

HINCKLEY, ALLEN & SNYDER LLP  
Attorneys at Law

1500 FLEET CENTER  
PROVIDENCE, RHODE ISLAND 02903-2393  
401 274-2000  
FAX 401 277-9600

Gail Bonner

August 26, 1999

VIA EXPRESS MAIL

Amendment Section  
Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

900002972349--9  
-08/30/99--01028--002  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: *Factory Mutual Insurance Company (f/k/a Allendale Mutual Insurance Company): Request for New Certificate of Status*

Ladies and Gentlemen:

On July 1, 1999, Allendale Mutual Insurance Company, a mutual insurance company located at 1301 Atwood Avenue, Johnston, Rhode Island 02919 ("Allendale"), merged with Arkwright Mutual Insurance Company of Waltham, Massachusetts and Protection Mutual Insurance Company of Park Ridge, Illinois. Allendale was the surviving company in the merger under the new name of "Factory Mutual Insurance Company."

In light of the above-referenced merger and name change, Factory Mutual Insurance Company respectfully requests a new Certificate of Status. In this regard, enclosed, on behalf of Factory Mutual Insurance Company, are the following:

1. Application by Foreign Profit Corporation To File Amendment To Application for Authorization To Transact Business In Florida;
2. a copy of the Articles of Merger (including the revised Charter and Bylaws of Factory Mutual Insurance Company) certified by the Rhode Island Secretary of State reflecting the merger and name change; and
3. a check in the amount of \$43.75 (\$35.00 for the filing fee and \$8.75 for a Certificate of Status).

If you have any questions concerning any of our submissions or need additional documentation to issue a new Certificate of Status, please contact me. Thank you.

Sincerely,

*Gail Bonner*  
Gail Bonner

Enclosures

cc: John N. Lemieux, CPCU, Factory Mutual Insurance Company  
Dolores M. Paolino, Factory Mutual Insurance Company

# 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)

1. Allendale Mutual Insurance Company  
Name of corporation as it appears on the records of the Department of State.
2. Rhode Island  
Incorporated under laws of
3. 8/14/1968  
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? 7/1/99
5. Factory Mutual 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.

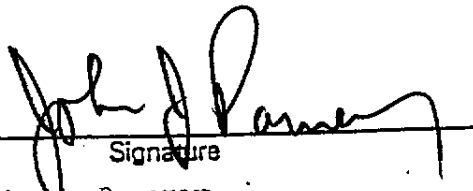
N/A

New Duration

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

N/A

New Jurisdiction

  
\_\_\_\_\_  
Signature  
John A. Pomeroy  
\_\_\_\_\_  
Typed or printed name

July 12, 1999  
\_\_\_\_\_  
Date  
Senior Vice President, Secretary and  
General Counsel  
\_\_\_\_\_  
Title

FILED  
99 AUG 30 PM 2:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
*Office of the Secretary of State*

*James R. Langevin, Secretary of State*

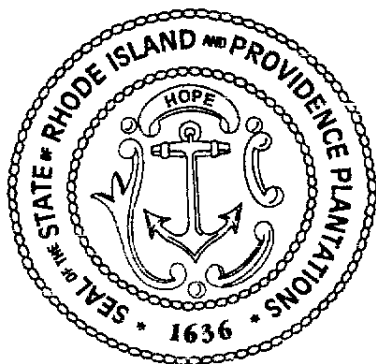
*Date: July 8, 1999*

*Factory Mutual Insurance Company*

*A TRUE COPY WITNESSED UNDER THE SEAL OF THE STATE  
OF RHODE ISLAND AND PROVIDENCE PLANTATIONS*

*James R. Langevin*

*Secretary of State*



*By Jeanne Marie DiMasi*

FILED

JUL 01 1999  
By 0043  
226714

ID Number \_\_\_\_\_

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

ARTICLES OF MERGER INTO  
(To Be Filed in Duplicate Original)

Allendale Mutual Insurance Company

(Insert full name of surviving or new entity on this line)

*Reviewed and approved by  
Tom Campbell, Director  
6/29/99*

SECTION I: TO BE COMPLETED BY ALL MERGING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned entities submit the following Articles of Merger for the purpose of merging them into one entity.

a. The name and type of each of the merging entities and the states under which each is organized are:

<u>Name of Entity</u>	<u>Type of Entity</u>	<u>State under which entity is organized</u>
Allendale Mutual Insurance Company	Mutual insurance company	Rhode Island
Arkwright Mutual Insurance Company	Mutual insurance company	Massachusetts
Protection Mutual Insurance Company	Mutual insurance company	Illinois

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is Allendale Mutual Insurance Company which is to be governed by the laws of the state of Rhode Island.

d. The attached Plan of Merger was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger)

e. If the surviving entity's name has been amended via the merger, please state the new name:

Factory Mutual Insurance Company

f. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, and such surviving or new entity is not qualified to conduct business in the State of Rhode Island, the entity agrees that it may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger; it irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding, and the address to which a copy of such service of process shall be mailed to it by the Secretary of State is:

N/A

g. The future effective date (which shall be a date or time certain not more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30<sup>th</sup> days after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger is the later to occur of (a) July 1, 1999; (b) the filing with the Secretary of State of the Commonwealth of Massachusetts of the written authorization to merge issued by the Commissioner of Insurance of the Commonwealth of Massachusetts; (c) the issuance by the Director of Insurance of the State of Illinois of his approval of the Merger; and (d) the filing hereof. (if upon filing, so state).

