

842128

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

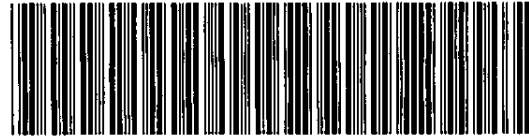
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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13 DEC 13 PM 4:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amel/Restato*

DEC 19 2013

R. WHITE

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Discover Property & Casualty Insurance Company  
Name of Corporation

**DOCUMENT NUMBER:** 872128

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

**Cheryl Urbaniak**

Name of Contact Person

**The Travelers Companies, Inc.**

Firm/Company

**385 Washington Street**

Address

**St. Paul, MN 55102**

City/State and Zip Code

**curbania@travelers.com**

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

For further information concerning this matter, please call:

**Cheryl Urbaniak**

Name of Contact Person

at ( **651** ) **310-8026**

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



Sent via Federal Express

December 12, 2013

Florida Department of State  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

The Travelers Companies, Inc.  
385 Washington Street  
St. Paul, MN 55102-1396  
651.310.7911 TEL  
www.travelers.com

**REDOMESTICATION TO CONNECTICUT**

<u>Insurer</u>	<u>NAIC</u>	<u>FEIN</u>
Discover Property & Casualty Insurance Company	36463	36-2999370
St. Paul Protective Insurance Company	19224	36-2542404

To Whom It May Concern:

Enclosed please find a completed Cover Letter form and Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida form for each of our above two companies for updating your records relating to their redomestication from Illinois to Connecticut, effective December 1, 2013. Also, enclosed in each company's packet is a check in the amount of \$43.75 in payment of the filing fee (\$35.00) and in payment of a certified copy of the filed amendment (\$8.75). As required, also enclosed in each company packet is an original certified copy of the amended and restated certificate of incorporation.

Please send the approval and certified copy to me at the address below via Federal Express, using our Federal Express Account #0554-0578-6.

Cheryl Urbaniak  
Corporate Legal – Company Licensing (MC 9275-NB15A)  
Travelers  
385 Washington Street  
St. Paul, MN 55102

Thank you for your assistance with this matter. If you have any questions or find that I may provide you with anything further, please do not hesitate to call me at 651/310-8026 or email me at [curbania@travelers.com](mailto:curbania@travelers.com).

Sincerely,

Cheryl Urbaniak  
Manager, Insurance Company Licensing  
Corporate Legal  
EMAIL ADDRESS: [CURBANIA@travelers.com](mailto:CURBANIA@travelers.com)  
CU/l  
Enclosures

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA** 43  
(Pursuant to s. 607.1504, F.S.)

FILED  
13 DEC 13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

842128

(Document number of corporation (if known))

1. Discover Property & Casualty Insurance Company

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

2. Illinois

(Incorporated under laws of)

3. 12/20/1979

(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? N/A

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.

N/A

(New duration)

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

Connecticut

(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)

Jeffrey Slack

(Typed or printed name of person signing)

Assistant Corporate Secretary

(Title of person signing)



## SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 150470, HARTFORD, CT 06115-0470

DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06106

PHONE: 860-509-6003

WEBSITE: [www.concord-sots.ct.gov](http://www.concord-sots.ct.gov)

### CERTIFICATE OF REDOMESTICATION INSURANCE COMPANY REDOMESTICATION TO CONNECTICUT

FILING #0004987730 PG 01 OF 90 VOL B-01872  
FILED 11/26/2013 11:00 AM PAGE 02918  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

*Certificate of Authorization from Insurance Commissioner and a certified copy of the original Articles of Incorporation must be filed with this certificate.*

*USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 8 1/2 X 11 SHEETS IF NECESSARY.*

<b>FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS):</b>		<b>FILING FEE: \$100 PLUS FRANCHISE TAX</b>
NAME:	Kenda C. Davis	
ADDRESS:	The Travelers Companies, Inc. One Tower Square, Corp. Legal, MS08A	
CITY:	Hartford	
STATE:	CT	ZIP: 06183
<b>1. NAME OF INSURANCE COMPANY:</b> Discover Property & Casualty Insurance Company		
<b>2. CHARTER HISTORY OF CORPORATION (INCLUDING DATE AND PLACE OF INCORPORATION, NAME CHANGE INFORMATION AND INFORMATION REGARDING CHANGE OF DOMICILE STATE):</b>  Discover Property & Casualty Insurance Company was incorporated in Illinois on December 20, 1978. The company changed its name from Northbrook National Insurance Company to Discover Property & Casualty Insurance Company on April 16, 1999.		
<b>3. APPROVALS:</b>  THE CORPORATION'S REDOMESTICATION TO CONNECTICUT WAS APPROVED BY THE INSURANCE COMMISSIONER OF THE STATE OF  Illinois (STATE FROM WHICH CORPORATION IS REDOMESTICATING)  THE CORPORATION'S REDOMESTICATION WAS APPROVED BY THE INSURANCE COMMISSIONER OF THE STATE OF CONNECTICUT AS DEMONSTRATED BY SUCH COMMISSIONER'S CERTIFICATE OF APPROVAL INCLUDED HERewith.		
<b>4. VOTE INFORMATION (CHECK AND COMPLETE A OR B)</b>  <input checked="" type="checkbox"/> (A) THE INSURANCE COMPANY HAS AUTHORITY TO ISSUE CAPITAL STOCK. THE RESOLUTION OF REDOMESTICATION WAS ADOPTED BY ITS BOARD OF DIRECTORS AND APPROVED BY ITS SHAREHOLDERS AS FOLLOWS (PROVIDE AT MINIMUM THE TOTAL NUMBER OF SHAREHOLDER VOTES CAST IN FAVOR OF THE RESOLUTION AND THE TOTAL NUMBER OF VOTES CAST AGAINST THE RESOLUTION OR IF NO SHAREHOLDER APPROVAL WAS REQUIRED, PROVIDE A STATEMENT TO THAT EFFECT): The total number of shareholder votes cast in favor of the resolution was 42,000. No votes were cast against. <input type="checkbox"/> (B) THE CORPORATION IS A MUTUAL INSURANCE COMPANY. THE RESOLUTION OF REDOMESTICATION WAS ADOPTED BY ITS BOARD OF DIRECTORS AND APPROVED BY ITS MEMBERS AS FOLLOWS (PROVIDE AT MINIMUM THE TOTAL NUMBER OF MEMBER VOTES CAST IN FAVOR OF THE RESOLUTION AND THE TOTAL NUMBER OF VOTES CAST AGAINST THE RESOLUTION OR IF NO MEMBERSHIP APPROVAL WAS REQUIRED, PROVIDE A STATEMENT TO THAT EFFECT):		

5. CERTIFICATE OF INCORPORATION:

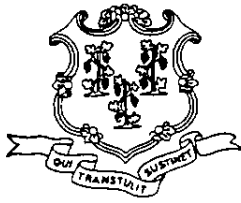
THE CORPORATION'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION IS ATTACHED HERETO.

6. EXECUTION:

DATED THIS 26th DAY OF November, 20 13

NAME OF SIGNATORY (print/type)	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Ann B. Mulcahy	Assistant Corporate Secretary	<i>Ann B. Mulcahy</i>

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FILED 11/26/2013 11:00 AM PAGE 02919  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE



# State of Connecticut

## Insurance Department

This is to Certify, that

- the redomestication of the Discover Property & Casualty Insurance Company, an Illinois Company, pursuant to Section 38a-58a of the Connecticut General Statutes, is approved,
- the attached Certificate of Redomestication and Amended and Restated Certificate of Incorporation effecting its change of domicile to Connecticut is approved, and
- the effective date of the redomestication is December 1, 2013.

Witness my hand and official seal, at HARTFORD,

this 21<sup>st</sup> day of November, 2013

A handwritten signature in cursive script, appearing to read "Thomas B. Lee".

