

857697

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
(change
disposition)
KAC
3/18

TRAVELERS

Sent via Federal Express

March 16, 2011

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>
Athena Assurance Company	41769	41-1435765
Northland Casualty Company	24031	94-6051964
Northland Insurance Company	24015	41-6009967
St. Paul Fire and Marine Insurance Company	24767	41-0406690
St. Paul Guardian Insurance Company	24775	41-0963301
St. Paul Mercury Insurance Company	24791	41-0881659

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 six companies for updating your records relating to their redomestication from Minnesota to Connecticut, effective December 15, 2010. 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.

Sincerely,



Cheryl Urbaniak
Manager, Insurance Company Licensing
Corporate Legal
EMAIL ADDRESS: CURBANIA@travelers.com
CU/lis

Enclosures



COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Athena Assurance Company
Name of Corporation

DOCUMENT NUMBER: 857697

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

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)

857697

(Document number of corporation (if known))

1. Athena Assurance Company
(Name of corporation as it appears on the records of the Department of State)
2. Minnesota 3. 9/12/1983
(Incorporated under laws of) (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)

FILED
11 MAR 17 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATHENA ASSURANCE COMPANY

LAW DEPARTMENT 8MS
1 TOWER SQUARE
HARTFORD, CT 06183-1050
30-LAW-671774 - -0200 -00184 AP

FLORIDA DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE FL 32314-6327

FORMAT: 485
DATE: 03/15/2011
PAYEE: LAW-671774
CHECK NO: 0000821904
AMOUNT: \$*****43.75

FOR PAYMENT INFORMATION
PHONE: 1-860-277-8175

REFERENCE NO.	DATE	VOUCHER	GROSS AMT	NET AMOUNT
002370	03/15/11	D9002370	43.75	43.75
(LMS) FL 464				



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-sets.ct.gov

CERTIFICATE OF REDOMESTICATION INSURANCE COMPANY REDOMESTICATION TO CONNECTICUT

*Certificate of Authorization from Insurance Commissioner and a c
this certificate.*

FILING #0004286216 PG 01 OF 44 VOL B-01473

FILED 12/03/2010 08:37 AM PAGE 00416

SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 812.

FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS):

NAME: Cheryle A. Damato
ADDRESS: The Travelers Companies, Inc.
One Tower Square, Corp. Law 8MS
CITY: Hartford
STATE: CT ZIP: 06109

FILING FEE: \$100 PLUS FRANCHISE TAX

MAKE CHECKS PAYABLE TO "SECRETARY
OF THE STATE"

1. NAME OF INSURANCE COMPANY:

Athena Assurance Company

2. CHARTER HISTORY OF CORPORATION (INCLUDING DATE AND PLACE OF INCORPORATION, NAME CHANGE INFORMATION AND INFORMATION REGARDING CHANGE OF DOMICILE STATE):

Athena Assurance Company was incorporated in Minnesota on December 10, 1982. It has not changed its name
or domicile since that time.

3. APPROVALS:

THE CORPORATION'S REDOMESTICATION TO CONNECTICUT WAS APPROVED BY THE INSURANCE
COMMISSIONER OF THE STATE OF

Minnesota

(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.

4. VOTE INFORMATION (CHECK AND COMPLETE A OR B)

- ☒ (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 1,000,000. No votes were cast against.

- ☐ (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:

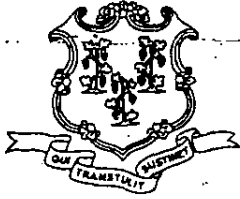
THE CORPORATION'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION IS ATTACHED HERETO

6. EXECUTION:

DATED THIS 3rd DAY OF December, 20 10

NAME OF SIGNATORY (print/type)	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Maryellen Prudhomme	Assistant Corporate Secretary	<i>Maryellen Prudhomme</i>

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FILED 12/03/2010 08:37 AM PAGE 00417
CONNECTICUT SECRETARY OF THE STATE



State of Connecticut
Insurance Department

FILED 12/03/2010 08:37 AM PAGE 00418
CONNECTICUT SECRETARY OF THE STATE
FILING #0004286216 PG 03 OF 44 VOL B-01473

This is to Certify, that

- the redomestication of Athena Assurance Company, a Minnesota insurance company, pursuant to Section 38a-58a Connecticut General Statutes, is approved,
- the attached Certificate of Redomestication and Amended and Restated Certificate of Incorporation effecting its change of domicile is approved, and
- the effective date of the redomestication is December 15, 2010.

Witness my hand and official seal, at HARTFORD,

this 25th day of October, 2010

Insurance Commissioner

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ATHENA ASSURANCE COMPANY**

Section 1. The name of the corporation is Athena Assurance Company.

The corporation is a continuation of the existence of Athena Assurance Company, through its adoption of Connecticut as its corporate domicile. The corporation's date of incorporation is December 10, 1982, the original date of incorporation of Athena Assurance 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 one million (1,000,000) shares of common stock, with a par value of \$3.50 dollars (\$3.50) 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, Maryellen Prudhomme, Assistant Corporate Secretary of Athena Assurance Company (the "Company"), does hereby certify that the foregoing Amended and Restated Certificate of Incorporation is a true and correct copy duly adopted by the Board of Directors of the Company effective October 22, 2010, and is in full force and effect as of the date of this certification.


Assistant Corporate Secretary

Hartford, Connecticut
Dated: December 3, 2010

727-111
"ORIGINAL"
N-58, (U.)
ARTICLES OF INCORPORATION

OF

ATHENA ASSURANCE COMPANY

We, the undersigned incorporators, Pamela J. Baker, James E. Crist and Juanita B. Luis, certify that we are all Minnesota residents whose addresses are set forth below and that we intend to form a Minnesota insurance company known as Athena Assurance Company which shall have the following Articles of Incorporation:

ARTICLE I.

The name of this Company is Athena Assurance Company.

ARTICLE II.

