

847767

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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2008 DEC -8 PM 1:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
SL

12-11-08

BAKER & DANIELS

EST. 1863

JARED R. DANILSON
Attorney at Law
Direct 317.237.1138
jared.danilson@bakerd.com

BAKER & DANIELS LLP
300 North Meridian Street, Suite 2700
Indianapolis, Indiana 46204-1782
Tel 317.237.0300 Fax 317.237.1000
www.bakerdaniels.com

December 5, 2008

VIA OVERNIGHT MAIL

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

**Re: Selective Insurance Company of the Southeast ("SICSE")
Florida Document Number: 847767**

Dear Sirs:

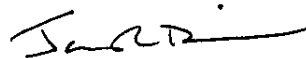
On behalf of our client, SICSE, we are filing with this letter the following items as part of its amendment to its authorization to transact business in Florida:

- Application by Foreign Corporation to File Amendment for Authorization to Transact Business in Florida;
- Certificate of Incorporation from the State of Indiana Office of the Secretary of State evidencing redomestication from the State of North Carolina to the State of Indiana; and
- \$43.75 in filing fees for the application fees and certified copy.

Please return all correspondence concerning this matter to me at the address listed above.

If you have any further questions, please contact me at 317-237-1138 or jared.danilson@bakerd.com.

Very truly yours,



Jared R. Danilson

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)

847767

(Document number of corporation (if known))

1. Selective Insurance Company of the Southeast

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

2. North Carolina

(Incorporated under laws of)

3. December 22, 1980

(Date authorized to do business in Florida)

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2008 DEC -8 PM 1:41
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.

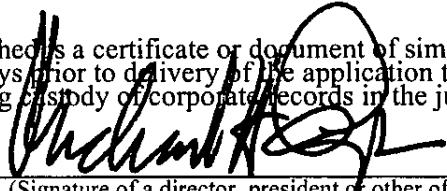
(New duration)

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

Indiana

(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)

Michael H. Lanza

(Typed or printed name of person signing)

EVP, General Counsel
and Corporate Secretary
(Title of person signing)

**State of Indiana
Office of the Secretary of State**

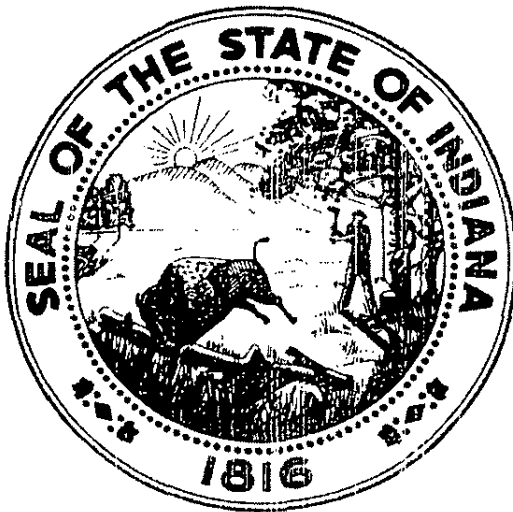
CERTIFICATE OF INCORPORATION

of

SELECTIVE INSURANCE COMPANY OF THE SOUTHEAST

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above Domestic Insurance Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Insurance Law.

NOW, THEREFORE, with this document I certify that said transaction will become effective Monday, June 30, 2008.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, June 12, 2008.

A handwritten signature in black ink, reading "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE

2008061300544

APPROVED
AND
FILED

APPROVED

INDIANA SECRETARY OF STATE
RECEIVED
JUN 13 AM 11:51
ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF

JUN 12 2008
STATE OF INDIANA
DEPT. OF INSURANCE
D. J. [Signature]
[Signature]

IND. SECRETARY OF STATE

SELECTIVE INSURANCE COMPANY OF THE SOUTHEAST
a North Carolina Insurance Company
Redomesticating to become an Indiana Stock Insurance Company

Selective Insurance Company of the Southeast (hereinafter referred to as the "Company"), an insurance company duly existing under the laws of North Carolina and desiring to give notice of corporate action effectuating an amendment and restatement of its Articles of Incorporation as a part of and in connection with the Company's redomestication from North Carolina to Indiana, hereby files these Articles of Amendment and Restatement with the Indiana Department of Insurance and sets forth the following facts:

Article I

Amendment and Restatement of the Articles of Incorporation

Section 1. The Company was incorporated on September 26, 1980.

Section 2. The name of the Company currently and following this amendment and restatement is and will be Selective Insurance Company of the Southeast.

