

839784

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

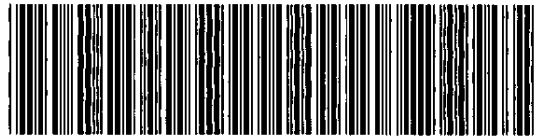
(Business Entity Name)

(Document Number)

Certified Copies Certificates of Status

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 APR 20 PM 1:54

J. Roberts APR 22 2009

DEWEY & LeBOEUF

Dewey & LeBoeuf LLP
1301 Avenue of the Americas
New York, NY 10019-6092

tel +1 212 259 8121
fax +1 212 649 1187
aperri@dl.com

April 17, 2009

BY FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Attn: Tina Roberts, Regulatory Specialist
2661 Executive Center Circle
Tallahassee, FL 32301

Re: UCAA Corporate Amendment Filing - Name Change
MBIA Insurance Corp. of Illinois (NAIC # 23825)

Dear Tina,

In connection with the name change application of National Public Finance Guarantee Corporation (f/k/a MBIA Insurance Corp. of Illinois), submitted April 3, 2009, and in response to your request in a letter to me dated April 7, 2009, enclosed please find a Certificate of Compliance for National Public Finance Guarantee Corporation, certified on March 26, 2009 by the Illinois Division of Insurance.

Please let me know if I can be of any further assistance.

Respectfully submitted,



Adam Perri

Enclosure



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 7, 2009

ADAM PERRI
DEWEY & LEBOEUF
1301 AVENUE OF THE AMERICAS
NEW YORK, NY 10019

SUBJECT: MBIA INSURANCE CORP. OF ILLINOIS
Ref. Number: 839784

We have received your document for MBIA INSURANCE CORP. OF ILLINOIS and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date 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 the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6892.

Tina Roberts
Regulatory Specialist II

Letter Number: 209A00011578

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: National Public Finance Guarantee Corporation
(Name of Corporation)

DOCUMENT NUMBER: 839784

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Adam Perri

(Name of Contact Person)

Dewey & LeBoeuf

(Firm/Company)

1301 Avenue of the Americas

(Address)

New York, NY 10019

(City/State and Zip Code)

For further information concerning this matter, please call:

Adam Perri

(Name of Contact Person)

at (212) 259-8121

(Area Code & Daytime Telephone Number)

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.)

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
APR 20 PM 1:54

SECTION I
(1-3 MUST BE COMPLETED)

839784
(Document number of corporation (if known))

1. MBIA Insurance Corp. of Illinois
(Name of corporation as it appears on the records of the Department of State)
2. Illinois (Incorporated under laws of) 3. 12/30/1977 (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? March 19, 2009

5. National Public Finance Guarantee Corporation
(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.

(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.

Daniel E. McManus, Jr.
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Daniel E. McManus, Jr. (Typed or printed name of person signing) Secretary (Title of person signing)

STATE OF ILLINOIS



Department of Financial and Professional Regulation Division of Insurance

WHEREAS, the National Public Finance Guarantee Corporation (formerly MBIA Insurance Corp. of Illinois) located at Springfield in the State of **Illinois** was incorporated pursuant to the provisions of the "**Illinois Insurance Code**" applicable to said Company:

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

(g), (h) of Class 2

(g), (h) of Class 3

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

DEPARTMENT OF FINANCIAL AND
PROFESSIONAL REGULATION of the State of
Illinois;

DATE: March 26, 2009

DIVISION OF INSURANCE



MICHAEL T. MCRAITH
Director of Insurance





STATE OF ILLINOIS
DEPARTMENT OF FINANCIAL
AND PROFESSIONAL REGULATION
Division of Insurance

320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-6001



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: MAR 26 2009 Michael J. McDevitt
Director of Insurance

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

MBIA INSURANCE CORP. OF ILLINOIS

ARTICLE I

The name of the Company shall be National Public Finance Guarantee Corporation.

ARTICLE II

The location of its principal office shall be in the City of Springfield, Sangamon County, Illinois.

ARTICLE III

The duration of the Company shall be perpetual.