The nature of the business, and the objects and purposes to be transacted, provided, and carried on by the Company are those of an insurance company. To this end, it shall have the power:

- 1000000
- (1) To insure against loss or damage to property on land and against loss of rents and rental values, leaseholds of buildings, use and occupancy and direct or consequential loss or damage caused by fire, smoke or soot, water or other fluid or substance, lightning, windstorm, tornado, cyclone, earthquake, collapse and slippage, rain, hail, frost, snow, freeze, change of temperature, weather or climatic conditions, excess or deficiency of moisture, floods, the rising of waters, oceans, lakes, rivers or their tributaries, bombardment, invasion, insurrection, riot, civil war or commotion, military or usurped power, electrical power interruption or electrical breakdown from any cause, railroad equipment, motor vehicles or aircraft, accidental injury to sprinklers, pumps, conduits or containers or other apparatus erected for extinguishing fires, explosion, whether fire ensues or not, except explosions on risks specified in clause (3); provided, however, that there may be insured hereunder the following: (a) explosion of any kind originating outside the insured building or outside of the building containing the property insured, (b) explosion of pressure vessels which do not contain steam or which are not operated with steam coils or steam jackets; and (c) risks under home owners multiple peril policies;
 - (2) (a) To insure vessels, freight, goods, wares, merchandise, specie, bullion, jewels, profits, commissions, bank

N-58 III.

-2-

notes, bills of exchange, and other evidences of debt, bottomry and respondentia interest, and every insurance appertaining to or connected with risks of transportation and navigation on and under water, on land or in the air;

- (b) To insure all personal property floater risks;
- (3) To insure against any loss from either direct or indirect damage to any property or interest of the assured or of another, resulting from the explosion of or injury to (a) any boiler, heater or other fired pressure vessel; (b) any unfired pressure vessel; (c) pipes or containers connected with any of said boilers or vessels; (d) any engine, turbine, compressor, pump or wheel; (e) any apparatus generating, transmitting or using electricity; (f) any other machinery or apparatus connected with or operated by any of the previously named boilers, vessels or machines; and including the incidental power to make inspections of and to issue certificates of inspection upon, any such boilers, apparatus, and machinery, whether insured or otherwise;
- (4) (a) To insure against loss or damage by the sickness, bodily injury or death by accident of the assured or his dependents;
- (b) To insure against the legal liability, whether imposed by common law or by statute or assumed by contract, of any employer for the death or disablement of, or injury to, his or its employee;
- (5) To guarantee the fidelity of persons in fiduciary positions, public or private, or to act as surety on official and other bonds, and for the performance of official or other obligations;
- (6) To insure owners and others interested in real estate against loss or damage, by reason of defective titles, encumbrances, or otherwise;
- (7) To insure against loss or damage by breakage of glass, located or in transit;
- (8) (a) To insure against loss by burglary, theft, or forgery;
- (b) To insure against loss of or damage to moneys, coins, bullion, securities, notes, drafts, acceptance or any other valuable paper or document, resulting from any cause, except while in the custody or possession of and being transported by any carrier for hire or in the mail;

N-58, (11)

3-

- (c) To insure individuals by means of an all risk type of policy commonly known as the "Personal Property Floater" against any kind and all kinds of loss of or damage to, or loss of use of, any personal property other than merchandise;
- (d) To insure against loss or damage by water or other fluid or substance;
- (9) To insure against loss from death of domestic animals and to furnish veterinary service;
- (10) To guarantee merchants and those engaged in business, and giving credit, from loss by reason of giving credit to those dealing with him; this shall be known as credit insurance;
- (11) To insure against loss or damage to automobiles or other vehicles or aircraft and their contents, by collision, fire, burglary, or theft, and other perils of operation, and against liability for damage to persons, or property of others, by collision with such vehicles or aircraft, and to insure against any loss or hazard incident to the ownership, operation, or use of motor or other vehicles or aircraft;
- (12) To insure against liability for loss or damage to the property or person of another caused by the insured or by those for whom the insured is responsible, including insurance of medical, hospital, surgical, funeral or other related expense of the insured or other person injured, irrespective of legal liability of the insured, when issued with or supplemental to policies of liability insurance;
- (13) To insure against loss of or damage to any property of the insured, resulting from the ownership, maintenance or use of elevators, except loss or damage by fire;
- (14) To insure against attorneys fees, court costs, witness fees and incidental expenses incurred in connection with the use of the professional services of attorneys at law;
- (15) To make or effect reinsurance of any risks;
- (16) In addition to all powers, it shall have power to transact in any state or territory of the United States, in the Dominion of Canada, and in any foreign country, any kinds or classes of insurance business which companies of its kind are now or may hereafter be permitted by law to transact, whether or not such kinds or classes of insurance are specifically enumerated in this charter or existing amendments thereto.

N-58, 105

-4-

- (17) Any policy issued by the Company may cover any one or more of the risks it is authorized to insure.
- (18) The powers herein conferred upon the Company are in furtherance and not in limitation of the powers conferred by the Statutes of the State of Minnesota as from time to time in force and effect, and the Company shall have, in addition to such authorized statutory powers as are in this Charter recited, all other powers and privileges conferred by the Statutes of the State of Minnesota now existing or hereinafter enacted.
- (19) The Company shall have the power and authority to acquire, own, and hold stock in any other insurance company, whether previously existing or in the process of being organized, and whether or not engaged in the type of insurance heretofore specified, including, but not thereby limiting, stock in companies engaged in writing life insurance, including annuity and endowment policies.
- (20) In addition to such other and different policies as it is authorized to issue, the Company may write insurance upon a participating plan or issue policies providing for or permitting participation by its insured in the profits of the business of the Company in such manner and to such extent and upon such conditions as the Board of Directors of the Company shall from time to time determine.

ARTICLE III.

The principal place of transacting the business of this Company shall be at 445 Minnesota Street, Suite 900, St. Paul, Minnesota 55101.

ARTICLE IV.

The duration of this Company shall be perpetual.

ARTICLE V.

The government of the Company and the management of its affairs shall be vested in a Board of Directors of not less than three (3) nor more than eighteen (18) members, all of whom shall be shareholders and shall be elected annually by the shareholders at their annual meeting, which meeting shall be held on the Friday before the first Tuesday of May of each year at such place within or without the State of Minnesota, as may be designated by the Board of Directors.

-5-

N-38, 100

The initial Board of Directors, who shall hold office until their respective successors are elected and qualified, shall consist of:

Landon Alexander	385 Washington Street
J. E. Bachman	385 Washington Street
J. H. Crowther	385 Washington Street
J. R. Diehl	385 Washington Street
J. F. Duffy	385 Washington Street
R. J. Haugh	385 Washington Street
T. F. McCann	385 Washington Street
T. W. McKeown	385 Washington Street
J. J. Muck	385 Washington Street
Lloyd O. Shervheim	385 Washington Street
T. H. Swain	385 Washington Street
R. W. Tongen	385 Washington Street
J. P. White	385 Washington Street
R. L. Wilcox	385 Washington Street
	St. Paul, Minnesota 55102

ARTICLE VI.