Section 3. Upon the effectiveness of these Articles of Amendment and Restatement, the Company's Articles of Incorporation shall be amended and restated in their entirety in the form attached hereto and marked Exhibit A (the "Amended and Restated Articles").

Article II

Effective Time

The Amended and Restated Articles shall be effective as of 11:59:59 pm on June 30, 2008.

Article III

Manner of Adoption and Vote

Section 1. Action by Directors. The Board of Directors of the Company, at a special meeting of the Board of Directors held April 17, 2008, adopted resolutions (1) approving the Company's redomestication from North Carolina to Indiana, and (2) approving the Amended and Restated Articles, both in accordance with the authorization of the Company's sole stockholder.

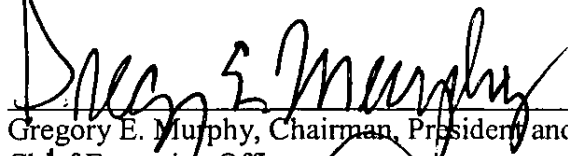
Section 2. Action by Sole Stockholder. The sole stockholder of the Company, holding all of the issued and outstanding shares of the Company's voting stock, acting by

unanimous written consent dated April 17, 2008, in lieu of a special meeting called by the Board of Directors, adopted resolutions (1) approving the Company's redomestication to Indiana, and (2) adopting the Amended and Restated Articles.

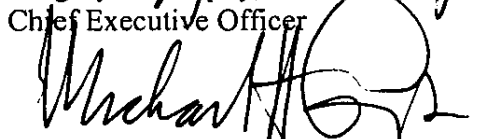
Section 3. Compliance with Legal Requirements. The manner of the adoption of the resolutions approving the Company's redomestication to Indiana and adoption of the Amended and Restated Articles and the written consents by which such resolutions were adopted constitute full legal compliance with the provisions of the Indiana Insurance Law and applicable North Carolina law, and the Company's Articles of Incorporation and Bylaws.

IN WITNESS WHEREOF, the undersigned officers of the Company executed these Articles of Amendment and Restatement of the Articles of Incorporation of Selective Insurance Company of the Southeast and certifies to the truth of the facts herein stated, this 17th day of April, 2008.

SELECTIVE INSURANCE COMPANY OF THE
SOUTHEAST



Gregory E. Murphy, Chairman, President and
Chief Executive Officer

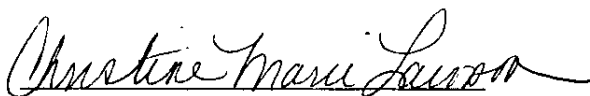


Michael H. Lanza, Corporate Secretary

STATE OF NEW JERSEY)
) SS: BRANCHVILLE
COUNTY OF SUSSEX)

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the foregoing State, hereby certify that each of Gregory E. Murphy and Michael H. Lanza, respectively the Chairman, President and Chief Executive Officer and Corporate Secretary of Selective Insurance Company of the Southeast, personally appeared before me, acknowledged execution of the foregoing Articles of Amendment and Restatement and swore to the truth of the facts therein contained.

WITNESS my hand and Notarial Seal this 17th day of April, 2008.


Notary Public

Christine Marie Lawson
Name Printed

My County of Residence:
Sussex County

My Commission Expires: _____

CHRISTINE MARIE LAWSON
Notary Public of New Jersey
Commission Expires 03/26/2009

Exhibit A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR REDOMESTICATION
OF
SELECTIVE INSURANCE COMPANY OF THE SOUTHEAST**

Selective Insurance Company of the Southeast (the "Company") pursuant to the provisions of Indiana Insurance Law, executes the following Amended and Restated Articles of Incorporation for Redomestication ("Articles").

**ARTICLE I
NAME**

The name of the Company is Selective Insurance Company of the Southeast.

**ARTICLE II
ADDRESS AND REGISTERED AGENT**

Section 2.01. Location of Principal and Executive Offices. The post office address of the Company's principal office at the time of the effectiveness of these Articles is:

11711 North Meridian Street
Suite 800
Carmel, IN 46032
Attn: Erik A. Reidenbach

The location of the Company's principal office and the location of the Company's executive office shall be at such location or locations as the Board of Directors of the Company shall from time to time direct.

Section 2.02. Registered Agent. The name and address of the Company's registered agent at the time of the effectiveness of these Articles is:

Corporation Service Company
251 E. Ohio Street
Suite 500
Indianapolis, IN 46204

**ARTICLE III
PURPOSES AND POWERS**

Section 3.01. Purposes. This Company was formed for the purpose of conducting the business of, and acting as, a stock insurance company with the power to write

such kinds of insurance and reinsurance as is comprised under Classes 2 and 3 of Ind. Code § 27-1-5-1, as amended and as broadly as construed by the Indiana Department of Insurance from time to time.

