

839751

Florida Department of State
Division of Corporations
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*Attn: Annette
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Thanks!
Jennifer*

BASIC AMENDMENT

THE GLENS FALLS INSURANCE COMPANY

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|-----------------------|---------|
| Certificate of Status | 0 |
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TALLAHASSEE, FLORIDA

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PAGE 001/001

PAGE 02/11
Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 31, 2005

THE GLENS FALLS INSURANCE COMPANY
CNA CENTER
333 S. WABASH AVE
CHICAGO, IL 60685

SUBJECT: THE GLENS FALLS INSURANCE COMPANY
REF: 839751

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You will need to include a supporting document along with your amended application-certification evidencing the change. It may be amended and restated articles, a merger document mentioning the redomestication, a certificate evidencing the redomestication, an order of redomestication etc.

If you have any questions concerning the filing of your document, please call (830) 245-6907.

Annette Ramsey
Document Specialist

FAX Aud. #: H05000253584
Letter Number: 105A00065541

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)

839751
(Document number of corporation (if known))

FILED
OCT 31 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The Glens Falls Insurance Company
(Name of corporation as it appears on the records of the Department of State)

2. Delaware
(Incorporated under laws of)

3. 12/31/1977
(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)

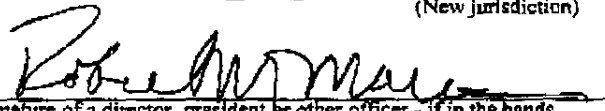
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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)


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)
Robert M. Mann
(Typed or printed name of person signing)

Senior Vice President
(Title of person signing)

IL 446-0135 (3/05)



STATE OF ILLINOIS
DEPARTMENT OF FINANCIAL
AND PROFESSIONAL REGULATION
Division of Insurance
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62757-0001

I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Financial and Professional Regulation, Division of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed this Seal in Springfield, Illinois.

Date: _____
Michael J. Pittman
Director of Insurance

Printed on Recycled Paper

**ARTICLES OF REORGANIZATION
OF
THE GLENS FALLS INSURANCE COMPANY**

The undersigned, being the Executive Vice President, General Counsel and Secretary and the Assistant Secretary of The Glens Falls Insurance Company (the "Company"), for the purpose of redomesticating The Glens Falls Insurance Company from the State of Delaware to the State of Illinois pursuant to the provisions of Article XII of the Illinois Insurance Code, hereby executes the following Articles of Reorganization:

ARTICLE I

The name of the Company shall be The Glens Falls Insurance Company.

ARTICLE II

The Company was originally organized pursuant to the laws of the State of New York and became a domestic company of the State of Delaware following a merger on the 13th day of December, 1977.

ARTICLE III

The location of the Company's principal office shall be in the City of Chicago, County of Cook, in the State of Illinois.

The Company also may have, maintain and operate such other offices, either within or without the State of Illinois, as shall be proper or advisable in the discretion of the officers or Board of Directors of the Company.

ARTICLE IV

The duration of the Company shall be perpetual.

ARTICLE V

The Company shall be authorized and empowered to transact all kinds of insurance and reinsurance, except life insurance as defined in Section 4, Class 1(a) of the Illinois Insurance

Code', including the kinds of insurance specifically enumerated under Class 2 and Class 3 of Section 4 of the 'Illinois Insurance Code' as follows:

Class 2. Casualty; Fidelity and Surety.

(a) Accident and health. Insurance against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto, including stop-loss insurance. Stop-loss insurance is insurance against the risk of economic loss issued to a single employer self-funded employee disability benefit plan or an employee welfare benefit plan as described in 29 U.S.C. 1001 et seq.

(b) Vehicle. Insurance against any loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft. Any policy insuring against any loss or liability on account of the bodily injury or death of any person may contain a provision for payment of disability benefits to injured persons and death benefits to dependents, beneficiaries or personal representatives of persons who are killed, including the named insured, irrespective of legal liability of the insured, if the injury or death for which benefits are provided is caused by accident and sustained while in or upon or while entering into or alighting from or through being struck by a vehicle (motor or otherwise), draft animal or aircraft, and such provision shall not be deemed to be accident insurance.

(c) Liability. Insurance against the liability of the insured for the death, injury or disability of an employee or other person, and insurance against the liability of the insured for damage to or destruction of another person's property.

(d) Workers' compensation. Insurance of the obligations accepted by or imposed upon employers under laws for workers' compensation.

(e) Burglary and forgery. Insurance against loss or damage by burglary, theft, larceny, robbery, forgery, fraud or otherwise; including all householders' personal property floater risks.

(f) Glass. Insurance against loss or damage to glass including lettering, ornamentation and fittings from any cause.