The authorized amount of capital stock of this Company shall be One Million Dollars (\$1,000,000) divided into One Million (1,000,000) shares of common stock of the par value of One Dollar (\$1.00) per share.

Each share of stock shall entitle the holder to one vote, and shareholders shall not be entitled to cumulate their votes for the election of the Directors. The Board of Directors of the Company shall have the power to cause to be issued from time to time any or all of the authorized but unissued shares of the stock of the Company at such prices and for such consideration as they in their unrestricted discretion deem wise and advisable. Shareholders shall not have any preemptive right to subscribe for any shares of such unissued stock.

N-58, 110

-6-

ARTICLE VII.

The highest amount of indebtedness or liability to which the Company shall at any time be subject, including bank loans and similar borrowing but exclusive of liability under insurance policies and other obligations routinely incurred in the ordinary course of the Company's business, shall be One Million Dollars (\$1,000,000).

IN WITNESS WHEREOF, we have subscribed our names this 18th
day of December, 1983.

Pamela J. Baker
PAMELA J. BAKER
1226 E. Halsen Trail
Eagan, Minnesota 55123

James E. Crist
JAMES E. CRIST
227 Jansa Drive
Shoreview, Minnesota 55112

Juanita B. Luis
JUANITA B. LUIS
175 E. Co. Rd. B-2
St. Paul, Minnesota 55117

In Presence of:

Calvin P. Branton, Jr.
Calvin P. Branton, Jr.

Kathleen A. Sjodin
Kathleen A. Sjodin

N-58, 111

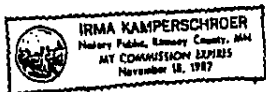
-7-

INDIVIDUAL ACKNOWLEDGMENT
STATE OF MINNESOTA, County of Ramsey,

ss.

On this, the 10th day of December, 1982, before me, the undersigned notary public, personally appeared Juanita B. Luis, Pamela J. Baker, and James E. Crist, known to me to be the person whose names are subscribed to the within instrument and acknowledged to me that the same was executed for the purpose therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Irma Kamperschroer
IRMA KAMPERSCHROER

Notary Public, Ramsey County, Minnesota
My Commission Expires November 18, 1987

The 10th attached Articles of Incorporation are hereby approved this day of December, 1982.

Thomas L. O'Malley
THOMAS L. O'MALLEY
Temporary Commissioner of Insurance

FILING #0004286216 PG 14 OF 44 VOL B-01473
FILED 12/03/2010 08:37 AM PAGE 00429
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

NSA, 112

STATE OF CONNECTICUT	
DEPARTMENT OF STATE	
I hereby certify that the within	
document is a true and correct copy for record in the	
Office of the	10 day of Dec
A. D. 1912	at 12 o'clock
and the date recorded in Book 111-38	
of Records is on Page 405.	
<i>James Anderson Davis</i>	
Secretary of State	

727-AA

ORIGINAL
V-58, 553

550337

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
ATHENA ASSURANCE COMPANY

We, the undersigned, James P. Duffy and Juanita B. Luis respectively, the President and Corporate Secretary of Athena Assurance Company, a Minnesota Insurance Corporation, do hereby certify that on the 21st day of January, 1983, a resolution as hereinafter set forth was adopted at a Special Meeting of the Shareholders:

RESOLVED, that the first sentence of the first paragraph of Article VI of the Articles of Incorporation of the company, be and it hereby is amended to read as follows:

"The authorized amount of capital stock of this Company shall be Two Million Three Hundred Fifty Thousand Dollars (\$2,350,000) divided into One Million shares of common stock of the par value of Two dollars and Thirty-Five Cents per share."

IN WITNESS WHEREOF, we have subscribed our names and caused the corporate seal of said corporation to be affixed this 24th day of January, 1983.

In presence of

ATHENA ASSURANCE COMPANY

Christina M. Meyer

By James P. Duffy
President

James P. Duffy

and Juanita B. Luis
Corporate Secretary

V.58, 554

STATE OF MINNESOTA }
COUNTY OF RAMSEY } ss.

James F. Duffy and Juanita B. Luis being first duly sworn on oath depose and say: that they are respectively the President and Corporate Secretary of Athena Assurance Company, the corporation named in the foregoing certificate; that said certificate contains a true statement of the action of the shareholders of said corporation, duly held aforesaid; that the seal attached is the corporate seal of said corporation; that said certificate is executed on behalf of said corporation, by its express authority; and they further acknowledge the same to be the free act and deed of said corporation.

James F. Duffy
Juanita B. Luis

Subscribed and sworn to before this this 24 day of January, 1983.



Irma Kamperschroer
Notary Public

The foregoing amendment to the Articles of Incorporation of Athena Assurance Company is hereby approved this 25 day of January, 1983.

STATE OF MINNESOTA
COUNTY OF STATE
I hereby certify that the
document was filed for record
on the 25 day of Jan,
1983 at 11:00 AM.
I am duly recorded in Book V.58
Page 553
Carol G. G...

Reynaud Harp
Reynaud Harp
Commissioner of Insurance

ORIGINAL

I-57, 921

727-AA

CERTIFICATE OF RESTATED
ARTICLES OF INCORPORATION
OF
ATHENA ASSURANCE COMPANY

This certifies that on the 12th day of April, 1903, a resolution as hereinafter set forth was adopted at a Special Meeting of the Shareholders;

RESOLVED, that the first paragraph of Article V of the Articles of Incorporation of the company, be and it hereby is amended to read as follows:

"The government of the Company and the management of its affairs shall be vested in a Board of Directors of not less than three (3) nor more than eighteen (18) members, all of whom shall be shareholders and shall be elected annually by the shareholders at their annual meeting, which shall be held on the Thursday before the first Tuesday of May of each year at such place within or without the State of Minnesota, as may be designated by the Board of Directors."

RESOLVED FURTHER, that the existing Articles of Incorporation and all amendments thereto, be and the same is hereby amended in its entirety, and the attached Restated Articles of Incorporation be and they hereby are adopted to supercede and take the place thereof; and

RESOLVED FURTHER, that the President or Vice President and Secretary of this Company be and they hereby are authorized and directed to make, execute and acknowledge a certificate under the corporate seal of this corporation embracing the foregoing resolution and to cause such certificate to be filed for record in the manner required by law.

605568

I-59, 932

RESTATED ARTICLES OF INCORPORATION

OF

ATHENA ASSURANCE COMPANY

ARTICLE I.