Section 3.02. Powers. The Company shall have and may exercise all of the rights, privileges and powers set forth in Ind. Code § 27-1-7-2, as amended, and as otherwise authorized by the Indiana Insurance Law, as amended, and shall have the power to do all acts and things necessary, convenient or expedient to carry out the purposes for which it was formed.

Section 3.03. Plan or Principle. The plan or principle upon which the business of the Company is to be or may be conducted in Indiana and in other jurisdictions is as follows:

To transact business as a stock insurance company engaged in writing the kinds of insurance and reinsurance as are comprised under Classes 2 and 3 of Ind. Code § 27-1-5-1, as amended and as broadly as construed by the Indiana Department of Insurance from time to time.

ARTICLE IV **STOCK**

Section 4.01. Stock Company. The Company is to be a stock insurance company.

Section 4.02. Authorized Shares. The aggregate number of authorized shares of capital stock of the Company is five hundred thousand (500,000) shares of Common Stock. The Common Stock shall have a par value of ten dollars (\$10.00) per share. At the time of the adoption of these Articles, the Company had three hundred sixty five thousand (365,000) shares of Common Stock issued and outstanding.

Section 4.03. Terms. All shares are of one and the same class with equal rights, privileges, powers, obligations, liabilities, duties and restrictions. These shares may be issued for cash or property, tangible or intangible, at such price and amount per share as may be determined by the Board of Directors; provided, however, that no shares may be issued for less than the par value of the shares.

ARTICLE V **PERIOD OF EXISTENCE**

The period during which the Company will continue shall be perpetual.

ARTICLE VI **PAID-IN CAPITAL AND SURPLUS**

The amount of paid-in capital with which the Company will begin business as an Indiana domestic insurance company will not be less than \$1,000,000, and the amount of surplus

with which the Company will begin business as an Indiana domestic insurance company will not be less than \$1,000,000. Representations with respect to the amounts of the Company's initial paid-in capital and surplus set forth by the original incorporators of the Company in the original incorporation documents of the Company are hereby incorporated by reference.

ARTICLE VII

INCORPORATORS, FIRST OFFICERS AND FIRST DIRECTORS

The names, occupations, and post office addresses of the Incorporators, first Officers, and first Directors of the Company at the time of the original incorporation on September 26, 1980 is included within the original incorporation documents of the Company, which are hereby incorporated by reference.

At the time of the adoption of these Articles, the Directors of the Company were as follows:

Gregory E. Murphy	John J. Marchioni
Richard F. Connell	Charles A. Musilli
Sharon R. Cooper	Eduard Pulkstenis
Victor N. Daley	Erik A. Reidenbach
Kerry A. Guthrie	Dale A. Thatcher
Michael H. Lanza	Ronald J. Zaleski

ARTICLE VIII

BOARD OF DIRECTORS

Section 8.01. Management. The business of the Company shall be managed by a Board of Directors. The directors shall have all of the qualifications, powers and authority and shall be subject to all limitations as set forth in the Indiana Insurance Law. The number of directors of the Company shall not be less than the minimum required by the Indiana Insurance Law, which as of the effective date of these Articles is five (5), nor more than fifteen (15), with the exact number to be specified from time to time in the manner provided by the Company's Bylaws. In addition, a majority of the Directors must, during their entire terms of service meet the residency requirements of the Indiana Insurance Law, which as of the effective date of these Articles requires Directors during their entire terms of service to be citizens of the United States or Canada, and at least one Director must reside in Indiana. In the event of a change in the Indiana Insurance Law, the residency requirements for Directors may be specified from time to time in the Company's Bylaws. The Company shall have twelve (12) Directors at the effective time of these Articles and thereafter until such time as a different number of Directors is specified in the manner provided in the Company's Bylaws.

Section 8.02. Vacancy. Any vacancy on the Board of Directors caused by resignation, removal, death, disqualification or other incapacity, or increase in the number of directors or otherwise shall be filled in the manner provided by the Company's Bylaws.

Section 8.03. Removal of Directors. A Director may be removed, with or without cause, only at a meeting of the shareholders or Directors called for that purpose. Removal by the shareholders requires an affirmative vote of the shareholders representing at least a majority of all the votes then entitled to be cast at an election of the Directors. Removal by the Board of Directors requires an affirmative vote of at least a majority of all the then current Directors. No Director may be removed except as provided in this Section.

