

845097

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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Winterthur

Market Group International
North America
Legal

One General Drive
Sun Prairie, Wisconsin 53596
Telephone (608) 837-4440
(800) 362-5448
Fax (608) 825-5899

February 2, 2006

Florida Department of State
Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314


**Re: Southern Guaranty Insurance Company (SGIC)
Application by Foreign Profit Corporation to File Amendment to Articles of
Incorporation**

Dear Sir or Madam:

Enclosed you will find the application to file amended Articles of Incorporation for SGIC, including the required filing fee. SGIC redomesticated from Alabama to Wisconsin effective September 30, 2005. Please forward the certified copy to my attention at One General Drive, Sun Prairie, WI 53596.

Should you have any questions, do not hesitate to contact me at 608.825.5043 or via email at Jodie.Burnett@win-na.com.

Sincerely,



Jodie L. Burnett
Corporate Legal Specialist

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Southern Guaranty Insurance Company
(Name of Corporation)

DOCUMENT NUMBER: 845097

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jodie L. Burtnett
(Name of Contact Person)

Southern Guaranty Insurance Company
(Firm/Company)

One General Drive
(Address)

Sun Prairie, WI 53596
(City/State and Zip Code)

For further information concerning this matter, please call:

Jodie L. Burtnett at (608) 825-5043
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

<input type="checkbox"/> \$35.00 Filing Fee	<input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status	<input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)	<input type="checkbox"/> \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)
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Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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

SECTION I
(1-3 MUST BE COMPLETED)

845097

(Document number of corporation (if known))

1. Southern Guaranty Insurance Company

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

2. Alabama

(Incorporated under laws of)

3. January 29, 1980

(Date authorized to do business in Florida)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____

5. _____
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

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

Wisconsin

(New jurisdiction)

Anne B. Smith

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

Anne B. Smith

(Typed or printed name of person signing)

SVP/Corp Sec/GC

(Title of person signing)

Wisconsin approval of redomestication – Southern Guaranty Insurance Company

The State of Wisconsin initially approved the redomestication of Southern Guaranty Insurance Company effective December 31, 2004. Prior to completion, there were issues raised by the State of Alabama. The redomestication was then completed effective September 30, 2005.

Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

the domestic corporate records on file in this office disclose that Southern Guaranty Insurance Company incorporated in Jefferson County on July 19, 1963 has redomesticated to Wisconsin on September 30, 2005. I further certify that the records do not disclose that said Southern Guaranty Insurance Company has been dissolved or withdrawn.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

09/30/05

Date

A handwritten signature in cursive script, reading 'Nancy L. Worley'.

Nancy L. Worley

Secretary of State



State of Wisconsin / OFFICE OF THE COMMISSIONER OF INSURANCE

Jim Doyle, Governor
Jorge Gomez, Commissioner

Wisconsin.gov

February 28, 2005

125 South Webster Street • P.O. Box 7873
Madison, Wisconsin 53707-7873
Phone: (608) 266-3585 • Fax: (608) 266-9935
E-Mail: information@oci.state.wi.us
Web Address: oci.wi.gov

Advanced Via Facsimile

Mr. Peter G. McPartland, President
Southern Guaranty Insurance Company
One General Drive
Sun Prairie, WI 53596

Re: Southern Guaranty Insurance Company
Application for Redomestication from Alabama to Wisconsin

Dear Mr. McPartland:

I am writing to notify you that this Office has approved the application of Southern Guaranty Insurance Company to redomicile from Alabama to Wisconsin effective December 31, 2003.

Pending the effectiveness of the redomestication, we are issuing a nondomestic certificate of authority effective today. A domestic certificate of authority will be issued to replace the nondomestic certificate of authority on our receipt of the following:

- Designation of an effective date for redomestication by the Alabama Department of Insurance. We will accept any date of redomestication acceptable to Alabama as long as we are consistent with them.
- Amended and restated articles of incorporation certified by the corporation's Secretary or Assistant Secretary
- Amended and restated bylaws certified by the corporation's Secretary or Assistant Secretary

While I have faxed a copy of this letter to Alabama as a courtesy customary between our states, it is expected that the company will follow the appropriate notice procedures in Alabama and the other states in which it does business. If you have questions on this or any other matter in which I may be of some assistance, please call me at (608) 267-4388.

Sincerely,

Steven J. Junior
Insurance Examiner Supervisor
Bureau of Financial Analysis and Examinations

cc: LaToya Calhoun-Bailey, Alabama Commissioner of Insurance
Joseph P. Decker, General Casualty Company of Wisconsin

Certificate of Authority State of Wisconsin

Office of the Commissioner of Insurance

Certificate No.: 18348
Date Issued: 09/30/2005
License Chapter: 611 Wis. Stat.

**This is To Certify, That pursuant to the Insurance Laws of the state of Wisconsin,
*Southern Guaranty Insurance Company***

Wisconsin

Has paid the fees and taxes required by law and that it is hereby authorized to transact the business of:

- 2A Fire, inland marine, and other property insurance
- 2B Ocean marine insurance
- 2D Liability and incidental medical expense insurance
- 2E Automobile insurance
- 2F Fidelity insurance
- 2G Surety insurance
- 2K Worker's compensation insurance
- 2N Miscellaneous
- 2O Aircraft insurance

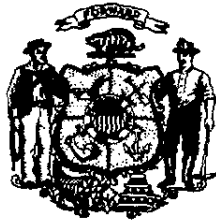
Subject to the following limitations:

NONE

In the state of Wisconsin as long as the insurer continues to conform to the authority granted by this certificate, is in full compliance with all, and not in violation of any, of the applicable laws and lawful requirements made under authority of the laws of the state of Wisconsin.



