

831347

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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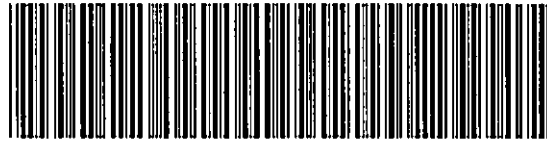
(Business Entity Name)

(Document Number)

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FEB 12 2019

FEB 16 2019
S. YOUNG

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Empire Fire and Marine Insurance Company
Name of Corporation

DOCUMENT NUMBER: 831347

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Phyllis Hollerbach

Name of Contact Person

Zurich North America

Firm/Company

1299 Zurich Way

Address

Schaumburg, IL 60196

City/State and Zip Code

phyllis.hollerbach@zurichna.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Phyllis Hollerbach

at (847) 240-4433
Area Code & Daytime Telephone Number

Name of Contact Person

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)

831347

(Document number of corporation (if known))

1. Empire Fire and Marine Insurance Company

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

2. Nebraska

(Incorporated under laws of)

3. 11/30/1973

(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? _____

5. _____
(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.

Illinois

(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)

Dennis F. Kerrigan

(Typed or printed name of person signing)

Corporate Secretary

(Title of person signing)

STATE OF ILLINOIS

DEPARTMENT OF INSURANCE



AMENDED CERTIFICATE OF AUTHORITY

WHEREAS, the EMPIRE FIRE AND MARINE INSURANCE COMPANY
located at Village of Schaumburg, County of Cook, in the State of Illinois
has complied with all the requirement of the "Illinois Insurance Code" applicable to
said Company:

NOW, THEREFORE, I, the undersigned, Director of Insurance of the State of
Illinois, do hereby authorize the said Company to transact its appropriate business as
set forth under Clauses(s)

(a), (b), (c), (d), (e), (f), (g), (h), (i), (j), (k), (l) of Class 2

(a), (b), (c), (d), (e), (f), (g), (h), (i) of Class 3

of Section 4 of the "Illinois Insurance Code" in this State, in accordance with the laws
thereof.

DEPARTMENT OF INSURANCE of the State of
Illinois;

DATE: December 31, 2018

KARIN ZOSEL
ACTING DIRECTOR OF INSURANCE



**ARTICLES OF REORGANIZATION
OF
EMPIRE FIRE AND MARINE INSURANCE COMPANY**

ARTICLE I

The name of the company is:
EMPIRE FIRE AND MARINE INSURANCE COMPANY

ARTICLE II

The principal office of the Company is to be located in the Village of Schaumburg, County of Cook, and the State of Illinois, and it shall have power to conduct its business wherever authorized by law.

ARTICLE III

The duration of the Company shall be perpetual.

ARTICLE IV

The object and purposes of the Company are:

- (1) To transact the kinds of insurance business specified in the following clauses of Class 2 and of Class 3 of Section 4 of the Illinois Insurance Code:

Class 2. Casualty, Fidelity and Surety.

- (a) Accident and Health
- (b) Vehicle
- (c) Liability
- (d) Workers' Compensation
- (e) Burglary and Forgery
- (f) Glass
- (g) Fidelity and Surety
- (h) Miscellaneous
- (i) Other Casualty Risks
- (j) Contingent Losses
- (k) Livestock and Domestic Animals
- (l) Legal Expense Insurance

Class 3. Fire and Marine, Etc.

- (a) Fire
- (b) Elements

- (c) War, Riot and Explosion
- (d) Marine and Transportation
- (e) Vehicle
- (f) Property Damage, Sprinkler Leakage and Crop
- (g) Other Fire and Marine Risks
- (h) Contingent Losses
- (i) Legal Expense Insurance

- (2) To effect reinsurance of all risks taken by it and to assume reinsurance of similar risks taken by other insurers and reinsurers.

ARTICLE V

The corporate powers of the Company shall be exercised by a Board of Directors consisting of not less than three (3) nor more than twenty-one (21) natural persons, who are shareholders, except where the Company is a wholly owned subsidiary, and who are at least 18 years of age, as fixed from time to time in the Company's By-Laws. At least three (3) directors shall be residents and citizens of the State of Illinois and a majority of directors must be residents and citizens of the United States.