Section 8.04. Bylaws. The Board of Directors shall have the exclusive power to make, alter, amend, or repeal or to waive provisions of the Bylaws of the Company, in the manner provided by the Bylaws.

ARTICLE IX

SHAREHOLDER MEETINGS

Section 9.01. Shareholder Meetings. All meetings of shareholders shall be held at such place, within or outside of the State of Indiana, as may be specified in the Bylaws of the Company, as from time to time in effect, or as may be designated by the Board of Directors or the Officers of the Company calling the meeting.

Section 9.02. Action without a Meeting. Any action required or permitted to be taken at a meeting of the shareholders by statute, these Articles or the Company's Bylaws may be taken without a meeting upon the written consent of the shareholders as set forth in the Company's Bylaws.

Section 9.03. Voting Rights. Every shareholder of the Company shall have the right, at every shareholder meeting, to one vote for each share outstanding in his or her name on the books of the Company. Voting for directors shall not be cumulative. No shares of stock issued by the Company shall have, or be subject to, preemptive rights.

ARTICLE X

POLICYHOLDER DIVIDENDS

The Company may issue both participating and nonparticipating policies with respect to any kind of insurance which the Company is authorized to transact. Dividends paid to policyholders shall be in accordance with rates and rules applicable to such kind or kinds of insurance as may be determined by the Board of Directors, subject to applicable law. The Board of Directors shall have the power to adopt Bylaws pertaining to such declaration and payment which, in their judgment, seems necessary or desirable.

ARTICLE XI

INDEMNIFICATION

(a) The Company shall indemnify every Eligible Person (certain capitalized terms used in this Article are defined in below) against all Liability and Expense that may be

incurred by him or her in connection with or resulting from any Claim to the fullest extent authorized or permitted by the Indiana Insurance Law, as the same exists or may hereafter be amended (but in the case of such amendment, only to the extent that such amendment permits the Company to provide broader indemnification rights than such law permitted the Company to provide prior to such amendment), or otherwise consistent with the public policy of the State of Indiana. In furtherance of the foregoing, and not by way of limitation, every Eligible Person shall be indemnified by the Company against all Liability and reasonable Expense that may be incurred by him or her in connection with or resulting from any Claim, (i) if such Eligible Person is Wholly Successful, on the merits or otherwise, with respect to the Claim, or (ii) if not Wholly Successful, then if such Eligible Person is determined to have acted in good faith, in what he or she reasonably believed to be the best interests of the Company or at least not opposed to its best interests and, in addition, with respect to any criminal Claim is determined to have had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful. The termination of any Claim, by judgment, order, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that an Eligible Person did not meet the standards of conduct set forth in clause (ii) of this subsection. The actions of an Eligible Person with respect to an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 shall be deemed to have been taken in what the Eligible Person reasonably believed to be the best interests of the Company or at least not opposed to its best interest if the Eligible Person reasonably believed he or she was acting in conformity with the requirements of such Act, or he or she reasonably believed his or her actions to be in the interests of the participants in or beneficiaries of the plan.

(b) The term "Claim" as used in this Article shall include every pending, threatened or completed claim, action, suit or proceeding and all appeals thereof (whether brought by or in the right of this Company or any other corporation or otherwise), civil, criminal, administrative or investigative, formal or informal, in which an Eligible Person may become involved, as a party or otherwise (i) by reason of his or her being or having been an Eligible Person, or (ii) by reason of any action taken or not taken by him or her in his or her capacity as an Eligible Person, whether or not he or she continued in such capacity at the time such Liability or Expense shall have been incurred.

(c) The term "Eligible Person" as used in this Article shall mean every person (and the estate, heirs and personal representatives of such person) who is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee, agent or fiduciary of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other organization or entity, whether for profit or not. An Eligible Person shall also be considered to have been serving as a director, officer, employee, agent or fiduciary of an employee benefit plan at the request of the Company if his or her duties to the Company also imposed duties on, or otherwise involved services by, him or her to the plan or to participants in or beneficiaries of the plan.

(d) The terms "Liability" and "Expense" as used in this Article shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against (including excise taxes assessed with respect to an employee benefit plan), and amounts paid in settlement by or on behalf of, an Eligible Person.

(e) The term "Wholly Successful" as used in this Article shall mean (i) termination of any Claim against the Eligible Person in question without any finding of liability or guilt against him, (ii) approval by a court or agency, with knowledge of the indemnity herein provided, of a settlement of any Claim, or (iii) the expiration of a reasonable period of time after the threatened making of any Claim without commencement of an action, suit or proceeding and without any payment or promise made to induce a settlement.