Commissioner of Insurance



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

Certification of the Authenticity of Copy of Document on File

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

RESTATED ARTICLES OF INCORPORATION

for Southern Guaranty Insurance Company

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

Dated at Madison, Wisconsin, this 8th day of November, 2005.

A handwritten signature in black ink, appearing to read 'Jane B. ...'.

Commissioner of Insurance

**Restated Articles of Incorporation
Southern Guaranty Insurance Company**

The Restated Articles of Incorporation executed by the undersigned on September 22, 2005, to become effective on September 30, 2005, supersede and take the place of existing Restated Articles of Incorporation executed August 16, 1989 and filed in the Office of the Commissioner of Insurance, State of Alabama in accordance with the laws of the State of Alabama:

Article I. The name of the corporation shall be **Southern Guaranty Insurance Company.**

Article II. The period of existence shall be perpetual.

Article III. The purpose shall be the transaction of an insurance business for the following purposes as provided in Chapter 610 and 611 of Wisconsin Insurance Laws:

- (a) Fire Insurance – Against loss or damage to property, by fire, lightening, hail, tempest, explosion, and against any other loss or damage from any cause to property or in the use of, or income from property.
- (b) Marine Insurance – Vessels, freight, goods, moneys, effects and money loaned on bottomry and respondentia, against the perils of the seas and other perils usually insured against by marine insurance, including the risks of inland transportation and navigation.
- (c) Disability Insurance – Against bodily injury or death by accident, and upon the health of persons.
- (d) Liability Insurance – (1) Against loss or damage by the sickness, personal injury, or death of any person and against loss or damage to the property of any person, for which loss or damage the insured is liable. (2) Against loss, expense and liability resulting from errors, omissions or neglect in the performance of any official vocational or professional service, but not including any insurance which is specified in Paragraph (1) or in Sub-Paragraph (f) or (m).
- (e) Steam Boiler Insurance – Against loss or damage to the property of the insured or to the life, person or property of another, for which the insured is liable, caused by the explosion of steam boilers, pipes, engines, motors and machinery connected therewith or operated thereby.
- (f) Fidelity Insurance – Against the loss from the defaults of persons in position of trust, public or private, and to guarantee the performance of contracts and obligations.
- (g) Burglary Insurance – Against loss or damage by burglary or theft, or both.
- (h) Plate Glass Insurance – Against the breakage of glass, located or in transit.
- (i) Sprinkler Leakage Insurance – Against loss or damage by water, caused by the breakage of sprinklers, pumps, water pipes or plumbing, or its fixtures, and against accidental injury to such sprinklers and other apparatus.
- (j) Elevator Insurance – Upon elevators and vehicles, and to inspect the same and issue certificates thereof.

**Restated Articles of Incorporation
Southern Guaranty Insurance Company**

- (k) *Livestock Insurance – Against loss or damage to domestic animals, and to furnish the services of a veterinary surgeon for such animals*
- (l) *Automobile Insurance – Against loss, expense and liability resulting from the ownership, maintenance or use of any automobile, aircraft or other vehicle.*
- (m) *Workmen's Compensation Insurance – Against loss, damage or liability for or under Workmen's Compensation and including Employers' Liability Insurance when written in the same policy in connection with Workmen's Compensation insurance.*
- (n) *Other Casualty Insurance – Against loss or damage to property by any other casualty which may lawfully be the subject of insurance, and for which no other provision is made by law.*
- (o) *Medical Payments and Other Supplemental Insurance – Against expense, other than loss of time, in connection with the kinds of insurance specified in Sub-Paragraphs (d), (e), (g), (j), and (n), and against loss, damage and expense, including loss of time, in connection with the kind of insurance specified in Sub-Paragraph (l), arising out of bodily injury to, or sickness, disease or death of, either or both the insured and others, by accident, with respect to which the insurer assumes an obligation to pay irrespective of the insured's legal liability therefore.*

Article IV. The capital stock of said corporation shall be Five Million Dollars (\$5,000,000), and the same shall consist of Five Million shares (5,000,000), each of which shares shall be of the face value or par value of One Dollar (\$1.00).

Article V. The principal or home office of the corporation is One General Drive, Sun Prairie, State of Wisconsin. The corporation shall have its corporate existence with the State of Wisconsin as its corporate domicile.

Article VI. The present registered agent at such address is Anne B. Smith.

Article VII. The number of the Board of Directors may be fixed by Bylaws to consist of not less than three and not more than twelve directors, the exact number within such limits to be determined from time to time by the Board of Directors.

Article VIII. The Board of Directors may permit the Company's policyholders from time to time to participate in the profits of the Company's operations through the payment of dividends, or through such other means as may be authorized or permitted by the laws of states in which the Company does business.

The Board of Directors shall have the power to make reasonable classifications or policies and to take such other action in accord with the law, as may be necessary or desirable to carry into effect any participation by policyholders in the profits of the Company's operations which the directors may authorize. No policyholders shall have any right to participate in the profits of the Company's operation unless or until the directors of the Company in the exercise of their discretion affirmatively authorize such participation and then only to the extent so authorized.

Page 3
Restated Articles of Incorporation
Southern Guaranty Insurance Company

Article IX. These Articles may be amended in the manner authorized by law at the time of the amendment.

Re-executed this 22nd day of September, 2005.

(Corporate Seal)

Peter G. McPartland
Peter G. McPartland, President and CEO

Anne B. Smith
Anne B. Smith, Secretary

Subscribed and sworn to before me this 22nd day of September, 2005.

Jodie L. Burtnett
Notary Public JODIE L. BURTNETT
Dane County, Wisconsin

My commission ~~is permanent~~ expires 12/30/2007.