The Board of Directors shall be elected at the annual meeting of shareholders to serve until the next annual meeting or until their successors shall be elected and qualified. Any or all of the Directors may be removed with or without cause by the shareholders, at a meeting called at least in part for the purpose considering removal, upon the affirmative vote of the holders of a majority of the outstanding shares of stock entitled to vote upon the election of the Director or Directors proposed to be removed, as the case may be. Vacancies caused by death, resignation, removal of term expiration shall be filled by the shareholders at a regular or special meeting of the shareholders.

The Board of Directors shall have power to make such By-Laws, no inconsistent with the Constitution or laws of the State of Illinois or of the United States or with these Articles of Incorporation, as may be necessary for the management of the Company's property, the government of its officers, the regulation and conduct of its affairs and the transfer of its capital stock, and shall have the power to alter, amend, suspend or add to the same.

The Board of Directors shall have the power from time to time to permit holders of insurance policies issued by the Company to participate in the profits of its operations through the payment of dividends to such policyholders in such manner and upon such terms and conditions as shall be prescribed by law and as the directors shall determine.

ARTICLE VI

The Company shall be authorized to issue 2,000,000 shares of stock with a par value of Two Dollars (\$2.00) per share, amounting in the aggregate to Four Million Dollars (\$4,000,000). The number of issued and outstanding shares as of the time of the adoption of these Articles of

Reorganization is 2,000,000 shares representing a paid up capital of Four Million Dollars (\$4,000,000).

The Board of Directors shall have the power, by appropriate resolution to authorize the issuance or sale from time to time of the whole or any part of said shares of authorized but unissued common shares as additions to paid-up capital pursuant to permits issued from time to time by the Director of Insurance of the State of Illinois.

ARTICLE VII

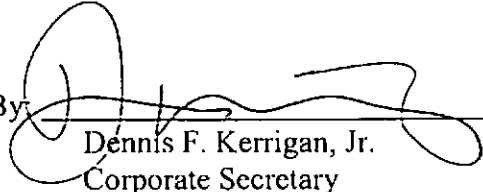
The Company may at any time avail itself of the additional privileges permitted to it by law in the manner thereby provided including, but not limited to, the transacting of such insurance or other business as a stock multiple line insurance company now is or hereafter may be permitted to transact under the insurance law and for which the Company shall have the required capital and surplus.

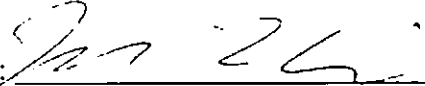
The Company shall be bound by the terms and provision of the Illinois Insurance Code applicable to similar domestic companies organized or incorporated thereunder.

ARTICLE VIII

To be effective December 31, 2018.

**EMPIRE FIRE AND MARINE INSURANCE
COMPANY**

By: 
Dennis F. Kerrigan, Jr.
Corporate Secretary

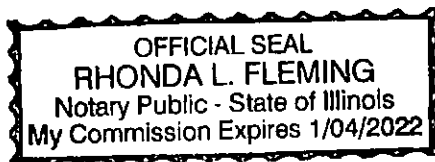
By: 
Mark Edward Knipfer
President

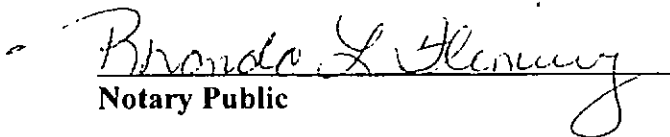
OATH AND ACKNOWLEDGEMENT

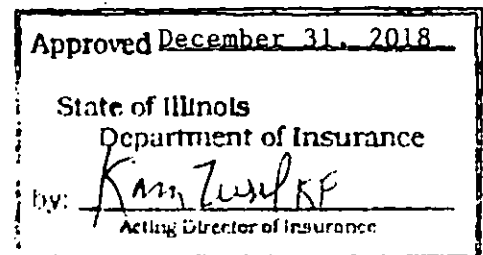
STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

I, Rhonda Fleming, a Notary Public, do hereby certify the on the 29 day of November, 2018, Dennis Kerrigan and Mark Knipfer personally appeared before me and being first duly sworn by me severally acknowledged that they signed the foregoing document in the capacities therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.