FILED  
99 AUG 30 PM 2:18  
SECRETARY OF STATE  
MASSACHUSETTS  
FLORIDA

**SECTION II: MERGER OF MUTUAL INSURANCE COMPANIES**

a. Set forth the policyholder voting requirements governing each merging entity's authority to effect a merger:

Name of Mutual Insurance Company

Prerequisites to Authority to Effect Merger

Allendale Mutual Insurance Company

2/3 of policyholders voting at the Special Meeting of Policyholders must vote to approve the merger

Arkwright Mutual Insurance Company

2/3 of policyholders voting at the Special Meeting of Policyholders must vote to approve the merger

Protection Mutual Insurance Company

2/3 of policyholders voting at the Special Meeting of Policyholders must vote to approve the merger

b. Set forth whether each entity obtained the requisite policyholder authority to effect the merger:

Name of Mutual Insurance Company

Authority to Effect Merger

Allendale Mutual Insurance Company

The merger was approved by at least the requisite number of votes required by the Charter of Allendale at the Special Meeting of Policyholders held on June 3, 1999

Arkwright Mutual Insurance Company

The merger was approved by at least the requisite number of votes required by Arkwright's Charter, by-laws and applicable law at the Special Meeting of Policyholders held on June 15, 1999

Protection Mutual Insurance Company

The merger was approved by at least the requisite number of votes required by Protection's Charter, by-laws and applicable law at the Special Meeting of Policyholders held on June 2, 1999

**SECTION V: TO BE COMPLETED BY ALL MERGING ENTITIES**

Allendale Mutual Insurance Company

Entity Name

By: [Signature]  
Name of person signing

President  
Title of person signing

By: [Signature]  
Name of person signing

Secretary  
Title of person signing

STATE OF  
COUNTY OF

In Johnston, R.I. on this 25<sup>th</sup> day of June, 1999, before me personally appeared Sharon S. Lubman, who being duly sworn declared that he/she is the President and Secretary, respectively of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements therein contained are true.

and John J. Pomeroy

[Signature]  
Notary Public

My Commission Expires

My Commission Expires July 3, 2001

Arkwright Mutual Insurance Company

Entity Name

By: Robert J. M. O'Hare Jr.  
Name of person signing

President

Title of person signing

By: Nelson S. Weston  
Name of person signing

Secretary

Title of person signing

STATE OF Massachusetts  
COUNTY OF Middlesex

In Waltham, Massachusetts on this 22 day of June, 1999, before me personally appeared Robert J. M. O'Hare, Jr., who being duly sworn declared that he/~~she~~ is the President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements therein contained are true.

Jean M. Nardone  
Notary Public  
My Commission Expires: 11/10/2000

Protection Mutual Insurance Company

Entity Name

By: [Signature]

Name of person signing

President

Title of person signing

By: James W. Black

Name of person signing

Secretary

Title of person signing

STATE OF **ILLINOIS**  
COUNTY OF **COOK**

In Park Ridge on this 24 day of June, 1999, before me personally appeared James W. Black & James Oskandy, who being duly sworn declared that he/she is the President & Secretary of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements therein contained are true.

Sarah R. Malmi  
Notary Public  
My Commission Expires: December 8, 1999





STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State

James R. Langevin, Secretary of State

CERTIFICATE OF MERGER OR CONSOLIDATION  
INTO

Allendale Mutual Insurance Company

I, JAMES R. LANGEVIN, Secretary of State of the State of Rhode Island and Providence Plantations, hereby  
certify that duplicate originals of Articles of ☒ MERGER or ☐ CONSOLIDATION of

Allendale Mutual Insurance Company

a Domestic Mutual Insurance Company, and

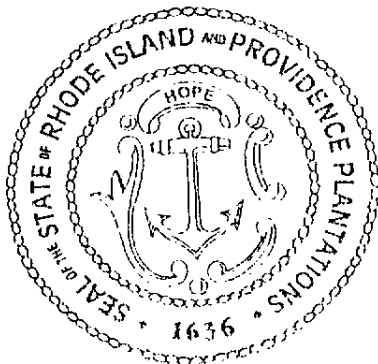
Akwright Mutual Insurance Company

a Foreign Mutual Insurance Company, and

Protection Mutual Insurance Company

a Foreign Mutual Insurance Company, duly signed and verified pursuant to the  
applicable provisions of the Rhode Island General Laws, 1956, as amended, have been received in this office and are  
found to conform to law. The affixed is a duplicate original of the Articles of Merger or Consolidation.

WITNESS my hand and the seal of the State of  
Rhode Island and Providence Plantations this 1st  
day of July, 19 99



James R. Langevin  
Secretary of State

By Cathryn J. Williams