Insurance Commissioner

FILING #0004987730 PG 03 OF 90 VOL B-01872  
FILED 11/26/2013 11:00 AM PAGE 02920  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
DISCOVER PROPERTY & CASUALTY INSURANCE COMPANY**

**Section 1.** The name of the corporation is Discover Property & Casualty Insurance Company.

The corporation is a continuation of the existence of Discover Property & Casualty Insurance Company, through its adoption of Connecticut as its corporate domicile. The corporation's date of incorporation is December 20, 1978, the original date of incorporation of Discover Property & Casualty Insurance Company.

**Section 2.** The business purposes and powers of said corporation shall be as follows:

The corporation shall have the purposes and powers to write fire, extended coverage and other allied lines, homeowners multiple perils, commercial multiple peril, earthquakes, growing crops, ocean and inland marine, accident and health, workers' compensation, liability, including automobile liability, automobile physical damage, aircraft, fidelity and surety, glass, burglary and theft, boiler and machinery, residual value insurance, credit, and any and all forms of property and casualty insurance which any other corporation now or hereafter incorporated in Connecticut and empowered to do insurance businesses may now or hereafter lawfully do; to accept or cede reinsurance; to issue policies and contracts for any kind or combinations of kinds of insurance; to acquire and hold any or all of the shares or other securities of any corporation or other entities; and to engage in any lawful act or activity for which corporations may be formed under the laws of Connecticut. The corporation is authorized to exercise the powers herein granted in any state, territory or jurisdiction of the United States or in any foreign country.

**Section 3.** The total number of shares which the corporation has authority to issue is forty-two thousand (42,000) shares of common stock, with a par value of \$150.00 dollars per share. All shares of common stock have unlimited voting rights and together are entitled to receive the net assets of the corporation upon dissolution.

**Section 4.** The principal place of business of the corporation in the State of Connecticut shall be One Tower Square, Hartford, Connecticut, 06183. The corporation may establish and maintain an office within or without the State of Connecticut or offices in such other places as the board of directors may from time to time find necessary or desirable.

**Section 5.** The personal liability to the corporation or its shareholders of a person who is or was a director of the corporation for monetary damages for breach of duty as a director shall be limited to the amount of the compensation received by the director for serving the corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the director, (b) enable the director or an associate, as defined in Section 33-840 of the Connecticut Business Corporation Act (the "CBCA") as in effect on the effective date hereof or as it may be amended from time to time, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the corporation, (d) constitute a sustained and



unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation, or (e) create liability under Section 33-757 of the CBCA as in effect on the effective date hereof or as it may be amended from time to time. The personal liability of a person who is or was a director to the corporation or its shareholders for breach of duty as a director shall further be limited to the full extent allowed by the CBCA as it may be amended from time to time. Any lawful repeal or modification of this Section or the adoption of any provision inconsistent herewith by the board of directors and the shareholders of the corporation shall not, with respect to a person who is or was a director, adversely affect any limitation of liability, right or protection existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.

#### Section 6.

- (1) The corporation shall indemnify its directors for liability, as defined in Section 33-770(5) of the CBCA, to any person for any action taken, or any failure to take any action, as a director, except liability that: (a) involved a knowing and culpable violation of law by the director; (b) enabled the director or an associate (as defined in Section 33-840 of the CBCA) to receive an improper personal gain; (c) showed a lack of good faith and conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that the director's conduct or omission created an unjustifiable risk of serious injury to the corporation; (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation; or (e) created liability under Section 33-757 of the CBCA. Notwithstanding anything in the preceding sentence to the contrary, the corporation shall be required to indemnify a director in connection with a proceeding commenced by such director only if (i) the commencement of such proceeding by the director was authorized by the board of directors of the corporation or (ii) such proceeding was brought to establish or enforce a right of indemnification under this Section or the by-laws of the corporation. This Section shall not affect the indemnification or advance of expenses to a director for any liability stemming from acts or omissions occurring prior to the effective date of this Section. Any lawful repeal or modification of this Section or the adoption of any provision inconsistent herewith by the board of directors and the shareholders of the corporation shall not, with respect to a person who is or was a director, adversely affect the indemnification or advance of expenses to such person for any liability stemming from acts or omissions occurring prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.
- (2) The corporation shall not be obligated by Section 33-776(d) of the CBCA to indemnify, or advance expenses, to any current or former employee or agent of the corporation who is not a director. However, the corporation may, at the discretion of the board of directors, indemnify, or advance expenses to, any current or former employee or agent of the corporation, who is not a director, to the fullest extent permitted by law.

**CERTIFICATION**

The undersigned, Ann B. Mulcahy, Assistant Corporate Secretary of Discover Property & Casualty Insurance Company (the "Company"), does hereby certify that the foregoing Certificate of Incorporation is a true and correct copy duly adopted by the Board of Directors of the Company effective July 12, 2013, and is in full force and effect as of the date of this certification.

Discover Property & Casualty Insurance Company

Ann B. Mulcahy

Assistant Corporate Secretary

Hartford, Connecticut

Dated: November 26, 2013



STATE OF ILLINOIS  
DEPARTMENT OF INSURANCE

320 WEST WASHINGTON STREET  
SPRINGFIELD, ILLINOIS 62767-0001



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 Insurance.

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

Date: OCT 30 2013 Andrew Bain  
Director of Insurance *mms*

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FILED 11/26/2013 11:00 AM PAGE 02924  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
DISCOVER PROPERTY & CASUALTY INSURANCE COMPANY  
AMENDED AS OF AUGUST 22, 2002**

**First** [A] The corporate name of the company shall be DISCOVER PROPERTY & CASUALTY INSURANCE COMPANY.

[B] The principal office of the company shall be located in the City of Chicago, County of Cook, in the State of Illinois.

[C] The period of duration of the company shall be perpetual.

**Second** The amount of capital stock shall be Six Million Three Hundred Thousand Dollars (\$6,300,000), divided into Forty-Two Thousand (42,000) shares of the par value of One Hundred Fifty Dollars (\$150) per share.

**Third** [A] The number of Directors shall be as provided in the By-Laws, but shall be not less than three, nor more than twenty-one. The Directors shall be elected at each annual meeting of the shareholders for a term of one year. Vacancies in the Board of Directors shall be filled by a vote of the shareholders.

[B] The corporate powers of the company shall be vested in the Board of Directors who shall have power to do any and all acts the company may do under the law and not otherwise to be performed by the shareholders, and shall have power to adopt By-Laws not inconsistent with law for the government and regulation of the business.

[C] In all elections for Directors, every shareholder has the right to vote in person or by proxy, for the number of shares owned by him, for as many persons as there are Directors to be elected or to cumulate his shares, and give one candidate as many votes as the number of Directors multiplied by the number of his shares equals, or to distribute them on the same principle among as many candidates as he thinks fit, and Directors shall not be elected in any other manner.

**Fourth** The designation of the general officers shall be Chairman of the Board, President, two or more Vice Presidents, Treasurer, Secretary and Controller.

**Fifth** The fiscal year shall commence on the first day of January and terminate on the 31st day of December of each year.

**Sixth** The objects and purposes of this company shall be the following:

[A] The business of engaging in the following classes and writing and transacting the following kinds of insurance:

[1] **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.
- [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) 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 Class 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 coverage 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.
- [l] **Legal Expense Insurance.** Insurance which involves the assumption of a contractual obligation to reimburse the beneficiary against or pay on behalf of the beneficiary, all or a portion of his fees, costs, or expenses related to or arising out of services performed by or under the supervision of an attorney licensed to practice in the jurisdiction wherein the services are performed, regardless of whether the payment

is made by the beneficiaries individually or by a third person for them, but does not include the provision of or reimbursement for legal services incidental to "Legal Expense Insurance" does not include:

- [i] Retainer contracts made by attorneys at law with individual clients with fees based on estimates of the nature and amount of services to be provided to the specific client, and similar contracts made with a group of clients involved in the same or closely related legal matters;
- [ii] Plans owned or operated by attorneys who are the providers of legal services to the plan;
- [iii] Plans providing legal service benefits to groups where such plans are owned or operated by authority of a state, county, local or other bar association;
- [iv] Any lawyer referral service authorized or operated by a state, county, local or other bar association;
- [v] The furnishing of legal assistance by labor unions and other employee organizations to their members in matters relating to employment or occupation;
- [vi] The furnishing of legal assistance to members or dependents, by churches, consumer organizations, cooperatives, educational institutions, credit unions, or organizations of employees, where such organizations contract directly with lawyers or law firms for the provision of legal services, and the administration and marketing of such legal services is wholly conducted by the organization or its subsidiary;
- [vii] Legal services provided by an employee welfare benefit plan defined by the Employee Retirement Income Security Act of 1974;
- [viii] Any collectively bargained plan for legal services between a labor union and an employer negotiated pursuant to Section 302 of the Labor Management Relations Act as now or hereafter amended, under which plan legal services will be provided for employees of the employer whether or not payments for such services are funded to or through an insurance company.