- 
Notary Public



Amended and Restated Bylaws
Of
Empire Fire and Marine Insurance Company
December 31, 2018

ARTICLE I
SHAREHOLDERS MEETING

SECTION 1. Annual Meeting. The annual meeting of the shareholders shall be held on such date and at such time and place determined by the Chairman of the Board of Directors, but in no event later than the 1st day of May, provided that, if a majority in interest of all stock outstanding and entitled to vote be not present or represented, the meeting shall be adjourned from day to day until such majority be obtained. If no annual meeting is held on the date fixed, or by adjournment therefrom, a special meeting of the shareholders may be held in lieu thereof, and any action taken at such special meeting shall have the same force and effect as if taken at the annual meeting.

SECTION 2. Special Meetings. A special meeting of the shareholders entitled to vote shall be held whenever called by the Chairman of the Board or by the President or by the Board or by the Executive Committee. Each special meeting shall be held for the purposes of transacting such business, within the powers of the shareholders entitled to vote thereat, as is designated in the notice thereof, and for no other purpose except as elsewhere herein expressly permitted.

SECTION 3. Place of Meeting. All meetings of the shareholders shall be held at the main administrative office of the Company located in Schaumburg, Illinois or at such other place or places within or without the State of Illinois as shall from time to time be designated by the Board of Directors and stated in the notice of meeting.

SECTION 4. Notice of Meeting. Notice of all meetings, annual or special, shall be given by hand delivering, mailing or otherwise delivering to each shareholder entitled to vote thereat, at least ten (10) days and not more than fifty (50) days before such meeting, a written or printed notice of the time, place and purpose or purposes thereof.

SECTION 5. Quorum. The holders of a majority of the outstanding shares of stock entitled to vote at any meeting represented in person or by proxy, shall constitute a quorum for all purposes. In the absence of a quorum, the shareholders entitled to vote thereat, represented in person or by proxy, may adjourn the meeting to a day certain.

SECTION 6. Adjournments. Any meeting of the shareholders may be adjourned to such other time and place as shall be announced at the meeting at which the adjournment is taken, by the shareholders present or represented at the meeting, although less than a quorum, or by any officer entitled to preside or to act as clerk of such meeting if no shareholder is present in person or by proxy.

It shall not be necessary to notify any shareholder of any adjournment. Any business which could have been transacted at any meeting of the shareholders as originally called may be transacted at any adjournment thereof.

SECTION 7. Voting. At all meetings of shareholders each share of stock held by a shareholder entitled to vote on any matter, represented in person or by proxy, shall be entitled to one (1) vote. Proxies shall be dated, in writing and shall be signed by the shareholder or the shareholder's attorney-in-fact; provided, however, that if the shareholder is a corporation its proxy shall either have its corporate seal affixed or shall be accompanied by evidence satisfactory to the Company that the proxy has been signed on behalf of such shareholder by a duly authorized officer. Two (2) inspectors of election shall be appointed by the President at any shareholders meeting at which inspectors are required. No proxy shall be valid after the expiration of 11 months from the date of signature.

SECTION 8. Conduct of Business. The Chairman of the Board of Directors, or in his absence, the President, shall preside at any meeting of the Board of Directors or shareholders. In the absence of both of said officers, a temporary presiding Director or officer, as the case may be, may be chosen by the majority of those in attendance. The presiding officer of any meeting of shareholders shall determine the order of business and the procedures at the meeting, including such regulation of the manner of voting and the conduct of discussion as is customary or otherwise reasonable.

SECTION 9. Action at a Meeting. When a quorum is present, the holders of a majority of the shares of stock present or represented and entitled to vote and voting on a matter, except where a larger vote is required by law, the Charter or these By-Laws, shall decide any matter to be voted on by the shareholders. Any election by shareholders shall be determined by a plurality of the votes cast by the shareholders entitled to vote at the election. No ballot shall be required for such election unless requested by a shareholder present or represented at the meeting and entitled to vote in the election. The Company shall not directly or indirectly vote any share of its stock. Nothing in this section shall be construed to limit the right of the Company to vote any shares of stock held directly or indirectly by it in a fiduciary capacity.