The name of this Company is Athena Assurance Company.

ARTICLE II.

The nature of the business, and the objects and purposes to be transacted, provided, and carried on by the Company are those of an insurance company. To this end, it shall have the power:

- (1) To insure against loss or damage to property on land and against loss of rents and rental values, leaseholds of buildings, use and occupancy and direct or consequential loss or damage caused by fire, smoke or smudge, water or other fluid or substance, lightning, windstorms, tornado, cyclone, earthquake, collapse and slippage, rain, hail, frost, snow, freeze, change of temperature, weather or climatic conditions, excess or deficiency of moisture, floods, the rising of waters, oceans, lakes, rivers or their tributaries, bombardment, invasion, insurrection, riot, civil war or commotion, military or usurped power, electrical power interruption or electrical breakdown from any cause, railroad equipment, motor vehicles or aircraft, accidental injury to sprinklers, pumps, conduits or containers or other apparatus erected for extinguishing fires, explosion, whether fire ensues or not, except explosions on risks specified in clause (3); provided, however, that there may be insured hereunder the following: (a) explosion of any kind originating outside the insured building or outside of the building containing the property insured, (b) explosion of pressure vessels which do not contain steam or which are not operated with steam coils or steam jackets; and (c) risks under home owners multiple peril policies;
- (2) (a) To insure vessels, freight, goods, wares, merchandise, specie, bullion, jewels, profits, commissions, bank notes, bills of exchange, and other evidences of debt, bottomry and respondentia interest, and every insurance appertaining to or connected with risks of transportation and navigation on and under water, on land or in the air;

I-59,923

-2-

- (b) To insure all personal property floater risks;
- (3) To insure against any loss from either direct or indirect damage to any property or interest of the assured or of another, resulting from the explosion of or injury to (a) any boiler, heater or other fired pressure vessel; (b) any unfired pressure vessel; (c) pipes or containers connected with any of said boilers or vessels; (d) any engine, turbine, compressor, pump or wheel; (e) any apparatus generating, transmitting or using electricity; (f) any other machinery or apparatus connected with or operated by any of the previously named boilers, vessels or machines; and including the incidental power to make inspections of and to issue certificates of inspection upon, any such boilers, apparatus, and machinery, whether insured or otherwise;
- (4) (a) To insure against loss or damage by the sickness, bodily injury or death by accident of the assured or his dependents;
- (b) To insure against the legal liability, whether imposed by common law or by statute or assumed by contract, of any employer for the death or disablement of, or injury to, his or its employee;
- (5) To guarantee the fidelity of persons in fiduciary positions, public or private, or to act as surety on official and other bonds, and for the performance of official or other obligations;
- (6) To insure owners and others interested in real estate against loss or damage, by reason of defective titles, encumbrances, or otherwise;
- (7) To insure against loss or damage by breakage of glass, located or in transit;
- (8) (a) To insure against loss by burglary, theft, or forgery;
- (b) To insure against loss of or damage to moneys, coins, bullion, securities, notes, drafts, acceptance or any other valuable paper or document, resulting from any cause, except while in the custody or possession of and being transported by any carrier for hire or in the mail;
- (c) To insure individuals by means of an all risk type of policy commonly known as the "Personal Property Floater" against any kind and all kinds of loss of or damage to, or loss of use of, any personal property other than merchandise;

I-59, 924

-3-

- (d) To insure against loss or damage by water or other fluid or substance;
- (9) To insure against loss from death of domestic animals and to furnish veterinary service;
- (10) To guarantee merchants and those engaged in business, and giving credit, from loss by reason of giving credit to those dealing with him; this shall be known as credit insurance;
- (11) To insure against loss or damage to automobiles or other vehicles or aircraft and their contents, by collision, fire, burglary, or theft, and other perils of operation, and against liability for damage to persons, or property of others, by collision with such vehicles or aircraft, and to insure against any loss or hazard incident to the ownership, operation, or use of motor or other vehicles or aircraft;
- (12) To insure against liability for loss or damage to the property or person of another caused by the insured or by those for whom the insured is responsible, including insurance of medical, hospital, surgical, funeral or other related expense of the insured or other person injured, irrespective of legal liability of the insured, when issued with or supplemental to policies of liability insurance;
- (13) To insure against loss of or damage to any property of the insured, resulting from the ownership, maintenance or use of elevators, except loss or damage by fire;
- (14) To insure against attorneys fees, court costs, witness fees and incidental expenses incurred in connection with the use of the professional services of attorneys at law;
- (15) To make or effect reinsurance of any risks;
- (16) In addition to all powers, it shall have power to transact in any state or territory of the United States, in the Dominion of Canada, and in any foreign country, any kinds or classes of insurance business which companies of its kind are now or may hereafter be permitted by law to transact, whether or not such kinds or classes of insurance are specifically enumerated in this charter or existing amendments thereto.
- (17) Any policy issued by the Company may cover any one or more of the risks it is authorized to insure.
- (18) The powers herein conferred upon the Company are in furtherance and not in limitation of the powers conferred

I 59,925

-4-

by the Statutes of the State of Minnesota as from time to time in force and effect, and the Company shall have, in addition to such authorized statutory powers as are in this Charter recited, all other powers and privileges conferred by the Statutes of the State of Minnesota now existing or hereinafter enacted.

- (19) The Company shall have the power and authority to acquire, own, and hold stock in any other insurance company, whether previously existing or in the process of being organized, and whether or not engaged in the type of insurance heretofore specified, including, but not thereby limiting, stock in companies engaged in writing life insurance, including annuity and endowment policies.
- (20) In addition to such other and different policies as it is authorized to issue, the Company may write insurance upon a participating plan or issue policies providing for or permitting participation by its insured in the profits of the business of the Company in such manner and to such extent and upon such conditions as the Board of Directors of the Company shall from time to time determine.

ARTICLE III.

The principal place of transacting the business of this Company shall be at 445 Minnesota Street, Suite 900, St. Paul, Minnesota 55101.

ARTICLE IV.

The duration of this Company shall be perpetual.

ARTICLE V.

The government of the Company and the management of its affairs shall be vested in a Board of Directors of not less than three (3) nor more than eighteen (18) members, all of whom shall be shareholders and shall be elected annually by the shareholders at their annual meeting, which meeting shall be held on the Thursday before the first Tuesday of May of each year at such place within or without the State of Minnesota, as may be designated by the Board of Directors.