[2] 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 conditions 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 insurances 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 Class 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.
- [i] **Legal Expense Insurance.** Insurance against risk resulting from the cost of legal services as defined under Class 2(1).

[B] Notwithstanding limitations otherwise applicable, engaging directly in any of the following businesses:

- [1] rendering investment advice;
- [2] rendering services related to the functions involved in the operation of the company's insurance business including, but not limited to, actuarial, loss prevention, safety

- engineering, data processing, accounting, claims, appraisal and collection services;
- [3] acting as administrative agent for a government instrumentality which is performing an insurance function for a health or welfare program;
- [4] reinsuring the business of title insurance companies;
- [5] any other business activity reasonably complementary or supplementary to the company's insurance business; either to the extent necessarily or properly incidental to the insurance business the company is authorized to do in this State or to the extent approved by the Director of Insurance of the State and subject to any limitations he may prescribe for the protection of the interests of the policyholders of the company taking into account the effect of such business on the company's existing insurance business and its surplus, the proposed allocation of the estimated cost of such business and the risks inherent in such business as well as the relative advantages to the company and its policyholders of conducting such business directly instead of through a subsidiary.

**Seventh** The company may issue both participating and nonparticipating policies. The Board of Directors shall have power to determine the amount and the manner of payment of dividends to the holders of participating policies. Such dividends shall be apportioned equitably and in accordance with such rates and rules and applicable to such kind or kinds of insurance as may be determined by the Board of Directors, which shall have the power to adopt any By-Laws pertaining to such declaration and payment which in the judgment of said Board of Directors may seem necessary or desirable.

**Eighth** The company may indemnify any person as permitted by the Illinois Insurance Code.

**DISCOVER PROPERTY & CASUALTY INSURANCE COMPANY**

By:   
Bruce A. Backberg  
Senior Vice President

(SEAL)

Attest:

  
Karen C. Abraham  
Assistant Corporate Secretary

APPROVED THIS 7<sup>th</sup> day of  
October, 2002.

  
NATHANIEL S. SHAPO  
DIRECTOR



STATE OF ILLINOIS  
DEPARTMENT OF INSURANCE  
320 WEST WASHINGTON STREET  
SPRINGFIELD, ILLINOIS 62767-0001



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 Insurance.

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

Date: OCT 30 2013 Andrew Baird  
Director of Insurance *mws*

FILED #000498730 PG 15 OF 90 VOL B-01872  
FILED 11/26/2013 11:00 AM PAGE 02932  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
NORTHBROOK NATIONAL INSURANCE COMPANY  
AMENDED AS OF APRIL 1, 1999

**First**        [A]    The corporate name of the company shall be DISCOVER PROPERTY & CASUALTY INSURANCE COMPANY.

              [B]    The principal office of the company shall be located in the City of Chicago, County of Cook, in the State of Illinois.

              [C]    The period of duration of the company shall be perpetual.

**Second**        The amount of capital stock shall be Four Million Two Hundred Thousand Dollars (\$4,200,000), divided into Forty-Two Thousand (42,000) shares of the par value of One Hundred Dollars (\$100) per share.

**Third**        [A]    The number of Directors shall be as provided in the By-Laws, but shall be not less than three, nor more than twenty-one. The Directors shall be elected at each annual meeting of the shareholders for a term of one year. Vacancies in the Board of Directors shall be filled by a vote of the shareholders.

              [B]    The corporate powers of the company shall be vested in the Board of Directors who shall have power to do any and all acts the company may do under the law and not otherwise to be performed by the shareholders, and shall have power to adopt By-Laws not inconsistent with law for the government and regulation of the business.

              [C]    In all elections for Directors, every shareholder has the right to vote in person or by proxy, for the number of shares owned by him, for as many persons as there are Directors to be elected or to cumulate his shares, and give one candidate as many votes as the number of Directors multiplied by the number of his shares equals, or to distribute them on the same principle among as many candidates as he thinks fit, and Directors shall not be elected in any other manner.

**Fourth** The designation of the general officers shall be Chairman of the Board, President, two or more Vice Presidents, Treasurer, Secretary and Controller.

**Fifth** The fiscal year shall commence on the first day of January and terminate on the 31st day of December of each year.

**Sixth** The objects and purposes of this company shall be the following:

[A] The business of engaging in the following classes and writing and transacting the following kinds of insurance:

[1] **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.
- [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) 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 Class 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 coverage 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.
- [l] Legal Expense Insurance. Insurance which involves the assumption of a contractual obligation to reimburse the beneficiary against or pay on behalf of the beneficiary, all or a portion of his fees, costs, or expenses related to or arising out of services performed by or under the supervision of an attorney licensed to practice in the jurisdiction wherein the services are performed, regardless of whether the payment is made by the beneficiaries individually or by a third person for them, but does not include the provision of or reimbursement for legal services incidental to "Legal Expense Insurance" does not include:
  - [i] Retainer contracts made by attorneys at law with individual clients with fees based on estimates of the nature and amount of services to be provided to the specific client, and similar contracts made with a group of clients involved in the same or closely related legal matters;
  - [ii] Plans owned or operated by attorneys who are the providers of legal services to the plan;
  - [iii] Plans providing legal service benefits to groups where such plans are owned or operated by authority of a state, county, local or other bar association;
  - [iv] Any lawyer referral service authorized or operated by a state, county, local or other bar association;
  - [v] The furnishing of legal assistance by labor unions and other employee organizations to their members in matters relating to employment or occupation;
  - [vi] The furnishing of legal assistance to members or dependents, by churches, consumer organizations, cooperatives educational institutions, credit unions, or

organizations of employees, where such organizations contract directly with lawyers or law firms for the provision of legal services, and the administration and marketing of such legal services is wholly conducted by the organization or its subsidiary;

[vii] Legal services provided by an employee welfare benefit plan defined by the Employee Retirement Income Security Act of 1974;

[viii] Any collectively bargained plan for legal services between a labor union and an employer negotiated pursuant to Section 302 of the Labor Management Relations Act as now or hereafter amended, under which plan legal services will be provided for employees of the employer whether or not payments for such services are funded to or through an insurance company.

[2] **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 conditions 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 insurances 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 Class 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.
- [i] Legal Expense Insurance. Insurance against risk resulting from the cost of legal services as defined under Class 2(1).

[B] Notwithstanding limitations otherwise applicable, engaging directly in any of the following businesses:

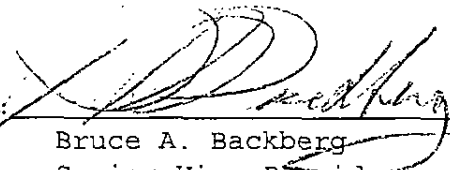
- [1] rendering investment advice;
- [2] rendering services related to the functions involved in the operation of the company's insurance business including, but not limited to, actuarial, loss prevention, safety engineering, data processing, accounting, claims, appraisal and collection services;
- [3] acting as administrative agent for a government instrumentality which is performing an insurance function for a health or welfare program;
- [4] reinsuring the business of title insurance companies;
- [5] any other business activity reasonably complementary or supplementary to the company's insurance business; either to the extent necessarily or properly incidental to the insurance business the company is authorized to do in this State or to the extent approved by the Director of Insurance of the State and subject to any limitations he may prescribe for the protection of the interests of the policyholders of the company taking into account the effect of such business on the company's existing insurance business and its surplus,

the proposed allocation of the estimated cost of such business and the risks inherent in such business as well as the relative advantages to the company and its policyholders of conducting such business directly instead of through a subsidiary.