SECTION 10. Written Consent. Any action required or permitted to be taken at any meeting of shareholders may be taken without a meeting by the written consent thereto of the shareholders, setting forth such action and signed by or on behalf of the holders of all the outstanding shares entitled to vote thereon.

ARTICLE II

BOARD OF DIRECTORS

SECTION 1. Powers. The Board of Directors may exercise all the powers of the Company except such as are required by law or by the Charter or these By-Laws to be otherwise exercised, and the business and affairs of the Company shall be managed under the direction of the Board of Directors.

SECTION 2. Number of Directors. The number of Directors of this Company shall be not less than thirteen (13) (except for vacancies temporarily unfilled) nor more than eighteen (18). The number of Directors shall be determined from time to time by a vote of a majority of the entire Board of Directors. No decrease in the number of Directors shall shorten the term of any incumbent

Director. Directors shall be at least 18 years of age and at least three (3) of whom shall be residents and citizens of the State of Illinois. At least 20%, but not less than one, of the directors shall be persons who are not officers or employees of the Company. The Chairman of the Board, if any, shall be elected by and from the Board of Directors.

SECTION 3. Election, Tenure and Removal. The Board of Directors shall be elected at the annual meeting of shareholders to serve until the next annual meeting or until their successors shall be elected and qualified. Any or all of the Directors may be removed with or without cause by the shareholders, at a meeting called at least in part for the purpose of considering removal, upon the affirmative vote of the holders of a majority of the outstanding shares of stock entitled to vote upon the election of the Director or Directors proposed to be removed, as the case may be.

SECTION 4. Vacancies. Whenever any vacancy shall occur in the Board of Directors by death, resignation, removal for cause, or otherwise, the shareholders, at a meeting called for that purpose or at any regular meeting, shall elect a Director or Directors to fill the vacancy or vacancies thus occasioned, and each Director so elected shall hold office for the unexpired term of the Director whose place the individual has taken.

SECTION 5. Regular Meetings. Regular meetings of the Board of Directors shall be held immediately following the annual meeting of the shareholders and as frequently as the dispatch of business shall require and in any event at least four (4) times in each calendar year. Regular meetings of the Board of Directors may be held at such places and at such times as may be fixed by the Board of Directors from time to time, provided that any Director who is absent when such determination is made shall be given notice of the determination. A regular meeting of the Board of Directors may be held without call or notice at the same place as the annual meeting of shareholders, or the special meeting held in lieu thereof, immediately following such meeting of shareholders.

SECTION 6. Special Meetings. Special meetings of the Board of Directors may be called by order of the Chairman of the Board, the CEO, the President, by any Vice President in the President's absence, or upon the written request of any two (2) members of the Board of Directors.

SECTION 7. Place of Meeting. Meetings of the Board of Directors shall be held at the main administrative office of the Company or at such other place within or without the State of Illinois as may be designated in the notice thereof.

SECTION 8. Notice of Meetings. Unless notified in writing, notice of all regular or special meetings, other than the regular meeting held immediately following the annual meeting of shareholders, shall be given by mailing to each Director at least seven (7) days before such meeting, a written or printed notice of the time and place thereof. Such notice may also be given by telegram, facsimile, personal delivery, or other means (e.g., e-mail) at least three (3) business days before such meeting.

SECTION 9. Quorum. A quorum shall consist of a majority of the Directors then in office.

SECTION 10. Action by the Board. The vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

SECTION 11. Compensation. Each Director shall be entitled to receive from the Company for each meeting of the Board which he or she shall attend such fee, if any, as shall be fixed by the Board of Directors, together with reimbursement, to the extent authorized by resolution of the Board, for the reasonable expenses incurred by him or her in connection with the performance of his or her duties; provided such Directors are not salaried officers or employees of the Company; provided further that nothing herein contained shall be construed to preclude any Director from serving the Company in any other capacity and receiving compensation or commissions therefor.