The initial Board of Directors, who shall hold office until their respective successors are elected and qualified, shall consist of:

I-59, 926

-5-

Landon Alexander	385 Washington Street
J. E. Bachman	385 Washington Street
J. H. Crowther	385 Washington Street
J. R. Diehl	385 Washington Street
J. F. Duffy	385 Washington Street
R. J. Haugh	385 Washington Street
T. F. McCann	385 Washington Street
T. W. McKeown	385 Washington Street
J. J. Mock	385 Washington Street
Lloyd O. Shervheim	385 Washington Street
T. H. Swain	385 Washington Street
R. W. Tongen	385 Washington Street
J. P. White	385 Washington Street
R. L. Willox	385 Washington Street
	St. Paul, Minnesota 55102

ARTICLE VI.

The authorized amount of capital stock of this Company shall be Two Million Three Hundred Fifty Thousand Dollars (\$2,350,000) divided into One Million (1,000,000) shares of common stock of the par value of Two Dollars and Thirty-Five Cents (\$2.35) per share.

Each share of stock shall entitle the holder to one vote, and shareholders shall not be entitled to cumulate their votes for the election of the directors. The Board of Directors of the Company shall have the power to cause to be issued from time to time any or all of the authorized but unissued shares of the stock of the Company at such prices and for such consideration as they in their unrestricted discretion deem wise and advisable. Shareholders shall not have any preemptive right to subscribe for any shares of such unissued stock.

I-59, 827

-6-

ARTICLE VII.

The highest amount of indebtedness or liability to which the Company shall at any time be subject, including bank loans and similar borrowing but exclusive of liability under insurance policies and other obligations routinely incurred in the ordinary course of the Company's business, shall be One Million Dollars (\$1,000,000).

I-59,928

CERTIFICATION

We, James F. Duffy, Vice President, and Juanita B. Luis, Corporate Secretary of Athena Assurance Company do hereby certify that the foregoing resolutions and the new Restated Articles of Incorporation of the Company are a true and correct copy duly adopted in conformity with statutory requirements, and in full force and effect as of the date of this certification.

ATHENA ASSURANCE COMPANY

James F. Duffy
James F. Duffy, Vice President

Juanita B. Luis
Juanita B. Luis, Corporate Secretary

Dated: April 21, 1983
Saint Paul, Minnesota

Subscribed and Sworn to before me
this 21st day of April, 1983

Irma Kamperschroer
Notary Public



The foregoing Restated Articles of Incorporation are hereby
approved this 21st day of April, 1983

Reynaud L. Harp
Reynaud L. Harp
Commissioner of Insurance

FILING #0004286216 PG 25 OF 44 VOL B-01473
FILED 12/03/2010 08:37 AM PAGE 00440
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

I-59, 929

STATE OF MINNESOTA	
DEPARTMENT OF STATE	
I hereby certify that the within	
instrument was filed for record in this	
office on the <u>28</u> day of <u>April</u>	
A. D. 19 <u>82</u> , at <u>4:20</u> o'clock <u>P.</u> M.,	
and was duly recorded in Book <u>I-59</u>	
of Incorporations, on page <u>751</u>	
<u>Paul C. Johnson</u>	
S. T. E.	

"ORIGINAL"

W-60, 484

727-AA

CERTIFIED AMENDMENT OF ARTICLES OF INCORPORATION
ATHENA ASSURANCE COMPANY

RESOLVED, that Article II, Section 16 of the Articles of
Incorporation of this corporation be amended to read in its
entirety as follows:

- (16) In addition to all powers, it shall have power to trans-
act in any state or territory of the United States, in
the Dominion of Canada, and in any foreign country, any
kinds or classes of insurance business which companies
of its kind are now or may hereafter be permitted by
law to transact, whether or not such kinds or classes
of insurance are specifically enumerated in this charter
or existing amendments thereto, except for life
insurance.

664723

CERTIFICATION

The undersigned, Juanita B. Luis, does hereby certify that she is
the duly elected and acting Corporate Secretary of Athena Assurance
Company, a Minnesota corporation, and that the foregoing is a true,
correct and complete copy of resolutions regularly presented to and
duly adopted by the Shareholders of said corporation in accordance
with the bylaws of said corporation on the 8th day of December, 1983.

The undersigned does further certify that the foregoing resolution
is still in force and effect and has not been modified, revoked or
rescinded.

Saint Paul, Minnesota
Dated: December 8, 1983

Juanita B. Luis
Corporate Secretary

W-60, 185

STATE OF MINNESOTA } ss.
COUNTY OF RAMSEY }

Richard W. Tongen and Juanita B. Luis being first duly sworn on oath depose and say: that they are respectively the President and Corporate Secretary of Athena Assurance Company, the corporation named in the foregoing certificate; that said certificate contains a true statement of the action of the shareholders of said corporation, duly held as aforesaid; that the seal attached is the corporate seal of said corporation; that said certificate is executed on behalf of said corporation, by its express authority; and they further acknowledge the same to be the free act and deed of said corporation.

Richard W. Tongen

Juanita B. Luis

Subscribed and sworn to before me this 8th day of December, 1983.



Irma Kamperschroder
Notary Public

The foregoing amendment to the Articles of Incorporation of Athena Assurance Company is hereby approved this 13th day of December, 1983.

Michael A. Hatch
Michael A. Hatch
Commissioner of Commerce

W-60,

488

STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that this within
Instrument was filed for record in this
office on the 13 day of Dec
A. D. 1988, at 4:30 o'clock P.
and was duly recorded in Book W-60
of Incorporations, on page 488

Gene Anderson

Secretary of State

"ORIGINAL"

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
ATHENA ASSURANCE COMPANY

M-62, 203

727 AA
We, the undersigned, James F. Duffy and Juanita B. Luis respectively, the President and Corporate Secretary of Athena Assurance Company, a Minnesota insurance corporation, do hereby certify that on the 20th day of July, 1984, a resolution as hereinafter set forth was adopted at a Special Meeting of the Shareholders:

RESOLVED, that the first sentence of the first paragraph of Article VI of the Articles of Incorporation of the company, be and it hereby is amended to read as follows:

"The authorized amount of capital stock of this Company shall be Two Million Five Hundred Thousand Dollars (\$2,500,000) divided into One Million shares of common stock of the par value of Two Dollars and Fifty Cents per share."

IN WITNESS WHEREOF, we have subscribed our names and caused the corporate seal of said corporation to be affixed this 20th day of July, 1984.

