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(Requestor's Name)

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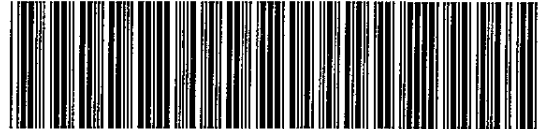
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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04/08/04--01025--012 **52.50

04 APR -8 AM 9 04
SECRETARY OF FINANCE
TALLAHASSEE, FL 32301

FILED

4-14

Montgomery Ward Insurance Company
Administrative Office
500 Virginia Drive
Fort Washington, PA 19034

Nancy M. Liu
Counsel
(215) 542-4592
fax no. (215) 542-4598
email address: nancy.liu@ge.com

April 6, 2004

Florida Department of State
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Montgomery Ward Insurance Company ("MWIC") Name Change to
Heritage Casualty Insurance Company

Dear Sir or Madam:

Attached please find the following documents regarding the name change of
Montgomery Ward Insurance Company to Heritage Casualty Insurance Company.

1. Transmittal Letter
2. Application for Amendment
3. Certified Amended Articles of Incorporation
4. Check in the amount of \$52.50 representing the filing fees for the
Amendment, Certificate of Status and Certified Copy

Thank you for your attention to this matter. If you have any questions, or require
additional information, please do not hesitate to contact me.

Very truly yours,

Nancy M. Liu
Nancy M. Liu

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Montgomery Ward Insurance Company
(Name of corporation)

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Nancy M. Liu
(Name of person)

Montgomery Ward Insurance Company
(Name of firm/company)

500 Virginia Drive
(Address)

Fort Washington, PA 19034
(City/state and zip code)

For further information concerning this matter, please call:

Nancy M. Liu at (215) 542-4592
(Name of person) (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
409 E. Gaines Street
Tallahassee, FL 32399

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)

(Document number of corporation (if known))

FILED
04 APR -8 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Montgomery Ward Insurance Company

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

2. Illinois

(Incorporated under laws of)

3. 12-31-1982

(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? 4-1-04

5. Heritage Casualty Insurance Company

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

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

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

(New duration)

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

(New jurisdiction)

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

Nancy M. Liu

(Typed or printed name of person signing)

4/5/04
(Date)

Assistant Secretary

(Title of person signing)



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



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 Department of Insurance.

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

Date: APR 2 2004


Acting Director of Insurance

**ARTICLES OF INCORPORATION
OF
MONTGOMERY WARD INSURANCE COMPANY
(As Amended March 1, 2004)**

ARTICLE ONE

- (a) The name of the Company shall be Heritage Casualty Insurance Company
- (b) The Company shall be bound by the terms and provisions of the Illinois Insurance Code.

ARTICLE TWO

The location of the principal office of the Company shall be in the City of Schaumburg, County of Cook, and State of Illinois.

ARTICLE THREE

The period of duration of the Company shall be perpetual.

ARTICLE FOUR

The Company shall be authorized and empowered to transact all kinds of insurance and reinsurance enumerated under Class 2 and Class 3 of Section 4 of the Illinois Insurance Code as follows:

Class 2. -- Casualty, Fidelity and Surety.

- (a) **Accident and Health.** Insurance against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto.
- (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) **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 sued 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 Section 4 of the Illinois Insurance Code) 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 of Section 4 of the Illinois Insurance Code, which may lawfully be the subject of insurance and may properly be classified under Class 2 thereof.
- (j) **Contingent Losses.** Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any one of the causes enumerated in the above Classes (a) to (i), both inclusive. 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 against risk resulting from the cost of legal services as defined in Class 1(c) of the Illinois Insurance Code.

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 flywheels 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 builders'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 by in course of transportation or otherwise, which shall include jewelers' block insurance and insurance against loss or damage to bridges, tunnels and other instrumentalities or 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 of Section 4 of the Illinois Insurance Code, which may lawfully be the subject of insurance and may properly be classified under Class 3 thereof.
- (h) **Contingent Losses.** Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any of the causes enumerated in the above classes (a) to (g), both inclusive. 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 1(c) of the Illinois Insurance Code.

The Company shall be authorized and empowered to do any and all acts and things necessary, convenient or expedient to transact any of all of the kinds of insurance and reinsurance set forth in this Article.

ARTICLE FIVE

1. The Business of the Company shall be managed by a Board of Directors composed of such members of natural persons, not less than three nor more than twenty-one, as may be fixed from time to time by the by-laws of the Company. Such persons shall be at least twenty-one years of age, and at least three of whom shall be residents and citizens of the State of Illinois.
2. The full Board of Directors shall be elected annually by the shareholders at a duly held meeting. Any vacancy in the Board may be filled by election at a special meeting of shareholders called for that purpose. All directors elected by the shareholders shall hold office until the annual meeting of shareholders next succeeding their election and until their successors are elected and qualified.
3. In all elections for directors, every shareholder shall have 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 said shares, and give one candidate as many votes as the number of directors multiplied by the number of his shares shall equal, or to distribute them on the same principle among as many candidates as he shall think fit.

4. The Board of Directors shall have the sole power to make, alter, amend or repeal by-laws for the government and regulation of the Company's affairs.

ARTICLE SIX

The total number of shares of common stock which the Company shall have authority to issue is Six Hundred Thousand (600,000) and the par value of each such shares shall be Ten Dollars (\$10), amounting in the aggregate to Six Million Dollars (\$6,000,000).

The number of shares of Ten Dollars (\$10) par value common stock duly issued and outstanding on the March 1, 2004 amendment date is Three Hundred Thousand (300,000), providing paid-up capital in the aggregate amount of Three Million Dollars (\$3,000,000).

The Board of Directors shall have the power, by appropriate resolution(s), to authorize the issuance or sale, from time to time, of the whole or any part of the Three Hundred Thousand (300,000) authorized by unissued shares of common stock in accordance with the Illinois Insurance Code, pursuant to one or more permits issued, from time to time, by the Director of Insurance of the State of Illinois.

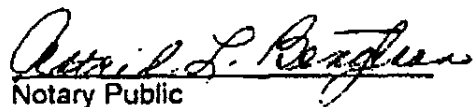
IN WITNESS THEREOF, the undersigned officers, both of whom are residents of the State of Illinois, have executed these amended Articles of Incorporation, in duplicate, this 1st day of March, 2004.


John B. Euwema
Assistant Secretary

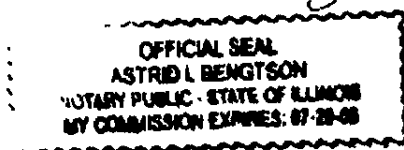

Glenn L. Joppa
Senior Vice President

I, Astrid Bengtson, a Notary Public, do hereby certify that on the 1st day of March, 2004, personally appeared before me Glenn L. Joppa and John B. Euwema, known to me as the Senior Vice President and Assistant Secretary, respectively, of MONTGOMERY WARD INSURANCE COMPANY, each of whom acknowledged that he executed the above Amended Articles of Incorporation of MONTGOMERY WARD INSURANCE COMPANY as officers of said Corporation.

IN WITNESS THEREOF, I have hereunto set my hand and seal the day and year before written


Astrid L. Bengtson
Notary Public

My Commission Expires: July 29, 2006



To be effective April 1, 2004