ARTICLE III

EXECUTIVE COMMITTEE

SECTION 1. Membership. The Board of Directors by a majority vote of the whole Board may elect from its own number an Executive Committee, to serve at the pleasure of the Board, consisting of not less than one-third of the members of the Board of Directors. The Executive Committee shall elect from among its members a Chairman.

SECTION 2. Powers of the Executive Committee. The Executive Committee during the intervals between meetings of the Board of Directors shall have and may exercise, except as otherwise provided by statute, all the powers of the Board with respect to the conduct and management of the business and property of the Company and shall have the power to authorize the seal of the Company to be affixed to all papers which may require it.

SECTION 3. Meetings. Meetings of the Executive Committee may be called by order of the Chairman of the Committee or of any two (2) members of the Committee. The Committee shall prepare regular minutes of the transactions at its meetings and for that purpose may appoint a secretary to record the proceedings thereat. The Committee shall cause such minutes to be maintained in books kept for that purpose. All actions of the Committee shall be reported to the Board of Directors at its next meeting succeeding the date of such action.

SECTION 4. Place of Meeting. Meetings of the Executive Committee shall be held at the main administrative office of the Company in Schaumburg, Illinois or at such other place, within or without the State of Illinois, as may be designated in the notice thereof.

SECTION 5. Notice of Meetings. Unless otherwise waived in writing, notice of all meetings shall be given by mailing to each member at least three (3) days before such meeting, a written or printed notice of the time and place thereof. Such notice may also be given by telegram, facsimile or personal delivery at least one (1) day before such meeting.

SECTION 6. Quorum. A quorum shall consist of a majority of the total number of members of the Committee then in office but not less than three (3) members.

SECTION 7. Voting. Action shall be taken by a majority vote of those members present except that if the Committee consists of fewer than five (5) members, action shall be taken only by the unanimous vote of those members present.

ARTICLE IV

COMMITTEES - GENERAL

SECTION 1. Other Board Committees. The Board of Directors shall appoint such Committees as are required by law. Any such Committee shall have all the authority of the Board to the extent permitted by law and shall have such functions and duties as the Board shall prescribe. Additionally, the CEO may, from time to time, appoint such other Committee or Committees as in his or her judgment may seem necessary or proper. The members of such other Committee or Committees need not necessarily be members of the Board of Directors and such other Committee or Committees shall have such powers and shall perform such duties as the CEO may determine.

A majority of all the members of any such Committee may determine its action and fix the time and place of its meetings, unless the Board of Directors shall otherwise provide. The Board of Directors and/or CEO shall have power to change the members of any Committee at any time, to fill vacancies and to discharge any such committee, either with or without cause, at any time.

SECTION 2. Compensation. Each member of the Committee shall be entitled to receive from the Company for each meeting of any such Committee which he or she shall attend such fee, if any, as shall be fixed by the Board of Directors, together with reimbursement, to the extent authorized by resolution of the Board, for the reasonable expenses incurred by him or her in connection with the performance of his or her duties; provided such members are not salaried officers or employees of the Company.

ARTICLE V

OFFICERS

SECTION 1. Executive Officers. The executive officers of the Corporation shall include the Chief Executive Officer (CEO), the President, who shall both be Directors, one or more Executive Vice Presidents, a Corporate Secretary and a Treasurer. All executive officers shall be elected annually by the newly elected Board at its initial meeting. The Board shall fill, by interim election for the unexpired term, any vacancy of an executive officer arising through death, resignation, removal, disqualification, or other cause. Any person may hold two or more executive or other offices, excepting that no person may at the same time hold the office of President and the office of Secretary.

SECTION 2. Appointed Officers. The Chief Executive Officer or President may appoint such additional officers as in his or her judgment may be necessary and bearing such titles as he or she may determine; and may delegate or prescribe and revoke in his or her discretion special authorities, powers, and duties in connection with any such appointment.

SECTION 3. Tenure of Officer. Executive officers shall hold office until the next ensuing election of officers at the initial meeting of the newly elected Board, or until the election of their respective successors, subject to removal by the Board as may be provided by statute. Appointed officers shall hold office, without fixed term, at the pleasure of the President.