In presence of

ATHENA ASSURANCE COMPANY

Jacqueline Hogan
Linda Kamperschoer

BY James F. Duffy
President
and Juanita B. Luis
Corporate Secretary



731070

7-62, 204

STATE OF MINNESOTA)
) ss.
COUNTY OF RAMSEY)

James F. Duffy and Juanita B. Luis, being first duly sworn on oath, depose and say: that they are respectively the President and Corporate Secretary of Athena Assurance Company, the corporation named in the foregoing certificate; that said certificate contains a true statement of the action of the shareholders of said corporation, duly held aforesaid; that the seal attached is the corporate seal of said corporation; that said certificate is executed on behalf of said corporation, by its express authority; and they further acknowledge the same to be the free act and deed of said corporation.

James F. Duffy
Juanita B. Luis

Subscribed and sworn to before me this 20th day of July, 1984.



Irma Kamperschroer
Notary Public

The foregoing amendment to the Articles of Incorporation of Athena Assurance Company is hereby approved this 25th day of July, 1984.

Michael Hatch
Michael Hatch
Commissioner of Commerce

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within
instrument was filed for record in this
office on the 26 day of July
A. D. 1984 at 4:30 o'clock P. M.
and was duly recorded in Book 7742
of Incorporations, on page 203.
Joan Anderson Beave
AD
Secretary of State



"ORIGINAL"

727 AA

CERTIFICATE OF RESTATED
ARTICLES OF INCORPORATION I-41, 192
OF
ATHENA ASSURANCE COMPANY

This certifies that on the 12th day of April, 1985, a resolution as hereinafter set forth was adopted at a Special Meeting of the Shareholders:

RESOLVED, that the first paragraph of Article V of the Articles of Incorporation of the company, be and it hereby is, amended to read as follows:

"The government of the Company and the management of its affairs shall be vested in a Board of Directors of not less than three (3) nor more than eighteen (18) members, all of whom shall be elected annually by the shareholders at their annual meeting, which shall be held during the second calendar quarter of each year at such place within or without the State of Minnesota, as may be designated by the Board of Directors."

RESOLVED FURTHER, that the Articles of Incorporation be restated to show all amendments to date; and

IN WITNESS WHEREOF, we have subscribed our names and caused the corporate seal of said corporation to be affixed this 17th day of April, 1985.

In presence of

ATHENA ASSURANCE COMPANY

Jana Kamperschoer

By James F. D. 167
Chairman

Dorothy J. Marier

and Quanita B. Lewis
Corporate Secretary

810689

I. 64, 193

RESTATED ARTICLES OF INCORPORATION

OF

ATHENA ASSURANCE COMPANY

ARTICLE I.

The name of this Company is Athena Assurance Company.

ARTICLE II.

The nature of the business, and the objects and purposes to be transacted, provided, and carried on by the Company are those of an insurance company. To this end, it shall have the power:

- (1) To insure against loss or damage to property on land and against loss of rents and rental values, leaseholds of buildings, use and occupancy and direct or consequential loss or damage caused by fire, smoke or smudge, water or other fluid or substance, lightning, windstorm, tornado, cyclone, earthquake, collapse and slippage, rain, hail, frost, snow, freeze, change of temperature, weather or climatic conditions, excess or deficiency of moisture, floods, the rising of waters, oceans, lakes, rivers or their tributaries, bombardment, invasion, insurrection, riot, civil war or commotion, military or usurped power, electrical power interruption or electrical breakdown from any cause, railroad equipment, motor vehicles or aircraft, accidental injury to sprinklers, pumps, conduits or containers or other apparatus erected for extinguishing fires, explosion, whether fire ensues or not, except explosions on risks specified in clause (3); provided, however, that there may be insured hereunder the following:
(a) explosion of any kind originating outside the insured building or outside of the building containing the property insured, (b) explosion of pressure vessels which do not contain steam or which are not operated with steam coils or steam jackets, and (c) risks under home owners multiple peril policies;
- (2) (a) To insure vessels, freight, goods, wares, merchandise, specie, bullion, jewels, profits, commissions, bank notes, bills of exchange, and other evidences of debt, bottomry and respondentia interest, and every insurance appertaining to or connected with risks of transportation and navigation on and under water, on land or in the air;

I-64 194

-2-

- (b) To insure all personal property floater risks;
- (3) To insure against any loss from either direct or indirect damage to any property or interest of the assured or of another, resulting from the explosion of or injury to (a) any boiler, heater or other fired pressure vessel; (b) any unfired pressure vessel; (c) pipes or containers connected with any of said boilers or vessels; (d) any engine, turbine, compressor, pump or wheel; (e) any apparatus generating, transmitting or using electricity; (f) any other machinery or apparatus connected with or operated by any of the previously named boilers, vessels or machines; and including the incidental power to make inspections of and to issue certificates of inspection upon, any such boilers, apparatus, and machinery, whether insured or otherwise;
- (4) (a) To insure against loss or damage by the sickness, bodily injury or death by accident of the assured or his dependents;
- (b) To insure against the legal liability, whether imposed by common law or by statute or assumed by contract, of any employer for the death or disablement of, or injury to, his or its employee;
- (5) To guarantee the fidelity of persons in fiduciary positions, public or private, or to act as surety on official and other bonds, and for the performance of official or other obligations;
- (6) To insure owners and others interested in real estate against loss or damage, by reason of defective titles, encumbrances, or otherwise;
- (7) To insure against loss or damage by breakage of glass, located or in transit;
- (8) (a) To insure against loss by burglary, theft, or forgery;
- (b) To insure against loss of or damage to moneys, coins, bullion, securities, notes, drafts, acceptance or any other valuable paper or document, resulting from any cause, except while in the custody or possession of and being transported by any carrier for hire or in the mail;
- (c) To insure individuals by means of an all risk type of policy commonly known as the "Personal Property Floater" against any kind and all kinds of loss of or damage to, or loss of use of, any personal property other than merchandise;

