

Division of Corporations

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834565

Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
CMG MORTGAGE INSURANCE COMPANY**

Certificate of Status	1
Certified Copy	0
Page Count	05
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

C. LEWIS

FEB 12 2014

EXAMINER

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Help

APPROVED
AND
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(2/5)

14 FEB 11 AM 10:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

834565

(Document number of corporation (if known))

1. CMG Mortgage Insurance Company

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

2. Wisconsin

(Incorporated under laws of)

3. 1/1/1982

(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? 1/30/2014

5. Arch Mortgage 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)

Not Applicable

(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.


Not Applicable

(New duration)

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

Not Applicable

(New jurisdiction)


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

Andrew D. Cameron

(Typed or printed name of person signing)

Secretary

(Title of person signing)



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

Certification of the Authenticity of Copy of Document on File

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

AMENDED AND RESTATED ARTICLES OF INCORPORATION

for Arch Mortgage Insurance Company (formerly known as CMG Mortgage Insurance Company)
Name Change Effective January 30, 2014

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

Dated at Madison, Wisconsin, this 30th day of January, 2014.

A stylized, handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke at the end.

Commissioner of Insurance

**Arch Mortgage Insurance Company
(Formerly known as CMG Mortgage Insurance Company)
Madison, Wisconsin**

**Amended and Restated
ARTICLES OF INCORPORATION**

Arch Mortgage Insurance Company, pursuant to the provisions of Chapter 611 of the Wisconsin Insurance Code and Chapter 180 of the Wisconsin Business Corporation Act, hereby adopts Amended and Restated Articles of Incorporation which accurately copy the Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by these Amended and Restated Articles of Incorporation which supersede and take the place of the existing articles of incorporation and any amendments thereto.

**ARTICLE I
Name**

The name of the corporation is Arch Mortgage Insurance Company. The corporation is formed pursuant to the provisions of Chapter 611 of the Wisconsin Insurance Code.

**ARTICLE II
Registered Office**

The location of the corporation's registered office shall be 33 East Main Street, Suite 900, Madison, Wisconsin 53703.

**ARTICLE III
Duration**

The period of duration shall be perpetual.

**ARTICLE IV
Purpose**

The primary purpose of this corporation shall be to transact the business of writing mortgage guaranty insurance. This corporation may also engage in business which is ancillary to this business of insurance and may own subsidiary corporations as permitted by law.

**ARTICLE V
Board of Directors**

The corporate powers shall be exercised by, and the corporate business and affairs shall be under the control of, a Board of Directors composed of not less than three nor more than twenty-one natural persons who are at least twenty-one years of age. The Board of Directors shall be elected annually by the shareholders at a duly constituted meeting held for that purpose. Any vacancy in the Board of Directors may be filled by election at a special meeting of the shareholders called for that purpose. All directors elected by the shareholders shall hold office until the next annual meeting of the shareholders next succeeding their election and/or until their successors shall be

elected and qualified, or until removed from office by a vote of the shareholders. In all elections for directors, every shareholder shall have the right to vote, in person, or by proxy.

ARTICLE VI Bylaws

The Board of Directors shall have the sole power to make, alter, amend or repeal bylaws for the government and regulation of the corporation's affairs.

ARTICLE VII Authorized Capital

The amount of the authorized capital of the corporation shall be \$50,000,000.00; the authorized number of common shares which the corporation shall have authority to issue without further amendment of this Article shall be 40,000,000; the par value of each share shall be \$1.25. The Corporation shall have one class of shares, known as "common," that has unlimited voting rights and that is entitled to receive the net assets of the Corporation upon liquidation.

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 in accordance with the laws of the state of Wisconsin and the Rules, Regulations and Orders of the Wisconsin Department of Insurance. Shareholders shall have no preemptive rights in any issue of shares of the corporation at any time.

ARTICLE VIII Dividends

Dividends shall be payable from time to time in conformity with law, in the manner provided in the bylaws and the corporation shall have the right to issue both participating and nonparticipating policies in the discretion of the Board of Directors.

ARTICLE IX Voting

The Bylaws of the Corporation may provide for a greater or lower quorum requirement or a greater voting requirement for shareholders of voting groups of shareholders than is provided by the Wisconsin Business Corporation Law.

IN WITNESS WHEREOF, the undersigned, duly elected officer of the corporation has executed these Amended and Restated Articles of Incorporation effective January 30th, 2014.



David Gansberg
President and Chief Executive Officer