SECTION 4. Chief Executive Officer. The Chief Executive Officer shall perform such duties as the Board of Directors shall confer on him or her from time to time.

SECTION 5. President. The President shall, subject to the direction and control of the Board, have general charge of the administrative affairs of the Company. He or she may appoint, or delegate to other executive officers the appointment of, assistants, attorneys-in-fact, agents, and other employees. The President may fix, alter, and terminate the titles, authorities, powers, duties and compensation of all persons so appointed and may, with or without cause, remove any persons so appointed and may, with or without cause, remove any such assistant, attorney-in-fact, agent or other employee so appointed, except as precluded by written agreement approved by the Board or the Executive Committee. He or she shall have power to execute all contracts, deeds, undertakings, and other instruments, including those for the execution of which the Board shall have made other provisions.

SECTION 6. Executive Vice Presidents. The Executive Vice Presidents shall have immediate charge, subject to the direction and control of the Chief Executive Officer of such matters or departments as may be assigned to them by the Chief Executive Officer.

SECTION 7. Secretary. The Secretary shall have custody of the minutes of the meetings of the shareholders, of the Board of Directors and all Committees of the Board of Directors; shall issue notices of meeting; shall have custody of the Company's seal and corporate books and records; shall have charge of the issuance, transfer and cancellation of stock certificates; shall have authority to cancel stock certificates; shall have authority to attest and affix the corporate seal to any instruments executed on behalf of the Company; and shall perform such other duties as are incident to his or her office and as are required by the Board of Directors or the Chief Executive Officer.

SECTION 8. Attorneys-in-Fact. The Chief Executive Officer, the President or any Executive Vice President or Vice President may, by written instrument under the attested corporate seal, appoint attorneys-in-fact with authority to execute bonds, policies, recognizances, stipulations, undertakings, or other like instruments on behalf of the Company, and may authorize any officer or any such attorney-in-fact to affix the corporate seal thereto; and may with or without cause modify or revoke any such appointment or authority at any time.

ARTICLE VI

CAPITAL STOCK

SECTION 1. Certificates. Every shareholder shall be entitled to a certificate, dated and numbered in sequence of issue, signed by the Chief Executive Officer, the President or any Executive Vice President and by the Secretary or Assistant Secretary and under the seal of the Company, certifying the number of shares and class of stock to which he or she is entitled.

SECTION 2. Transfer. Transfers of stock may be made on the books of the Company only by the holder thereof in person or by his or her attorney duly authorized thereto in writing and upon surrender and cancellation of the certificate therefor duly endorsed or accompanied by a duly executed stock power.

SECTION 3. Lost or Destroyed Certificates. The Board of Directors may order a new certificate to be issued in place of a certificate lost or destroyed upon proof of such loss or destruction and upon tender to the Company by the shareholder of a bond in such amount and in such form and

with or without surety as may be ordered, indemnifying the Company against any liability, claim, loss, cost or damage by reason of such loss or destruction and the issuance of a new certificate.

SECTION 4. Determining Shareholders of Record. In lieu of closing the books of the Company, the Board of Directors may fix a time in the future as a record date for the determination of the shareholders entitled "To Notice of and to vote at any Meeting of Shareholders." The record date so fixed shall be not less than ten (10) days nor more than sixty (60) days prior to the meeting. When a record date is so fixed, only shareholders of record on that date are entitled to notice of and to vote at the meeting notwithstanding any transfer of any shares on the books of the Company after the record date. If the Board of Directors does not fix such a record date, only persons in whose names shares entitled to vote stand on the stock records of the Company on the day three (3) days prior to any meeting of the shareholders are entitled to vote at the meeting.

ARTICLE VII

DIVIDENDS

Dividends may be declared from the legally available surplus of the Company at such times and in such amounts as the Board of Directors may determine.