(f) Every Eligible Person claiming indemnification hereunder (other than one who has been Wholly Successful with respect to any Claim) shall be entitled to indemnification (i) if special independent legal counsel, which may be regular counsel of the Company or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the "Referee"), shall deliver to the Company a written finding that such Eligible Person has met the standards of conduct set forth in clause (ii) of subsection (a) of this Article, and (ii) if the Board of Directors, acting upon such written finding, so determines. The Board of Directors shall, if an Eligible Person is found to be entitled to indemnification pursuant to the preceding sentence, also determine the reasonableness of the Eligible Person's Expenses. The Eligible Person claiming indemnification shall, if requested, appear before the Referee, answer questions that the Referee deems relevant and shall be given ample opportunity to present to the Referee evidence upon which he or she relies for indemnification. The Company shall, at the request of the Referee, make available facts, opinions or other evidence in any way relevant to the Referee's finding that are within the possession or control of the Company.

(g) If an Eligible Person claiming indemnification pursuant to subsection (f) is found not to be entitled thereto, or if the Board of Directors fails to select a Referee under subsection (f) within a reasonable amount of time following a written request of an Eligible Person for the selection of a Referee, or if the Referee or the Board of Directors fails to make a determination under subsection (f) within a reasonable amount of time following the selection of a Referee, the Eligible Person may apply for indemnification with respect to a Claim to a court of competent jurisdiction, including a court in which the Claim is pending against the Eligible Person. On receipt of an application, the court after giving notice to the Company and giving the Company ample opportunity to present to the court any information or evidence relating to the Claim for indemnification that the Company deems appropriate, may order indemnification if it determines that the Eligible Person is entitled to indemnification with respect to the Claim because such Eligible Person met the standards of conduct set forth in subsection (c). If the court determines that the Eligible Person is entitled to indemnification, the court shall also determine the reasonableness of the Eligible Person's Expenses.

(h) The rights of indemnification provided in this Article shall be in addition to any rights to which any Eligible Person may otherwise be entitled. Irrespective of the provisions of this Article, the Board of Directors may, at any time and from time to time, (i) approve indemnification of any Eligible Person to the full extent permitted by the provisions of applicable law at the time in effect, whether on account of past or future transactions, and (ii) authorize the Company to purchase and maintain insurance on behalf of any Eligible Person against any Liability asserted against or incurred by him or her in such capacity or arising out of his or her status as an Eligible Person, whether or not the Company would have the power to indemnify him or her against such Liability or Expense.

(i) Expenses incurred by an Eligible Person with respect to any Claim, may be advanced by the Company (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the Eligible Person to repay such amount if he or she is determined not to be entitled to indemnification.

(j) The provisions of this Article shall be deemed to be a contract between the Company and each Eligible Person, and an Eligible Person's rights hereunder shall not be diminished or otherwise adversely affected by any repeal, amendment or modification of this Article that occurs subsequent to such person becoming an Eligible Person.

(k) The provisions of this Article shall be applicable to Claims made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after the adoption hereof.

ARTICLE XII **AMENDMENTS**

The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles or in any amendment hereto or to add any provision to these Articles or to any amendment hereto in any manner now or hereafter prescribed or permitted by the provisions of the Indiana Insurance Law as from time to time in effect or by the provisions of any other applicable statute of the State of Indiana. All rights conferred upon shareholders in these Articles or any amendment hereto are granted subject to this reservation.



STATE OF INDIANA
OFFICE OF THE ATTORNEY GENERAL

INDIANA GOVERNMENT CENTER SOUTH, FIFTH FLOOR
302 W. WASHINGTON STREET • INDIANAPOLIS, IN 46204-2770
www.AttorneyGeneral.IN.gov

TELEPHONE: 317.232.6201
FAX: 317.232.7979

STEVE CARTER
INDIANA ATTORNEY GENERAL

June 13, 2008

CERTIFICATION

I have examined the Articles of Amendment and Restatement of the Articles of Incorporation of Selective Insurance Company of the Southeast, a North Carolina Insurance Company Redomesticating to become an Indiana Stock Insurance Company, and I certify that they conform to the provisions of the Indiana Insurance Law and are not inconsistent with the State and Federal Constitutions.

Respectfully submitted,

STEPHEN CARTER
Attorney General of Indiana
Atty No. 4150-64

Gordon E. White, Jr.
Deputy Attorney General

State of Indiana
Office of the Secretary of State
Atty No. 0001041-49
and complete copy of the
this document filed in this office
By: _____
This stamp replaces our previous
certification stamp.

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