**Seventh** The company may issue both participating and nonparticipating policies. The Board of Directors shall have power to determine the amount and the manner of payment of dividends to the holders of participating policies. Such dividends shall be apportioned equitably and in accordance with such rates and rules and applicable to such kind or kinds of insurance as may be determined by the Board of Directors, which shall have the power to adopt any By-Laws pertaining to such declaration and payment which in the judgment of said Board of Directors may seem necessary or desirable.

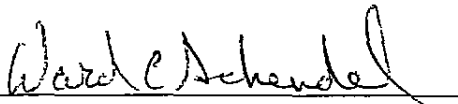
**Eighth** The company may indemnify any person as permitted by the Illinois Insurance Code.

NORTHBROOK NATIONAL INSURANCE COMPANY

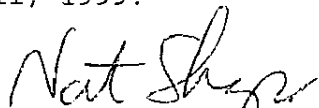
By:   
Bruce A. Backberg  
Senior Vice President

(SEAL)

Attest:

  
Ward C. Schendel  
Assistant Corporate Secretary

APPROVED THIS 16<sup>th</sup> day of  
April, 1999.

  
Nathaniel S. Shapo  
Director



STATE OF ILLINOIS  
DEPARTMENT OF INSURANCE  
320 WEST WASHINGTON STREET  
SPRINGFIELD, ILLINOIS 62767-0001



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 Insurance.

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

Date: OCT 30 2013 Andrew Baird  
Director of Insurance *mms*

FILED #0004987730 PG 24 OF 90 VOL B-01872  
FILED 11/26/2013 11:00 AM PAGE 02941  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
NORTHBROOK NATIONAL INSURANCE COMPANY  
AMENDED AS OF OCTOBER 31, 1997

**First**           [A]   The corporate name of the company shall be  
NORTHBROOK NATIONAL INSURANCE COMPANY.

                  [B]   The principal office of the company shall be  
located in the City of Chicago, County of Cook, in the State of  
Illinois.

                  [C]   The period of duration of the company shall be  
perpetual.

**Second**           The amount of capital stock shall be Four Million Two  
Hundred Thousand Dollars (\$4,200,000), divided into Forty-Two Thousand  
(42,000) shares of the par value of One Hundred Dollars (\$100) per  
share.

**Third**           [A]   The number of Directors shall be as provided in  
the By-Laws, but shall be not less than three, nor more than twenty-  
one. The Directors shall be elected at each annual meeting of the  
shareholders for a term of one year. Vacancies in the Board of  
Directors shall be filled by a vote of the shareholders.

                  [B]   The corporate powers of the company shall be  
vested in the Board of Directors who shall have power to do any and  
all acts the company may do under the law and not otherwise to be  
performed by the shareholders, and shall have power to adopt By-Laws  
not inconsistent with law for the government and regulation of the  
business.

                  [C]   In all elections for Directors, every shareholder  
has the right to vote in person or by proxy, for the number of shares  
owned by him, for as many persons as there are Directors to be elected  
or to cumulate his shares, and give one candidate as many votes as the  
number of Directors multiplied by the number of his shares equals, or  
to distribute them on the same principle among as many candidates as  
he thinks fit, and Directors shall not be elected in any other manner.

**Fourth**           The designation of the general officers shall be  
Chairman of the Board, President, two or more Vice Presidents,  
Treasurer, Secretary and Controller.

**Fifth**           The fiscal year shall commence on the first day of  
January and terminate on the 31st day of December of each year.

**Sixth**           The objects and purposes of this company shall be the  
following:

                  [A]   The business of engaging in the following classes and  
writing and transacting the following kinds of insurance:

                  [1]   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.
- [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) 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 Class 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 coverage 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.
- [l] Legal Expense Insurance. Insurance which involves the assumption of a contractual obligation to reimburse the beneficiary against

or pay on behalf of the beneficiary, all or a portion of his fees, costs, or expenses related to or arising out of services performed by or under the supervision of an attorney licensed to practice in the jurisdiction wherein the services are performed, regardless of whether the payment is made by the beneficiaries individually or by a third person for them, but does not include the provision of or reimbursement for legal services incidental to "Legal Expense Insurance" does not include:

- [i] Retainer contracts made by attorneys at law with individual clients with fees based on estimates of the nature and amount of services to be provided to the specific client, and similar contracts made with a group of clients involved in the same or closely related legal matters;
- [ii] Plans owned or operated by attorneys who are the providers of legal services to the plan;
- [iii] Plans providing legal service benefits to groups where such plans are owned or operated by authority of a state, county, local or other bar association;
- [iv] Any lawyer referral service authorized or operated by a state, county, local or other bar association;
- [v] The furnishing of legal assistance by labor unions and other employee organizations to their members in matters relating to employment or occupation;
- [vi] The furnishing of legal assistance to members or dependents, by churches, consumer organizations, cooperatives educational institutions, credit unions, or organizations of employees, where such organizations contract directly with lawyers or law firms for the provision of legal services, and the administration and marketing of such legal services is wholly conducted by the organization or its subsidiary;
- [vii] Legal services provided by an employee welfare benefit plan defined by the Employee Retirement Income Security Act of 1974;



[viii] Any collectively bargained plan for legal services between a labor union and an employer negotiated pursuant to Section 302 of the Labor Management Relations Act as now or hereafter amended, under which plan legal services will be provided for employees of the employer whether or not payments for such services are funded to or through an insurance company.

[2] **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 conditions 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 insurances 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.

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- [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 Class 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.

[i] Legal Expense Insurance. Insurance against risk resulting from the cost of legal services as defined under Class 2(1).

[B] Notwithstanding limitations otherwise applicable, engaging directly in any of the following businesses:

- [1] rendering investment advice;
- [2] rendering services related to the functions involved in the operation of the company's insurance business including, but not limited to, actuarial, loss prevention, safety engineering, data processing, accounting, claims, appraisal and collection services;
- [3] acting as administrative agent for a government instrumentality which is performing an insurance function for a health or welfare program;
- [4] reinsuring the business of title insurance companies;
- [5] any other business activity reasonably complementary or supplementary to the company's insurance business; either to the extent necessarily or properly incidental to the insurance business the company is authorized to do in this State or to the extent approved by the Director of Insurance of the State and subject to any limitations he may prescribe for the protection of the interests of the policyholders of the company taking into account the effect of such business on the company's existing insurance business and its surplus, the proposed allocation of the estimated cost of such business and the risks inherent in such business as well as the relative advantages to the company and its policyholders of conducting such business directly instead of through a subsidiary.

**Seventh** The company may issue both participating and nonparticipating policies. The Board of Directors shall have power to determine the amount and the manner of payment of dividends to the holders of participating policies. Such dividends shall be apportioned equitably and in accordance with such rates and rules and applicable to such kind or kinds of insurance as may be determined by

the Board of Directors, which shall have the power to adopt any By-Laws pertaining to such declaration and payment which in the judgment of said Board of Directors may seem necessary or desirable.

**Eighth** The company may indemnify any person as permitted by the Illinois Insurance Code.

**NORTHBROOK NATIONAL INSURANCE COMPANY**

By: James A. Schulte  
James A. Schulte  
Executive Vice President

(SEAL)

Attest:

Edward M. Gerber  
Edward M. Gerber  
Assistant Corporate Secretary

APPROVED THIS 12<sup>th</sup> day of  
December, 1997.

Mark Boozell  
Mark Boozell, Director

By: John M. Mason



STATE OF ILLINOIS  
DEPARTMENT OF INSURANCE  
320 WEST WASHINGTON STREET  
SPRINGFIELD, ILLINOIS 62767-0001



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 Insurance.