ARTICLE VIII

CORPORATE FUNDS AND SECURITIES

SECTION 1. Deposits of Funds. Bills, notes, checks, negotiable instruments or any other evidence of indebtedness payable to and received by the Company may be endorsed for deposit to the credit of the Company by such officers or agents of the Company as the Board of Directors or Executive Committee may determine and, when authorized by the Board of Directors or Executive Committee, may be endorsed for deposit to the credit of agents of the Company in such manner as the Board of Directors or Executive Committee may direct.

SECTION 2. Withdrawals of Funds. All disbursements of the funds of the Company shall be made by check, draft or other order signed by such officers or agents of the Company as the Board of Directors or Executive Committee may from time to time authorize to sign the same.

SECTION 3. Sale and Transfer of Securities. All sales and transfers of securities shall be made by such officers or agents of the Company as the Board of Directors or Executive Committee may from time to time authorize to sell or transfer the same or by any officer of the Company under authority granted by a resolution of the Board of Directors or the Executive Committee.

ARTICLE IX

MISCELLANEOUS PROVISIONS

SECTION 1. Voting Stock of Other Corporations. The Chief Executive Officer, the President, any Executive Vice President, or any other officer designated by the Board of Directors of the Company or the Executive Committee, shall each have the standing power, acting alone, to vote, consent with respect to, execute in the name of the Company and affix the corporate seal to any proxy

or power of attorney authorizing the proxy or proxies or attorney or attorneys named therein to vote, or otherwise act with respect to the shares of stock or other voting securities of any corporation held by or standing in the name of this Company on any matter on which such stock or other voting securities may be voted. If any stock or other voting securities owned by this Company is held in any name other than the name of this Company, instructions as to the manner in which such stock or other voting securities is to be voted on behalf of this Company may be given to the holder of record by the Chief Executive Officer, the President, any Executive Vice President, or any other officer designated by the Board of Directors or Executive Committee.

SECTION 2. Notices. Whenever written notice is required by law, the Charter or these By-Laws, to be given to any Director, member of a Committee or shareholder, such notice may be given by mail, addressed to such Director, member of a Committee or shareholder, at his or her address as it appears on the records of the Company, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Written notice may also be given personally or by telegram or facsimile and such notice shall be deemed to be given at the time such notice is mailed, telegraphed, sent by facsimile (subject to confirmation of successful transmission) or delivered personally.

SECTION 3. Waiver of Notice. Any shareholder, Director or member of the Executive Committee, Audit Committee or any other Committee, may at any time waive any notice required to be given under these By-Laws if such waiver is given in writing and is signed either before, at or after the meeting to which it relates. Presence at a meeting shall also constitute a waiver of notice thereof unless the Director objects to the failure to give such notice.

SECTION 4. Seal. The corporate seal shall have inscribed thereon the name of the Company, the year of its organization and the words "Corporate Seal". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

SECTION 5. Action Without a Meeting. In lieu of any scheduled meeting of the Board of Directors or any Committee thereof, any action required or permitted to be taken by the Board of Directors or any Committee thereof, may be taken without a meeting if all members of the Board, or of such Committee, consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or Committee shall be filed with the minutes of the proceedings of the Board or Committee.

SECTION 6. Participating in Meeting by Telephone. Any one (1) or more members of the Board of Directors or any Committee thereof may participate in a meeting of the Board or of such Committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

ARTICLE X

AMENDMENTS


These By-Laws may be amended in whole or in part by the vote of a majority of all of the shareholders or the vote of a majority of all of the members of the Board of Directors.

Any amendment adopted by the Board of Directors may be amended or repealed upon majority vote of the shareholders of the Company.

ARTICLE XI

INDEMNIFICATION

Any person made or threatened to be made a party to an action or proceeding, whether civil or criminal, by reason of the fact that he or she, his or her testator or testatrix or intestate then is or was a Director, officer or employee of the Company, or then serves or has served any other corporation or other entity in any capacity at the request of the Company, shall be indemnified by the Company against expenses, judgments, fines and amounts paid in settlement to the full extent that officers and Directors are permitted to be indemnified by the laws of the Company's state of domicile. The provisions of this Article shall not adversely affect any right to indemnification which any person may have apart from the provisions of this Article.

Filed this 31st day of
December, 2018

Marcy Savage
Corporate Regulation Section