees, including an Executive committee, each committee to consist of two or more directors elected by the board of directors. Each such committee shall have the powers and duties delegated to it by the board of directors. The board of directors may elect one or more of its members as alternate member or members of any such committee who may take the place of any absent member or members in any meeting of such committee, upon request by the President and upon request by the chairman of the committee. Each committee shall fix its own rules governing the conduct of its activities as the board of directors may request.

ARTICLE IV

Officers

Section 1. Number The officers of the corporation shall be a chairman of the board, a president, one or more vice presidents (the number thereof to be determined by the board of directors), a secretary, and a treasurer, each of whom shall be elected by the board of directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the board of directors. Any two or more offices may be held by the same person except the offices of president and secretary.

Section 2. Election and Term of Office The officers of the corporation to be elected by the board of directors shall be elected annually by the board of directors at the first meeting of the board held after each annual meeting of the shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his successor shall have been duly elected and shall have qualified, or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal Any officer or agent elected or appointed by the board of directors may be removed by the board of directors whenever, in its judgment, the best interests of the corporation may be served thereby. But such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment as an officer or agent does not itself create any contract rights in the person so elected or appointed.

Section 4. Vacancies A vacancy in any office because of death, resignation, removal, disqualification, retirement or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5. Chairman of the Board The chairman of the board shall, when present, preside at all meetings of the shareholders and of the board of directors. During the absence or disability of the president, he shall exercise all the powers and discharge all the duties of the president.

Section 6. President The president shall be the principal executive officer of the corporation, and, subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the corporation. In the absence of the chairman of the board or in the event of his death, or inability or refusal to act, the president shall perform the duties of the chairman of the board. He may sign, with the secretary or any other proper officer of the corporation hereunto authorized by the board of directors, certificates for share of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these Bylaws to some other officer or agent of the corporation, or shall required by law to be otherwise signed or executed; and in

general shall perform all duties incidental to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 7. Vice Presidents In the absence of the chairman of the board and president (or in the event of their death, inability or refusal to act, the vice presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president may sign with the secretary, certificates for shares of the corporation and shall perform such duties as from time to time may be assigned to him by the president or by the board of directors.

Section 8. Secretary The secretary shall: (a) keep the minutes of the shareholders' meetings and of the board of directors' in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws as required by law; (c) be custodian of the corporate records and of the seal of corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal, is duly authorized; (d) keep a register of the post office address of each shareholder which shall be furnished to the secretary by such shareholder; (e) sign with the president or a vice president, certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the board of directors; (f) have general charge of the stock transfer books of the corporation; (g) in general perform all the duties incidental to the office of secretary and such other duties as from time to time may be assigned by the president or board of directors.

Section 9. Treasurer If required by the board of directors, the treasurer should give a bond for the faithful discharge of his duties in such sum and with such surety or sureties, as the board of directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give all receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws and (c) in general perform all of the duties incidental to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the board of directors.

Section 10. Assistant Secretaries and Assistant Treasurer The assistant secretaries, when authorized by the board of directors, may sign with the president or a vice president certificates for shares of the corporation the issuance of which shall have been authorized by a resolution of the board of directors. The assistant treasurers shall respectively, if required by the board of directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant secretaries and assistant treasurers, in general, shall perform such duties as shall be assigned to them by the secretary or treasurer respectively, or by the president or the board of directors.

Section 11. Salaries Salaries of the officers shall be fixed from time to time by the board of directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

ARTICLE V

Contracts, Loans, Checks and Deposits

Section 1. Contracts The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in the manner as shall from time to time be determined by resolution of the board of directors.

Section 4. Deposits All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

ARTICLE VI

Certificates for Shares and their Transfer

Section 1. Certificates for Shares Certificates representing shares of the corporation shall be signed by the president or a vice president and by the secretary or an assistant secretary. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and the date issued, shall be entered in the stock transfer books of the corporation. All certificates surrendered to the corporation for transfer shall be cancelled and no new certificates shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a lost, destroyed, or mutilated certificate, a new one may be issued therefore upon such terms and indemnity to the corporation as the board of directors may prescribe.

Section 2. Transfer of Shares Transfer of shares of the corporation shall be made only on the stock transfer books of the corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of the authority to transfer by his attorney thereunto authorized by power of attorney duly executed and filed with the secretary of the corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand in the books of the corporation shall be deemed by the corporation to be the owner thereof for all purposes.

ARTICLE VII

Fiscal Year

The fiscal year of the corporation shall be fixed by resolution of the board of directors.

ARTICLE VII

Dividends

The board of directors may, from time to time declare, and the corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and its Articles of Incorporation.

ARTICLE IX

Seal

The board of directors shall provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the corporation, the state of incorporation and the words "Corporate Seal".

ARTICLE X

Waiver of Notice

Whenever any notice is required to be given to any shareholder or director of the corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under provisions or the laws of the State of Texas, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

Amendments

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the board of directors at any regular or special meeting of the board of directors, except as may be otherwise provided in the Articles of Incorporation or any amendment thereto.

ARTICLE XII

Indemnifications of Officers, Directors, Employees, and Agents

The corporation shall have the power to indemnify any officer, director, employee or agent to the fullest extent allowed by law, as set forth in the Texas Code, and as said sections of the Code may be amended in the future.

I, William C. Stanton, Secretary of American Summit Insurance Company, hereby certify that the attached by-laws are a true and complete copy of the American Summit Insurance Company by-laws.

Dated this 15th day of October, 2002.

WITNESS:

Lynnda C. Nalcomb

William C. Stanton
William C. Stanton, Secretary

Filed with Texas Department of
Insurance of the State of
Texas This 18th
Day of October 19 2002
Commissioner of Insurance
By wtd