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

Date: OCT 30 2013 Andrew Baun  
Director of Insurance *mws*

SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
NORTHBROOK NATIONAL INSURANCE COMPANY  
AMENDED AS OF JANUARY 21, 1994**

**First** [A] The corporate name of the company shall be NORTHBROOK NATIONAL INSURANCE COMPANY.

[B] The principal office of the company shall be located in the Village of South Barrington, County of Cook, in the State of Illinois.

[C] The period of duration of the company shall be perpetual.

**Second** The amount of capital stock shall be Four Million Two Hundred Thousand Dollars (\$4,200,000), divided into Forty-Two Thousand (42,000) shares of the par value of One Hundred Dollars (\$100) per share.

**Third** [A] The number of Directors shall be as provided in the By-Laws, but shall be not less than three, nor more than twenty-one. The Directors shall be elected at each annual meeting of the shareholders for a term of one year. Vacancies in the Board of Directors shall be filled by a vote of the shareholders.

[B] The corporate powers of the company shall be vested in the Board of Directors who shall have power to do any and all acts the company may do under the law and not otherwise to be performed by the shareholders, and shall have power to adopt By-Laws not inconsistent with law for the government and regulation of the business.

[C] In all elections for Directors, every shareholder has the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are Directors to be elected or to cumulate his shares, and give one candidate as many votes as the number of Directors multiplied by the number of his shares equals, or to distribute them on the same principle among as many candidates as he thinks fit, and Directors shall not be elected in any other manner.

**Fourth** The designation of the general officers shall be Chairman of the Board, President, two or more Vice Presidents, Treasurer, Secretary and Controller.

**Fifth** The fiscal year shall commence on the first day of January and terminate on the 31st day of December of each year.

**Sixth** The objects and purposes of this company shall be the following:

[A] The business of engaging in the following classes and writing and transacting the following kinds of insurance:

[1] **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.

[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) 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 Class 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 coverage 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.
- [l] Legal Expense Insurance. Insurance which involves the assumption of a contractual obligation to reimburse the beneficiary against or pay on behalf of the beneficiary, all or a portion of his fees, costs, or expenses related

to or arising out of services performed by or under the supervision of an attorney licensed to practice in the jurisdiction wherein the services are performed, regardless of whether the payment is made by the beneficiaries individually or by a third person for them, but does not include the provision of or reimbursement for legal services incidental to other insurance coverages. "Legal Expense Insurance" does not include:

- [i] Retainer contracts made by attorneys at law with individual clients with fees based on estimates of the nature and amount of services to be provided to the specific client, and similar contracts made with a group of clients involved in the same or closely related legal matters;
- [ii] Plans owned or operated by attorneys who are the providers of legal services to the plan;
- [iii] Plans providing legal service benefits to groups where such plans are owned or operated by authority of a state, county, local or other bar association;
- [iv] Any lawyer referral service authorized or operated by a state, county, local or other bar association;
- [v] The furnishing of legal assistance by labor unions and other employee organizations to their members in matters relating to employment or occupation;
- [vi] The furnishing of legal assistance to members or dependents, by churches, consumer organizations, cooperatives educational institutions, credit unions, or organizations of employees, where such

organizations contract directly with lawyers or law firms for the provision of legal services, and the administration and marketing of such legal services is wholly conducted by the organization or its subsidiary;

[vii] Legal services provided by an employee welfare benefit plan defined by the Employee Retirement Income Security Act of 1974;

[viii] Any collectively bargained plan for legal services between a labor union and an employer negotiated pursuant to Section 302 of the Labor Management Relations Act as now or hereafter amended, under which plan legal services will be provided for employees of the employer whether or not payments for such services are funded to or through an insurance company.

[2] **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 conditions 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 insurances 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 Class 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.

[i] Legal Expense Insurance. Insurance against risk resulting from the cost of legal services as defined under Class 2[1].

[B] Notwithstanding limitations otherwise applicable, engaging directly in any of the following businesses:

- [1] rendering investment advice;
- [2] rendering services related to the functions involved in the operation of the company's insurance business including, but not limited to, actuarial, loss prevention, safety engineering, data processing, accounting, claims, appraisal and collection services;
- [3] acting as administrative agent for a government instrumentality which is performing an insurance function for a health or welfare program;
- [4] reinsuring the business of title insurance companies;
- [5] any other business activity reasonably complementary or supplementary to the company's insurance business; either to the extent necessarily or properly

incidental to the insurance business the company is authorized to do in this State or to the extent approved by the Director of Insurance of the State and subject to any limitations he may prescribe for the protection of the interests of the policyholders of the company taking into account the effect of such business on the company's existing insurance business and its surplus, the proposed allocation of the estimated cost of such business and the risks inherent in such business as well as the relative advantages to the company and its policyholders of conducting such business directly instead of through a subsidiary.

**Seventh** The company may issue both participating and nonparticipating policies. The Board of Directors shall have power to determine the amount and the manner of payment of dividends to the holders of participating policies. Such dividends shall be apportioned equitably and in accordance with such rates and rules and applicable to such kind or kinds of insurance as may be determined by the Board of Directors, which shall have the power to adopt any By-Laws pertaining to such declaration and payment which in the judgment of said Board of Directors may seem necessary or desirable.

**Eighth** The company may indemnify any person as permitted by the Illinois Insurance Code.

**NORTHBROOK NATIONAL INSURANCE COMPANY**

By: Norbert A. Florek  
Norbert A. Florek  
Senior Vice President and  
Controller

(SEAL)

Attest:

Kieran T. Ridge  
Kieran T. Ridge  
Assistant Secretary

APPROVED THIS 30<sup>th</sup> day of  
March, 1994.

James W. Schacht  
James W. Schacht  
Acting Director of Insurance



STATE OF ILLINOIS  
DEPARTMENT OF INSURANCE

320 WEST WASHINGTON STREET  
SPRINGFIELD, ILLINOIS 62767-0001



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 Insurance.

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

Date: OCT 30 2013 Andrew R. Bauer  
Director of Insurance *mwms*

11/20/2013 11:00 AM FROM 06201  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE



**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
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AMENDED AS OF JANUARY 6, 1992**

**First** [A] The corporate name of the company shall be NORTHBROOK NATIONAL INSURANCE COMPANY.

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[C] The period of duration of the company shall be perpetual.

**Second** The amount of capital stock shall be Two Million Five Hundred Thousand Dollars (\$2,500,000), divided into Twenty-Five Thousand (25,000) shares of the par value of One Hundred Dollars (\$100) per share.

**Third** [A] The number of Directors shall be as provided in the By-Laws, but shall be not less than three, nor more than twenty-one. The Directors shall be elected at each annual meeting of the shareholders for a term of one year. Vacancies in the Board of Directors shall be filled by a vote of the shareholders.

[B] The corporate powers of the company shall be vested in the Board of Directors who shall have power to do any and all acts the company may do under the law and not otherwise to be performed by the shareholders, and shall have power to adopt By-Laws not inconsistent with law for the government and regulation of the business.

[C] In all elections for Directors, every shareholder has the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are Directors to be elected or to cumulate his shares, and give one candidate as many votes as the number of Directors multiplied by the number of his shares equals, or to distribute them on the same principle among as many candidates as he thinks fit, and Directors shall not be elected in any other manner.

**Fourth** The designation of the general officers shall be Chairman of the Board, President, two or more Vice Presidents, Treasurer, Secretary and Controller.

**Fifth** The fiscal year shall commence on the first day of January and terminate on the 31st day of December of each year.

**Sixth** The objects and purposes of this company shall be the following:

[A] The business of engaging in the following classes and writing and transacting the following kinds of insurance:

[1] **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.