(g) Fidelity and surety. Become surety or guarantor for any person, copartnership or corporation in any position or place of trust or as custodian of money or property, public or private; or, becoming a surety or guarantor for the performance of any person, copartnership or corporation of any lawful obligation, undertaking, agreement or contract of any kind, except contracts or policies of insurance; and underwriting blanket bonds. Such obligations shall be known and treated as suretyship obligations and such business shall be known as surety business.

(h) Miscellaneous. Insurance against loss or damage to property and any liability of the insured caused by accidents to boilers, pipes, pressure containers, machinery and apparatus of any kind and any apparatus connected thereto, or used for creating, transmitting or applying power, light, heat, steam or refrigeration, making inspection of and issuing certificates of inspection upon elevators, boilers, machinery and apparatus of any kind and all mechanical apparatus and appliances appertaining thereto; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a

tank, tank platform or supports, or against loss or damage from any cause (other than causes specifically enumerated under Class 3 of this section) to such sprinkler, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage which may result from the failure of debtors to pay their obligations to the insured; and insurance of the payment of money for personal services under contracts of hiring.

(i) Other casualty risks. Insurance against any other casualty risk not otherwise specified under Classes 1 or 3, which may lawfully be the subject of insurance and may properly be classified under Class 2.

(j) Contingent losses. Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any one of the causes enumerated under Class 2. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

(k) Livestock and domestic animals. Insurance against mortality, accident and health of livestock and domestic animals.

Class 3. Fire and Marine, etc

(a) Fire. Insurance against loss or damage by fire, smoke and smudge, lightning or other electrical disturbances.

(b) Elements. Insurance against loss or damage by earthquake, windstorms, cyclone, tornado, tempests, hail, frost, snow, ice, sleet, flood, rain, drought or other weather or climatic condition including excess or deficiency of moisture, rising of the waters of the ocean or its tributaries.

(c) War, riot and explosion. Insurance against loss or damage by bombardment, invasion, insurrection, riot, strikes, civil war or commotion, military or usurped power, or explosion (other than explosion of steam boilers and the breaking of fly wheels on premises owned, controlled, managed, or maintained by the insured.)

(d) Marine and transportation. Insurance against loss or damage to vessels, craft, aircraft, vehicles of every kind, (excluding vehicles operating under their own power or while in storage not incidental to transportation) as well as all goods, freights, cargoes, merchandise, effects, disbursements, profits, moneys, bullion, precious stones, securities, choses in action, evidences of debt, valuable papers, bottomry and respondentia interests and all other kinds of property and interests therein, in respect to, appertaining to or in connection with any or all risks or perils of navigation, transit, or transportation, including war risks, on or under any seas or other waters, on land or in the air, or while being assembled, packed, crated, baled, compressed or similarly prepared for shipment or while awaiting the same or during any delays, storage, transshipment, or reshipment incident thereto, including marine builder's risks and all personal property floater risks; and for loss or damage to persons or property in connection with or appertaining to marine, inland marine, transit or transportation insurance, including liability for loss of or damage to either arising out of or in connection with the construction, repair, operation, maintenance, or use of the subject matter of such insurance, (but not including life insurance or surety bonds); but, except as herein specified, shall not mean insurance against loss by reason of bodily injury to the person; and insurance against loss or damage to precious stones, jewels, jewelry, gold, silver and other precious metals whether used in business or trade or otherwise and whether the same be in course of transportation or otherwise, which shall

Include jewelers' block insurance; and insurance against loss or damage to bridges, tunnels and other instrumentalities of transportation and communication (excluding buildings, their furniture and furnishings, fixed contents and supplies held in storage) unless fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion are the only hazards to be covered; and to piers, wharves, docks and slips, excluding the risks of fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion; and to other aids to navigation and transportation, including dry docks and marine railways, against all risk.

(e) **Vehicle.** Insurance against loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft, excluding the liability of the insured for the death, injury or disability of another person.

(f) **Property damage, sprinkler leakage and crop.** Insurance against the liability of the insured for loss or damage to another person's property or property interests from any cause enumerated in this class; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports or against loss or damage from any cause to such sprinklers, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage from insects, diseases or other causes to trees, crops or other products of the soil.

(g) **Other fire and marine risks.** Insurance against any other property risk not otherwise specified under Classes 1 or 2, which may lawfully be the subject of insurance and may properly be classified under Class 3.

(h) **Contingent losses.** Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any of the causes enumerated under Class 3. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

ARTICLE VI

The Company shall be authorized and empowered, provided it maintains books and records which account for such business, to engage directly in any of the following businesses:

(a) rendering services related to the functions involved in the operation of its insurance business, including, but not limited to, actuarial, loss prevention, safety engineering, data processing, accounting, claims, appraisal and collection services;

(b) any other business activity reasonably complementary or supplementary to its insurance business; either to the extent necessarily or properly incidental to the insurance business the Company is authorized to do in the State of Illinois or to the extent approved by the Director of the Illinois Department of Financial and Professional Regulation - Division of Insurance and subject to any limitations he/she may prescribe.