IW4, 195

-3-

- (d) To insure against loss or damage by water or other fluid or substance;
- (9) To insure against loss from death of domestic animals and to furnish veterinary service;
- (10) To guarantee merchants and those engaged in business, and giving credit, from loss by reason of giving credit to those dealing with him; this shall be known as credit insurance;
- (11) To insure against loss or damage to automobiles or other vehicles or aircraft and their contents, by collision, fire, burglary, or theft, and other perils of operation, and against liability for damage to persons, or property of others, by collision with such vehicles or aircraft, and to insure against any loss or hazard incident to the ownership, operation, or use of motor or other vehicles or aircraft;
- (12) To insure against liability for loss or damage to the property or person of another caused by the insured or by those for whom the insured is responsible, including insurance of medical, hospital, surgical, funeral or other related expense of the insured or other person injured, irrespective of legal liability of the insured, when issued with or supplemental to policies of liability insurance;
- (13) To insure against loss of or damage to any property of the insured, resulting from the ownership, maintenance or use of elevators, except loss or damage by fire;
- (14) To insure against attorneys fees, court costs, witness fees and incidental expenses incurred in connection with the use of the professional services of attorneys at law;
- (15) To make or effect reinsurance of any risks;
- (16) In addition to all powers, it shall have power to transact in any state or territory of the United States, in the Dominion of Canada, and in any foreign country, any kinds or classes of insurance business which companies of its kind are now or may hereafter be permitted by law to transact, whether or not such kinds or classes of insurance are specifically enumerated in this charter or existing amendments thereto, except for life insurance.
- (17) Any policy issued by the Company may cover any one or more of the risks it is authorized to insure.
- (18) The powers herein conferred upon the Company are in furtherance and not in limitation of the powers conferred by the Statutes of the State of Minnesota as from time to time

I 64 196

-4-

in force and effect, and the Company shall have, in addition to such authorized statutory powers as are in this Charter recited, all other powers and privileges conferred by the Statutes of the State of Minnesota now existing or hereinafter enacted.

- (19) The Company shall have the power and authority to acquire, own, and hold stock in any other insurance company, whether previously existing or in the process of being organized, and whether or not engaged in the type of insurance heretofore specified, including, but not thereby limiting, stock in companies engaged in writing life insurance, including annuity and endowment policies.
- (20) In addition to such other and different policies as it is authorized to issue, the Company may write insurance upon a participating plan or issue policies providing for or permitting participation by its insured in the profits of the business of the Company in such manner and to such extent and upon such conditions as the Board of Directors of the Company shall from time to time determine.

ARTICLE III.

The principal place of transacting the business of this Company shall be at 445 Minnesota Street, Suite 900, St. Paul, Minnesota 55101.

ARTICLE IV.

The duration of this Company shall be perpetual.

ARTICLE V.

The government of the Company and the management of its affairs shall be vested in a Board of Directors of not less than three (3) nor more than eighteen (18) members, all of whom shall be elected annually by the shareholders at their annual meeting, which shall be held during the second calendar quarter of each year at such place within or without the State of Minnesota, as may be designated by the Board of Directors.

ARTICLE VI.

The authorized amount of capital stock of this Company shall be Two Million Five Hundred Thousand Dollars (\$2,500,000) divided

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-5-

into One Million (1,000,000) shares of common stock of the par value of Two Dollars and Fifty Cents (\$2.50) per share.

Each share of stock shall entitle the holder to one vote, and shareholders shall not be entitled to cumulate their votes for the election of the directors. The Board of Directors of the Company shall have the power to cause to be issued from time to time any or all of the authorized but unissued shares of the stock of the Company at such prices and for such consideration as they in their unrestricted discretion deem wise and advisable. Shareholders shall not have any preemptive right to subscribe for any shares of such unissued stock.

ARTICLE VII.

The highest amount of indebtedness or liability to which the Company shall at any time be subject, including bank loans and similar borrowing but exclusive of liability under insurance policies and other obligations routinely incurred in the ordinary course of the Company's business, shall be One Million Dollars (\$1,000,000).

-6-

Ed 198

CERTIFICATION

We, James F. Duffy, Chairman, and Juanita B. Luis, Corporate Secretary of Athena Assurance Company do hereby certify that the foregoing resolutions and the new Restated Articles of Incorporation of the Company are a true and correct copy duly adopted in conformity with statutory requirements, and in full force and effect as of the date of this certification.

ATHENA ASSURANCE COMPANY

James F. Duffy
James F. Duffy, Chairman

Juanita B. Luis
Juanita B. Luis, Corp. Secretary

Dated: April 17, 1985
Saint Paul, Minnesota

Subscribed and Sworn to before me
this 17th day of April 17, 1985

Irma Kamperschroer
Notary Public



The foregoing Restated Articles of Incorporation are hereby
approved this *17th* day of April, 1985.

Michael A. Hatch
Michael A. Hatch
Commissioner of Commerce

FILING #0004286216 PG 38 OF 44 VOL B-0147
FILED 12/03/2010 08:37 AM PAGE 00453
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

I-64, 199

<p>STATE OF MINNESOTA DEPARTMENT OF STATE I hereby certify that the within instrument was filed for record in this office on the <u>2</u> day of <u>May</u> A. D. 19<u>85</u> at <u>4:30</u> o'clock <u>P.</u> M., and was duly recorded in Book <u>I-64</u> of incorporations, on page <u>192</u> <i>John Gustafson</i> Secretary of State</p>

727-AA

5752

CERTIFICATE OF AMENDMENT
OF
RESTATED ARTICLES OF INCORPORATION
OF
ATHENA ASSURANCE COMPANY

We, the undersigned, Robert K. Dybdal and Paul D. Zicarelli, respectively the Vice President and Corporate Secretary of Athena Assurance Company, a Minnesota insurance corporation, do hereby certify that the following resolution as hereinafter set forth was adopted by the Shareholder, effective March 30, 1992:

RESOLVED, that Article III of the Articles of Incorporation of the company be, and it hereby is, amended to read as follows:

"The principal place of transacting the business of this Company shall be at 385 Washington Street, St. Paul, Minnesota 55102."

IN WITNESS WHEREOF, we have subscribed our names and caused the corporate seal of said corporation to be affixed this 30th day of March, 1992.

In presence of

ATHENA ASSURANCE COMPANY

Bonnie L Cleveland

By Robert K. Dybdal
Vice President

David Kamperschauer

and Paul D. Zicarelli
Corporate Secretary

5753

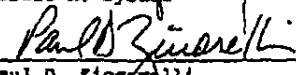
CERTIFICATION

STATE OF MINNESOTA
COUNTY OF RAMSEY

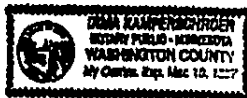
Robert K. Dybdal and Paul D. Ziccarelli being first duly sworn on oath depose and say: that they are respectively the Vice President and Corporate Secretary of Athena Assurance Company, the corporation named in the foregoing certificate; that said certificate contains a true statement of the action of the shareholder of said corporation, duly adopted in conformity with statutory requirements; that the seal attached is the corporate seal of said corporation, by its express authority; and they further acknowledge the same to be their free act and deed and the free act and deed of said corporation.