[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) 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 Class 3, which may lawfully be the subject of insurance and may properly be classified under Class 2.
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- [l] Legal Expense Insurance. Insurance which involves the assumption of a contractual obligation to reimburse the beneficiary against or pay on behalf of the beneficiary, all or a portion of his fees, costs, or expenses related

to or arising out of services performed by or under the supervision of an attorney licensed to practice in the jurisdiction wherein the services are performed, regardless of whether the payment is made by the beneficiaries individually or by a third person for them, but does not include the provision of or reimbursement for legal services incidental to other insurance coverages. "Legal Expense Insurance" does not include:

- [i] Retainer contracts made by attorneys at law with individual clients with fees based on estimates of the nature and amount of services to be provided to the specific client, and similar contracts made with a group of clients involved in the same or closely related legal matters;
- [ii] Plans owned or operated by attorneys who are the providers of legal services to the plan;
- [iii] Plans providing legal service benefits to groups where such plans are owned or operated by authority of a state, county, local or other bar association;
- [iv] Any lawyer referral service authorized or operated by a state, county, local or other bar association;
- [v] The furnishing of legal assistance by labor unions and other employee organizations to their members in matters relating to employment or occupation;
- [vi] The furnishing of legal assistance to members or dependents, by churches, consumer organizations, cooperatives educational institutions, credit unions, or organizations of employees, where such

organizations contract directly with lawyers or law firms for the provision of legal services, and the administration and marketing of such legal services is wholly conducted by the organization or its subsidiary;

[vii] Legal services provided by an employee welfare benefit plan defined by the Employee Retirement Income Security Act of 1974;

[viii] Any collectively bargained plan for legal services between a labor union and an employer negotiated pursuant to Section 302 of the Labor Management Relations Act as now or hereafter amended, under which plan legal services will be provided for employees of the employer whether or not payments for such services are funded to or through an insurance company.

[2] **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 conditions including excess or deficiency of moisture, rising of the waters of the ocean or its tributaries.

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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 insurances 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.

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[i] Legal Expense Insurance. Insurance against risk resulting from the cost of legal services as defined under Class 2[1].

[B] Notwithstanding limitations otherwise applicable, engaging directly in any of the following businesses:

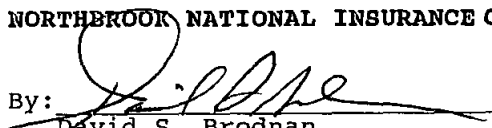
- [1] rendering investment advice;
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- [3] acting as administrative agent for a government instrumentality which is performing an insurance function for a health or welfare program;
- [4] reinsuring the business of title insurance companies;
- [5] any other business activity reasonably complementary or supplementary to the company's insurance business; either to the extent necessarily or properly

incidental to the insurance business the company is authorized to do in this State or to the extent approved by the Director of Insurance of the State and subject to any limitations he may prescribe for the protection of the interests of the policyholders of the company taking into account the effect of such business on the company's existing insurance business and its surplus, the proposed allocation of the estimated cost of such business and the risks inherent in such business as well as the relative advantages to the company and its policyholders of conducting such business directly instead of through a subsidiary.

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**Eighth** The company may indemnify any person as permitted by the Illinois Insurance Code.

**NORTHBROOK NATIONAL INSURANCE COMPANY**

By:   
David S. Brodhan  
Vice President, Assistant Secretary  
and General Counsel

(SEAL)

Attest:

  
Kieran T. Ridge  
Assistant Secretary

APPROVED THIS 15<sup>th</sup> day of

January, 1992.

  
Stephen F. Selcke  
Director of Insurance



STATE OF ILLINOIS  
DEPARTMENT OF INSURANCE  
320 WEST WASHINGTON STREET  
SPRINGFIELD, ILLINOIS 62767-0001



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 Insurance.

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

Date: OCT 30 2013 Andrew Balon  
Director of Insurance

FILED 11/13/2013 11:00 AM FROM  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

EXHIBIT C

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
NORTHBROOK NATIONAL INSURANCE COMPANY  
AS AMENDED NOVEMBER 22, 1982

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- (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.
- (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, co-partnership 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, co-partnership 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) 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 Class 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.
- (l) Legal Expense Insurance. Insurance which involves the assumption of a contractual obligation to reimburse the beneficiary against or pay on behalf of the beneficiary, all or a portion of his fees, costs, or expenses related to or arising out of services performed by or under the supervision of an attorney licensed to practice in the jurisdiction wherein the services are performed, regardless of whether the payment is made by the beneficiaries individually or by a third person for them, but does not include the provision of or reimbursement for legal services incidental to other insurance coverages. "Legal Expense Insurance" does not include:
  - (i) Retainer contracts made by attorneys at law with individual clients with fees based on estimates of the nature and amount of services to be provided to the specific client, and similar contracts made with a group of clients involved in the same or closely related legal matters;
  - (ii) Plans owned or operated by attorneys who are the providers of legal services to the plan;
  - (iii) Plans providing legal service benefits to groups where such plans are owned or operated by authority of a state, county, local or other bar association;

- (iv) Any lawyer referral service authorized or operated by a state, county, local or other bar association;
- (v) The furnishing of legal assistance by labor unions and other employee organizations to their members in matters relating to employment or occupation;
- (vi) The furnishing of legal assistance to members or dependents, by churches, consumer organizations, cooperatives, educational institutions, credit unions or organizations of employees, where such organizations contract directly with lawyers or law firms for the provision of legal services, and the administration and marketing of such legal services is wholly conducted by the organization or its subsidiary;
- (vii) Legal services provided by an employee welfare benefit plan defined by the Employee Retirement Income Security Act of 1974;
- (viii) Any collectively bargained plan for legal services between a labor union and an employer negotiated pursuant to Section 302 of the Labor Management Relations Act as now or hereafter amended, under which plan legal services will be provided for employees of the employer whether or not payments for such services are funded to or through an insurance company.

(2) 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 conditions 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, trans-shipment, or re-shipment 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 insurances 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 Class 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.

- (i) Legal Expense Insurance. Insurance against risk resulting from the cost of legal services as defined under Class 2(1).

Seventh The corporation may issue both participating and nonparticipating policies. The Board of Directors shall have power to determine the amount and the manner of payment of dividends to the holders of participating policies. Such dividends shall be apportioned equitably and in accordance with such rates and rules and applicable to such kind or kinds of insurance as may be determined by the Board of Directors, which shall have the power to adopt any By-Laws pertaining to such declaration and payment which in the judgment of said Board of Directors may seem necessary or desirable.

Eighth The corporation may indemnify any agent as permitted by The Business Corporation Act of Illinois. The corporation shall have power to purchase and maintain insurance on behalf of any agent against any liability asserted against him and incurred by him as agent or arising out of his status as such whether or not the corporation would have the power to indemnify such agent against such liability. The corporation shall also have power to purchase and maintain insurance to indemnify the corporation for any obligation which it may incur as a result of such indemnification of an agent.

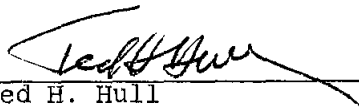
Any indemnification provided to an agent (a) shall not be deemed exclusive of any other rights to which such agent may be entitled by law or under any by-law, agreement, vote of shareholders or disinterested directors or otherwise, and (b) shall inure to the benefit of the legal representative of such agent or his estate, whether such representatives are court appointed or otherwise designated, and to the benefit of the heirs of such agent. As used in this Article, "agent" shall mean any person who is or was:

- (a) a director, officer or employee of the corporation and/or any subsidiary,
- (b) a trustee or a fiduciary under any employee pension, profit sharing, welfare or similar plan or trust of the corporation and/or any subsidiary, or
- (c) serving at the request of the corporation as a director, officer and/or employee of or in a similar

capacity in another corporation, partnership, joint venture, trust or other enterprise, (which shall, for the purpose of this Article, be deemed to include not-for-profit entities of any type), whether acting in such capacity or in any other capacity including, without limitation, as trustee or fiduciary under any employee pension, profit sharing, welfare or similar plan or trust

NORTHBROOK NATIONAL INSURANCE  
COMPANY

By:

  
Ted H. Hull  
Senior Vice President

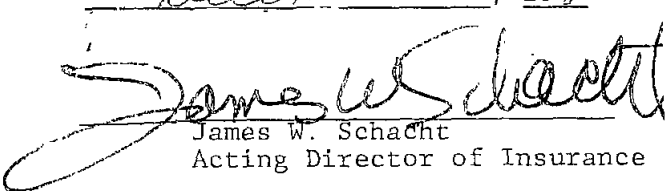
(SEAL)

Attest:

  
Kieran T. Ridge  
Assistant Secretary

APPROVED THIS 16<sup>th</sup> DAY OF

December, 1982

  
James W. Schacht  
Acting Director of Insurance

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SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE



STATE OF ILLINOIS  
DEPARTMENT OF INSURANCE

320 WEST WASHINGTON STREET  
SPRINGFIELD, ILLINOIS 62767-0001



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 Insurance.