ARTICLE VII

(1) The corporate powers shall be exercised by, and the corporate business and affairs shall be under the control of, a Board of Directors, comprised of not less than three (3) nor more than eight (8) natural persons, and who are at least eighteen (18) years of age, and at least three (3) of whom are residents and citizens of the State of Illinois. In addition, at least 20%, but not less than one, of the directors shall be persons who are not officers or employees of the Company provided however that this shall not apply if the Company is subject to Section 131.20b of the Illinois Insurance Code. The number of directors to be elected, within the limits set forth herein, may be fixed from time to time by the directors or the shareholders of the Company

(2) The full Board of Directors shall be elected annually. 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 shall hold office until the annual meeting of the shareholders next succeeding his/her election and further until his/her successor is elected and qualified, or until his/her earlier death, resignation or removal from office as provided in the By-Laws of the Company.

(3) In all elections for directors, each shareholder shall have the right to vote, in person or by proxy, the number of common shares owned by such shareholder for as many persons as there are directors to be elected, or to cumulate said shares and give one candidate as many votes as the number of directors multiplied by the number of such shareholder's shares shall equal, or to distribute them on the same principle among as many candidates as such shareholder shall deem appropriate.

(4) The Board of Directors shall have the power to make, alter, amend, repeal or adopt By-Laws.

ARTICLE VIII

(1) The amount of authorized capital of the Company shall be Five Hundred Million Dollars (\$500,000,000.00).

(2) The aggregate number of common shares which the Company shall have authority to issue from time to time without further amendment to these Articles shall be one hundred million (100,000,000), and the par value of each such common share shall be \$5.00.

(3) The number of common shares currently issued is eight hundred forty thousand (840,000), which equals a paid-up capital of Four Million Two Hundred Thousand Dollars (\$4,200,000.00).

ARTICLE IX

A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

Shares standing in the name of another company, domestic or foreign, may be voted by such officer, agent or proxy as the By-Laws of such company may prescribe, or, in the absence of such provision, as the board of directors of such company may determine.

Shares standing in the name of a deceased person may be voted by his administrator or executor, either in person or by proxy. Shares standing in the name of a guardian, conservator, or trustee may be voted by such fiduciary, either in person or by proxy, but no guardian, conservator or trustee shall be entitled, as such fiduciary, 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 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 so to do 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 pledgee and thereafter the pledgee shall be entitled to vote the shares so transferred.

For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders, 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 may provide that the stock transfer book shall be closed for a stated period but not to exceed, in any case, forty 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 books shall be closed for at least ten 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 days and, in case of a meeting of shareholders, not less than ten days prior to the date of 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 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.

ARTICLE X

Subject at all times to the provisions of the Illinois Insurance Code and any regulations promulgated by the Illinois Department of Financial and Professional Regulation – Division of Insurance, the Company shall have all of the general rights, privileges, immunities and powers accorded to Illinois general business companies but only to the extent that any such right, privilege, immunity or power is not inconsistent with or otherwise limited by the Illinois Insurance Code or any regulation promulgated by the Illinois Department of Financial and Professional Regulation – Division of Insurance. Such rights, privileges, immunities and powers, include but are not limited to:

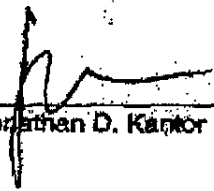
- (a) To sue and be sued, complain and defend in its corporate name;

- (b) To have a corporate seal which may be altered at pleasure and to use the same by causing it or a facsimile thereof to be impressed or affixed, or in any other manner reproduced;
- (c) To acquire, own, hold, lease, mortgage, pledge, convey, sell, exchange or otherwise dispose of property, real and personal, tangible and intangible, whether located within or without the borders of the State of Illinois;
- (d) To borrow money and to issue its notes or debentures to evidence such borrowings;
- (e) To conduct its business and to carry on its operations in the State of Illinois and elsewhere, and to have one or more offices outside as well as within the State of Illinois;
- (f) To appoint such officers, agents and employees as the business of the Company may require and to define their duties and fix their compensation;
- (g) To merge or consolidate with any company, and to reorganize or reincorporate in such manner as may be permitted by law;
- (h) To cease doing business, to dissolve and to surrender its corporate franchise and authority as provided by law, and
- (i) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Company is formed.

ARTICLE XI

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

IN WITNESS WHEREOF, the undersigned the Executive Vice President, General Counsel and Secretary and the Assistant Secretary of the Company has executed these Articles of Reorganization this 7th day of June, 2005.



 Jonathan D. Kantor



 Mary A. Mikawskis

To be effective, July 1, 2005.
 Approved 7/12/05
 State of Illinois, IDPFR
 Division of Insurance
 By Michael T. Smith
 DIRECTOR OF INSURANCE