ARTICLE IV

The Company shall be authorized and empowered to transact the kinds of insurance and reinsurance as defined in Section 4, Classes 2(g) and (h) and Classes 3(g) and (h) of the Illinois Insurance Code, and any other insurance or reinsurance which an insurance company may now or hereafter be permitted to transact pursuant to such classes of said Section 4 or any successor provision.

ARTICLE V

(1) The corporate powers shall be exercised by, and the corporate business and affairs shall be managed by, a Board of Directors composed of not less than three, nor more than twenty-one natural persons who are shareholders, except where the Company is a wholly owned

subsidiary, and who are at least twenty-one years of age, and at least three of whom are residents and citizens of the State of Illinois.

(2) At the first meeting of the shareholders the full Board of Directors, as provided in the By-Laws, shall be elected and thereafter the full 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 and any newly created directorships may only be filled by election at the annual meeting or a special meeting of the shareholders called for that purpose or by unanimous written consent of the shareholders. All Directors shall be elected to hold office until the next annual meeting of shareholders next succeeding their election and/or until their successors are elected and qualified. One or more directors may be removed from office, with or without cause, by the shareholders.

(3) In all elections for Directors every shareholder shall have the right to vote in person or by proxy, the number of shares owned by him 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 his shares shall equal, or to distribute them on the same principle among as many candidates as he shall think fit.

(4) The vote of a majority of the members of the Board of Directors then in office

subsidiary, and who are at least twenty-one years of age, and at least three of whom are residents and citizens of the State of Illinois.

(2) At the first meeting of the shareholders the full Board of Directors, as provided in the By-Laws, shall be elected and thereafter the full 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 and any newly created directorships may only be filled by election at the annual meeting or a special meeting of the shareholders called for that purpose or by unanimous written consent of the shareholders. All Directors shall be elected to hold office until the next annual meeting of shareholders next succeeding their election and/or until their successors are elected and qualified. One or more directors may be removed from office, with or without cause, by the shareholders.

(3) In all elections for Directors every shareholder shall have the right to vote in person or by proxy, the number of shares owned by him 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 his shares shall equal, or to distribute them on the same principle among as many candidates as he shall think fit.

(4) The vote of a majority of the members of the Board of Directors then in office shall be the act of the Board of Directors, except to the extent that the By-Laws of the Company require a vote of greater than the majority of the members of the Board of Directors for specified actions.

(5) The shareholders shall have the sole power to make, alter, amend or repeal By-Laws for the government and regulation of the Company's affairs.

ARTICLE VI

(1) The amount of the authorized capital of the Company shall be \$15,000,000; the aggregate number of common shares that the Company shall have authority to issue without further amendment to these Articles shall be 500,000 shares, and the par value of each share shall be thirty dollars; and the number of common shares outstanding is 500,000.

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

ARTICLE VII

(1) Without the consent of the shareholders, the Company shall not:

(a) Issue or sell any stock or other securities in the Company (other than nonconvertible notes issued in respect of debt incurred for borrowed money in accordance with the ordinary conduct of its business) or any right, warrant or option to acquire any such stock, or security convertible into any such stock or other securities or redeem or otherwise acquire any of the foregoing, except the pro rata issuance of shares of stock to the existing shareholders;

(b) Incur any debt for borrowed money except in accordance with the ordinary conduct of its business;

(c) Pledge, hypothecate, assign, mortgage, transfer, or otherwise dispose of or create or suffer to exist any liens or other encumbrances on any of its shares or the shares of any subsidiary;

(d) Negotiate for or agree to any merger, consolidation, sale of a substantial portion of its assets or business, or acquisition of a business or portion thereof if such transaction would (based on the last regularly prepared balance sheet then available) increase or decrease, by more than ten percent, the assets of the Company, calculated in accordance with accounting practices permitted insurance companies in the State of Illinois, after giving effect to such transaction and where such transaction results in an increase or decrease of 10% or less, only the approval of the Board of Directors shall be required;

(e) Become or agree to become a partner, limited partner, or a joint venturer in any enterprise for profit or otherwise, if such transaction would (based upon the last regularly prepared balance sheet then available) increase or decrease by more than 10%, the assets of the Company, calculated in accordance with accounting practices permitted insurance companies in the State of Illinois, after giving effect to such transaction, and where such transaction results in an increase or decrease of 10% or less, only the approval of the Board of Directors shall be required, provided, however, that this clause shall not preclude the Company from engaging in reinsurance or the co-underwriting of insurance;

(f) Commence or enter into, or agree or otherwise commit to enter into, any business or operations other than the financial guaranty insurance and/or reinsurance business;

(g) Underwrite or sell any insurance except in accordance with the criteria established by the shareholders; or

(h) Take any action to amend these Articles of Incorporation.