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

Date: OCT 30 2013 Andrew Bain  
Director of Insurance *ams*

SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE  
02982

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
NORTHBROOK NATIONAL INSURANCE COMPANY  
AS AMENDED JUNE 23, 1981

First (a) The name of the company shall be NORTHBROOK NATIONAL INSURANCE COMPANY.

(b) The principal office of the company shall be located in the township of Northfield, County of Cook, in the State of Illinois.

(c) The period of duration of the company shall be perpetual.

Second The amount of capital stock shall be Two Million Five Hundred Thousand Dollars (\$2,500,000) divided into twenty-five thousand (25,000) shares of the par value of One Hundred Dollars (\$100) per share.

Third (a) The number of Directors shall be as provided in the By-Laws, but shall be not less than three, nor more than twenty-one. The Directors shall be elected at each annual meeting of the shareholders for a term of one year. Vacancies in the Board of Directors shall be filled by a vote of the shareholders.

(b) The corporate powers of the corporation shall be vested in the Board of Directors who shall have power to do any and all acts the corporation may do under the law and not otherwise to be performed by the shareholders, and shall have power to adopt By-Laws not inconsistent with law for the government and regulation of the business.

(c) In all elections for Directors, every shareholder has the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are Directors to be elected or to cumulate his shares, and give one candidate as many votes as the number of Directors multiplied by the number of his shares equals, or to distribute them on the same principle among as many candidates as he thinks fit, and Directors shall not be elected in any other manner.

Fourth The designation of the general officers shall be Chairman of the Board, President, two or more Vice Presidents, Treasurer, Secretary and Controller.

Fifth The fiscal year shall commence on the first day of January and terminate on the 31st day of December of each year.

Sixth The objects and purposes of this corporation shall be the business of writing the following classes and kinds of insurance:

(1) 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.
- (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, co-partnership 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, co-partnership 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) 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 Class 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.
- (l) Legal Expense Insurance. Insurance which involves the assumption of a contractual obligation to reimburse the beneficiary against or pay on behalf of the beneficiary, all or a portion of his fees, costs, or expenses related to or arising out of services performed by or under the supervision of an attorney licensed to practice in the jurisdiction wherein the services are performed regardless of whether the payment is made by the beneficiaries individually or by a third person for them, but does not include the provision of or reimbursement for legal services incidental to other insurance coverages.
- "Legal Expense Insurance" does not include:

- (i) Retainer contracts made by attorneys at law with individual clients with fees based on estimates of the nature and amount of services to be provided to the specific client, and similar contracts made with a group of clients involved in the same or closely related legal matters;

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SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

- (ii) Plans owned or operated by  
attorneys who are the providers  
of legal services to the plan;
- (iii) Plans providing legal service  
benefits to groups where such plans  
are owned or operated by authority  
of a state, county, local or other  
bar association;
- (iv) Any lawyer referral service  
authorized or operated by a state,  
county, local or other bar  
association;
- (v) The furnishing of legal assistance  
by labor unions and other employee  
organizations to their members in  
matters relating to employment or  
occupation;
- (vi) The furnishing of legal assistance  
to members or dependents, by churches  
consumer organizations, cooperatives,  
educational institutions, credit  
unions or organizations of employees,  
where such organizations contract  
directly with lawyers or law firms  
for the provision of legal services,  
and the administration and marketing  
of such legal services is wholly  
conducted by the organization or its  
subsidiary;
- (vii) Legal services provided by an employee  
welfare benefit plan defined by the  
Employee Retirement Income Security  
Act of 1974;
- (viii) Any collectively bargained plan for  
legal services between a labor union

and an employer negotiated

pursuant to Section 302 of the  
Labor Management Relations Act  
as now or hereafter amended,  
under which plan legal services  
will be provided for employees of  
the employer whether or not payments  
for such services are funded to or  
through an insurance company.

(2) 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 conditions 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 transpor-  
tation) 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, trans-shipment,  
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 insurances 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 Class 2, which may  
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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 classifi-  
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of the kinds of insurance wherein such cause  
is specified.
- (i) Legal Expense Insurance. Insurance against  
risk resulting from the cost of legal  
services as defined under Class 2(1).

Seventh The corporation may issue both participating and non-participating policies. The Board of Directors shall have power to determine the amount and the manner of payment of dividends to the holders of participating policies. Such dividends shall be apportioned equitably and in accordance with such rates and rules and applicable to such kind or kinds of insurance as may be determined by the Board of Directors, which shall have the power to adopt any By-Laws pertaining to such declaration and payment which in the judgment of said Board of Directors may seem necessary or desirable.

Eighth The corporation may indemnify any agent as permitted by The Business Corporation Act of Illinois. The corporation shall have power to purchase and maintain insurance on behalf of any agent against any liability asserted against him and incurred by him as

agent or arising out of his status as such whether or not the corporation would have the power to indemnify such agent against such liability. The corporation shall also have power to purchase and maintain insurance to indemnify the corporation for any obligation which it may incur as a result of such indemnification of an agent.

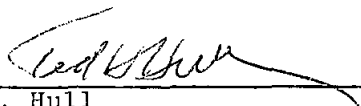
Any indemnification provided to an agent (a) shall not be deemed exclusive of any other rights to which such agent may be entitled by law or under any by-law, agreement, vote of shareholders or disinterested directors or otherwise, and (b) shall inure to the benefit of the legal representative of such agent or his estate, whether such representatives are court appointed or otherwise designated, and to the benefit of the heirs of such agent. As used in this Article, "agent" shall mean any person who is or was

- (a) a director, officer or employee of the corporation and/or any subsidiary,
- (b) a trustee or a fiduciary under any employee pension, profit sharing, welfare or similar plan or trust of the corporation and/or any subsidiary, or
- (c) serving at the request of the corporation as a director, officer and/or employee of or in a similar capacity in another corporation, partnership, joint venture, trust or other enterprise, (which shall, for the purpose of this Article, be deemed to include not-for-profit entities of any type), whether acting in such capacity or in any other capacity including,



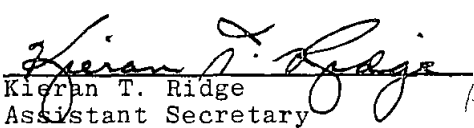
without limitation, as trustee or  
fiduciary under any employee pension,  
profit sharing, welfare or similar  
plan or trust.

NORTHBROOK NATIONAL  
INSURANCE COMPANY

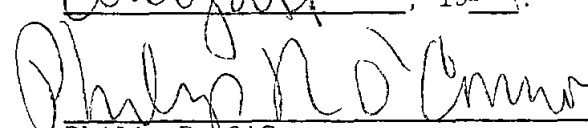
By   
Ted H. Hull  
Senior Vice President

(SEAL)

Attest

  
Kieran T. Ridge  
Assistant Secretary

APPROVED THIS 27<sup>th</sup> day of  
August, 1981.

  
Philip R. O'Connor  
Director of Insurance



STATE OF ILLINOIS  
DEPARTMENT OF INSURANCE  
320 WEST WASHINGTON STREET  
SPRINGFIELD, ILLINOIS 62767-0001



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 Insurance.