Dated: March 30, 1992


Robert K. Dybdal


Paul D. Ziccarelli

Subscribed and sworn to before me this 30th day of March, 1992.




Notary Public

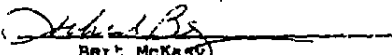
The foregoing amendment to the Restated Articles of Incorporation of Athena Assurance Company is hereby approved this 7th day of April, 1992.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

APR 28 1992


Secretary of State

Secretary of State


Bert McKay
Commissioner of Commerce
BY: Rochelle Vergin, Deputy Commissioner

DC
727-AA

0209

CERTIFICATE OF AMENDMENT
OF
RESTATED ARTICLES OF INCORPORATION
OF
ATHENA ASSURANCE COMPANY

We, the undersigned, Gerald H. Engleleiter and Karl P. Aaro, respectively the Vice President and Assistant Corporate Secretary of Athena Assurance Company, a Minnesota insurance corporation, do hereby certify that the following resolution as hereinafter set forth was adopted by the Shareholder, effective April 11, 1994:

RESOLVED, that Article VI of the Articles of Incorporation of this company be amended to read in its entirety as follows:

ARTICLE VI.

The authorized amount of capital stock of this Company shall be Three Million, Five Hundred Thousand Dollars (\$3,500,000) divided into One Million (1,000,000) shares of common stock of the par value of Three Dollars and Fifty Cents (\$3.50) per share.

Each share of stock shall entitle the holder to one vote, and shareholders shall not be entitled to cumulate their votes for the election of directors. The Board of Directors of the Company shall have the power to cause to be issued from time to time any or all of the authorized but unissued shares of the stock of the Company at such prices and for such consideration as they in their unrestricted discretion deem wise and advisable. Shareholders shall not have any preemptive right to subscribe for any shares of such unissued stock.

IN WITNESS WHEREOF, we have subscribed our names and caused the corporate seal of said corporation to be affixed this 19th day of May, 1994.

In presence of

[Signature]

Brenda L. Swanson

ATHENA ASSURANCE COMPANY

By Gerald H. Engleleiter
Vice President

and [Signature]
Assistant Corp. Secretary

0210

CERTIFICATION

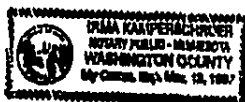
STATE OF MINNESOTA
COUNTY OF RAMSEY

Gerald H. Engeleiter and Karl P. Aaro being first duly sworn on oath depose and say: that they are respectively the Vice President and Assistant Corporate Secretary of Athena Assurance Company, the corporation named in the foregoing certificate; that said certificate contains a true statement of the action of the shareholder of said corporation, duly adopted in conformity with statutory requirements; that the seal attached is the corporate seal of said corporation, by its express authority; and they further acknowledge the same to be their free act and deed and the free act and deed of said corporation.

Dated: May 19, 1994

Gerald H. Engeleiter
Gerald H. Engeleiter
Karl P. Aaro
Karl P. Aaro

Subscribed and sworn to before me this 19th day of May, 1994.



Diana Kamperschen
Notary Public

The foregoing amendment to the Restated Articles of Incorporation of Athena Assurance Company is hereby approved this 24th day of May, 1994.

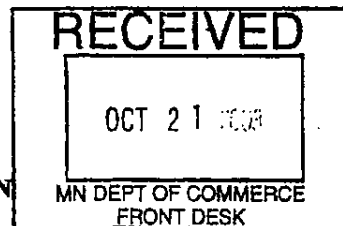
James Ulland
James Ulland
Commissioner of Commerce

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
MAY 27 1994
James Andrew Moore
Secretary of State

727-AA

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CERTIFICATE OF AMENDMENT
OF
RESTATED ARTICLES OF INCORPORATION
OF
ATHENA ASSURANCE COMPANY



We, the undersigned, Bruce A. Backberg and Christopher E. Gerst, respectively a Senior Vice President and Assistant Corporate Secretary of Athena Assurance Company, a Minnesota insurance corporation, do hereby certify that the following resolution as hereinafter set forth was adopted by the Shareholder, effective September 26, 2003:

RESOLVED, that Article V of the Articles of Incorporation of this company be amended to read in its entirety as follows:

ARTICLE V

The government of the Company and the management of its affairs shall be vested in a Board of Directors of not less than five (5) nor more than eighteen (18) members, all of whom shall be elected annually by the shareholders at their annual meeting, which shall be held during the second calendar quarter of each year at such place within or without the State of Minnesota, as may be designated by the Board of Directors.

IN WITNESS WHEREOF, we have subscribed our names and caused the corporate seal of said corporation to be affixed this 26th day of September, 2003.

In presence of

ATHENA ASSURANCE COMPANY

Sarah M. Ham

By Bruce A. Backberg
Senior Vice President

Sarah M. Ham

and Christopher E. Gerst
Assistant Corporate Secretary


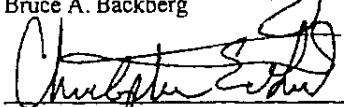


CERTIFICATION

STATE OF MINNESOTA
COUNTY OF RAMSEY

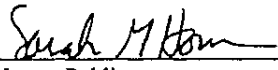
Bruce A. Backberg and Christopher E. Gerst being first duly sworn on oath depose and say: that they are respectively Senior Vice President and Assistant Corporate Secretary of Athena Assurance Company, the corporation named in the foregoing certificate; that said certificate contains a true statement of the action of the shareholder of said corporation, duly adopted in conformity with statutory requirements; that the seal attached is the corporate seal of said corporation, by its express authority; and they further acknowledge the same to be their free act and deed and the free act and deed of said corporation.

Dated: September 26, 2003


Bruce A. Backberg

Christopher A. Gerst

Subscribed and sworn to before me this 26th day of September, 2003.




Notary Public

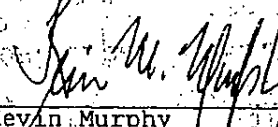
The foregoing amendment to the Restated Articles of Incorporation of Athena Assurance Company is hereby approved this 26th day of Oct, 2003.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

OCT 29 2003


Secretary of State

BY:


Kevin Murphy
Deputy Commissioner

STATE OF MINNESOTA

STATE OF CONNECTICUT
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record
in this Office

In Testimony whereof, I have hereunto set my hand,
and affixed the Seal of said State, at Hartford,
this 3rd day of February A.D. 2011



SECRETARY OF THE STATE