(2) Subject to the other provisions of these Articles of Incorporation, the Company shall have all the rights, privileges, immunities and powers accorded it by the law under which it is incorporated, including the capacity:

(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 act in any capacity and to exercise any power which is possessed by natural persons and which is necessary, convenient or expedient to accomplish the purposes for which it is formed and not repugnant to law;

(d) 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 this State;

(e) To borrow money and to issue its notes or debentures to evidence such borrowing;

(f) To conduct its business and to carry on its operations in this State and elsewhere, and to have one or more offices outside as well as within this State;

(g) To appoint such officers, agents and employees as the business of the Company may require and to define their duties and fix their compensation;

(h) To merge or consolidate with any corporation and to reorganize or reincorporate in such manner as may be permitted by law;


(i) To cease doing business, to dissolve and to surrender its corporate franchise and authority as provided by law; and

(j) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Company is formed.

ARTICLE VIII

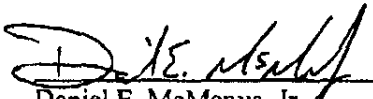
Ownership of common shares of the Company shall not entitle the holders thereof to any pre-emptive right to subscribe for or purchase, or to have offered to them for subscription or purchase, any additional share or shares, whether now authorized in the Articles of Incorporation or hereafter authorized to be issued, or any shares whatsoever, however acquired, issued or sold by the Company, or any bonds, certificates of indebtedness, debentures, or securities convertible into shares of the Company, it being the purpose and intent that subject to Article VII(1)(a), the Board of Directors shall have full right, power and authority to offer for subscription or sale or to make any disposal of any and all unissued shares of the Company upon such consideration, not less than the par value thereof, or any and all shares issued and thereafter acquired by the Company for such consideration, as the Board of Directors shall determine.

IN WITNESS WHEREOF, we, the undersigned, as President and Secretary of MBIA INSURANCE CORP. OF ILLINOIS have made, signed and acknowledged the foregoing Amended and Restated Articles of Incorporation of MBIA INSURANCE CORP. OF ILLINOIS in duplicate this 11th day of March, A.D. 2009.



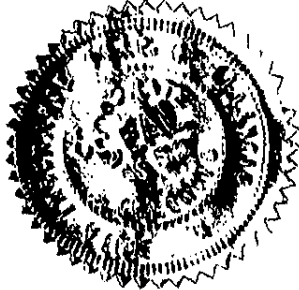
Thomas G. McLoughlin
President

ATTEST:



Daniel E. McManus, Jr.
Secretary

[Seal]



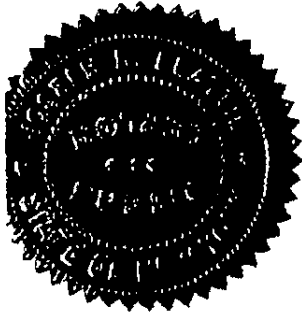
State of)
) ss:
County of)

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that on the 11 day of March, 2009, Thomas G. McLaughlin, and David E. McManus, Jr. President and Secretary respectively of MBIA INSURANCE CORP. OF ILLINOIS, personally appeared before me, and being first duly sworn acknowledged that they executed the foregoing AMENDED AND RESTATED ARTICLES OF INCORPORATION OF MBIA INSURANCE CORP. OF ILLINOIS for the purposes as therein stated.

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

Joseph R. Beattie
Notary Public

JOSEPH R. BEATTIE
Notary Public, State of New York
No. D18E5034571
Qualified in Ulster County
Certificate filed in Westchester County
Certificate filed in New York County
Commission Expires Oct. 11, 2010



Approved 3/19/09
State of New York
Division of Taxation
Michael D. Keith