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

Date: OCT 30 2013 Andrew Bain  
Director of Insurance *rwms*

FILED 11/26/2013 11:00 AM PAGE 02995  
CONNECTICUT SECRETARY OF THE STATE

EXHIBIT C

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
NORTHBROOK NATIONAL INSURANCE COMPANY  
AS AMENDED NOVEMBER 12, 1979

---

First (a) The name of the company shall be NORTHBROOK  
NATIONAL INSURANCE COMPANY

(b) The principal office of the company shall be  
located in the township of Northfield, County of Cook, in the  
State of Illinois.

(c) The period of duration of the company shall  
be perpetual.

Second The objects and purposes of this corporation  
shall be to make, write and issue the following classes and kinds  
of insurance:

(1) Class 2. Casualty, Fidelity and Surety.

- (a) Accident and Health. Insurance against  
bodily injury, disablement or death by  
accident and against disablement result-  
ing from sickness or old age and every  
insurance appertaining thereto.
- (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 per-  
son 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) Workmen's compensation. Insurance of the obligations accepted by or imposed upon employers under laws for workmen's 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, co-partnership 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, co-partnership 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.

(2) 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 conditions 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, trans-shipment, 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 insurances 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.

Third (a) The number of Directors shall be as provided in the By-Laws, but shall be not less than three, nor more than twenty-one. The Directors shall be elected at each annual meeting of the shareholders for a term of one year. Vacancies in the Board of Directors shall be filled by a vote of the shareholders.

(b) The corporate powers of the corporation shall be vested in the Board of Directors who shall have power to do any and all acts the corporation may do under the law and not otherwise to be performed by the shareholders, and shall have power to adopt By-Laws not inconsistent with law for the government and regulation of the business.

(c) In all elections for Directors, every shareholder has the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are Directors to be elected, or to cumulate his shares, and give one candidate as many votes as the number of Directors multiplied by the number of his shares equals, or to distribute them on the same principle among as many candidates as he thinks fit, and Directors shall not be elected in any other manner.

Fourth The amount of capital stock shall be Two Million Five Hundred Thousand Dollars (\$2,500,000) divided into twenty-five thousand (25,000) shares of the par value of One Hundred Dollars (\$100) per share

Fifth The designation of the general officers shall be Chairman of the Board, President, two or more Vice Presidents, Treasurer, Secretary and Controller.

Sixth The fiscal year shall commence on the first day of January and terminate on the 31st day of December each year.

Seventh The corporation may indemnify any agent as permitted by The Business Corporation Act of Illinois. The corporation shall have power to purchase and maintain insurance on behalf of any agent against any liability asserted against him and incurred by him as agent or arising out of his status as such whether or not the corporation would have the power to indemnify such agent against such liability. The corporation shall also have power to purchase and maintain insurance to indemnify the corporation for any obligation which it may incur as a result of such indemnification of an agent.

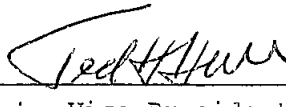
Any indemnification provided to an agent (a) shall not be deemed exclusive of any other rights to which such agent may be entitled by law or under any by-law, agreement, vote of shareholders or disinterested directors or otherwise and (b) shall inure to the benefit of the legal representative of such agent or his estate, whether such representatives are court appointed or otherwise designated, and to the benefit of the heirs of such agent. As used in this Article, "agent" shall mean any person who is or was

- (a) a director, officer or employee of the corporation and/or any subsidiary,
- (b) a trustee or fiduciary under any employee pension, profit sharing, welfare or similar plan or trust of the corporation and/or any subsidiary, or

- (c) serving at the request of the corporation as a director, officer and/or employee of or in a similar capacity in another corporation, partnership, joint venture, trust or other enterprise, (which shall, for the purpose of this Article be deemed to include not-for-profit entities of any type), whether acting in such capacity or in any other capacity including, without limitation, as a trustee or fiduciary under any employee pension, profit sharing, welfare or similar plan or trust.

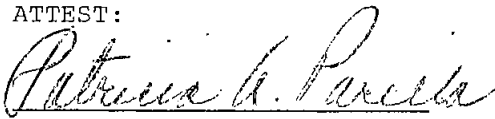
NORTHBROOK NATIONAL INSURANCE  
COMPANY

By

  
Senior Vice President

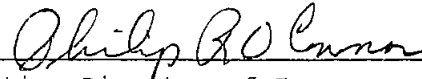
(SEAL)

ATTEST:



Assistant Secretary

APPROVED THIS 25th DAY OF  
November, 1979.



Acting Director of Insurance  
Philip R. O'Connor







STATE OF ILLINOIS  
DEPARTMENT OF INSURANCE  
320 WEST WASHINGTON STREET  
SPRINGFIELD, ILLINOIS 62767-0001



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 Insurance.

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

Date: OCT 30 2013 Andrew Baron  
Director of Insurance *MBMS*

FILING #0004987730 PG 85 OF 90 VOL B-01872  
FILED 11/26/2013 11:00 AM PAGE 03002  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

STATE OF ILLINOIS     )  
                              )  
COUNTY OF COOK        )   SS

TO: RICHARD L. MATHIAS  
DIRECTOR OF INSURANCE

24794256

We, the undersigned:

Edward I. Maslov, Allstate Plaza, Northbrook, Illinois

James R. Dill, Allstate Plaza, Northbrook, Illinois

Adam Lewert, Allstate Plaza, Northbrook, Illinois

being residents of the State of Illinois, for the purpose of forming  
a domestic stock company under Article II, Illinois Insurance Code,  
as amended, do hereby adopt the following:

ARTICLES OF INCORPORATION

First     (a) The name of the company shall be NORTHBROOK NATIONAL  
INSURANCE COMPANY.

(b) The principal office of the company shall be  
located in the township of Northfield, County of Cook, in the State  
of Illinois.

(c) The period of duration of the company shall be  
perpetual.

Second   The objects and purposes of this corporation shall be  
to make, write and issue the following classes and kinds of insurance:

(1) 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.
- (b) Vehicle. Insurance against any loss or liability resulting from 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, 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.

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- (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) Workmen's compensation. Insurance of the obligations accepted by or imposed upon employers under laws for workmen's 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, co-partnership 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, co-partnership 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.
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- (k) Livestock and Domestic Animals. Insurance against mortality, accident and health of livestock and domestic animals.

(2) 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 conditions 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, trans-shipment, 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 insurances 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.

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- (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.
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(b) The corporate powers of the corporation shall be vested in the Board of Directors who shall have power to do any and all acts the corporation may do under the law and not otherwise to be performed by the shareholders, and shall have power to adopt By-Laws not inconsistent with law for the government and regulation of the business.

(c) In all elections for Directors, every shareholder has the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are Directors to be elected, or to cumulate his shares, and give one candidate as many votes as the number of Directors multiplied by the number of his shares equals, or to distribute them on the same principle among as many candidates as he thinks fit, and Directors shall not be elected in any other manner.

Fourth The amount of capital stock shall be Two Million Dollars (\$2,000,000) divided into twenty thousand (20,000) shares of the par value of One Hundred Dollars (\$100) per share

Fifth The designation of the general officers shall be Chairman of the Board, President, two or more Vice Presidents, Treasurer, Secretary and Controller.

Sixth The fiscal year shall commence on the first day of January and terminate on the 31st day of December of each year.

IN WITNESS WHEREOF, we the undersigned Incorporators, have made, signed and acknowledged the foregoing Articles of Incorporation this 7th day of December, 1978.

Edward I. Maslov

Edward I. Maslov

James R. Dill

James R. Dill

Adam Lewert

Adam Lewert

Subscribed and sworn to before me this 7th day of December, 1978.

Teresa A. Scodini

(My commission expires July 26, 1982)



24791600

APPROVED this 20th day of December 1978.

Richard L. Mathias

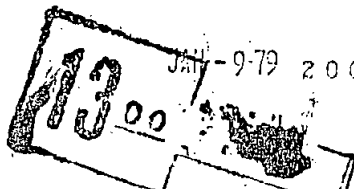
Director of Insurance  
Richard L. Mathias



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