

FD/000005225

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

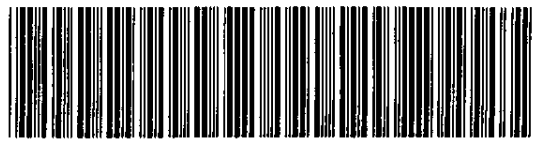
(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 JAN 12 PM 12:51

FILED

*Amendment
Domestic*

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Association Insurance Company
Name of Corporation

DOCUMENT NUMBER: F01000005225

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

June Stracener
Name of Contact Person

Mitchell Williams Law Firm
Firm/Company

5414 Pinnacle Point Drive, Suite 500
Address

Rogers, AR 72758
City/State and Zip Code

nsayne@bldrs.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

June Stracener at (479) 464-5668
Name of Contact 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
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)

F01000005225

(Document number of corporation (if known))

1. Association Insurance Company
(Name of corporation as it appears on the records of the Department of State)

2. Georgia
(Incorporated under laws of)

3. 10/5/2001
(Date authorized to do business in Florida)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2011 JAN 12 PM 12: 51
FILED

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 -- name not changed

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

N/A -- name not changed
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

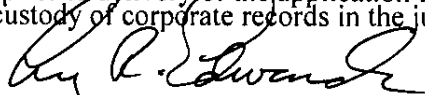
6. If the amendment changes the period of duration, indicate new period of duration. **N/A -- Duration not changed.**

(New duration)

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

Delaware
(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)

Craig R. Edwards
(Typed or printed name of person signing)

Secretary
(Title of person signing)

Delaware

PAGE 1

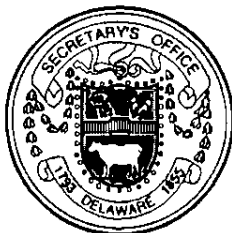
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DOMESTICATION OF "ASSOCIATION INSURANCE COMPANY", FILED IN THIS OFFICE THE SEVENTH DAY OF DECEMBER, A.D. 2010, AT 1:13 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF DOMESTICATION IS THE FIFTEENTH DAY OF DECEMBER, A.D. 2010.

4909697 8100D

110010258



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8471416

DATE: 01-04-11

CERTIFICATE OF DOMESTICATION

OF


ASSOCIATION INSURANCE COMPANY


1. The name of the company, as set forth in the attached Certificate of Incorporation, is Association Insurance Company (the "Company").
2. The Company was originally incorporated in North Carolina on March 22, 1984 as Jefferson-Pilot Property Insurance Company. An Application for Charter, Redomestication and Name Change was filed on September 1, 1999 which changed the name of the Company from "Jefferson-Pilot Property Insurance Company" to "Association Insurance Company" and redomesticated the Company from North Carolina to Georgia.
3. The principal place of business of the Company is 2410 Paces Ferry Road, Suite 300, Atlanta, Cobb County, Georgia, 30339.
4. The Company desires to redomesticate the Company to the State of Delaware as a domiciled Delaware insurance corporation.
5. The proposed transfer of domicile and redomestication has been approved by the State of Georgia and the State of Delaware.
6. The Company will formalize the redomestication by filing in Delaware this Certificate of Redomestication and the attached Certificate of Incorporation, as amended, with the necessary or appropriate provisions for a Delaware corporation.
7. This Certificate of Domestication will be filed, along with the attached Amended and Restated Certificate of Incorporation, with the Georgia Insurance Department and the Georgia Secretary of State's Office after it is approved by the Delaware Division of Corporations.
8. The effective date of this Certificate of Domestication shall be December 15, 2010.

(Signatures on Next Page)

Signed: December 7, 2010

ASSOCIATION INSURANCE COMPANY

By: 
Name: Patrick J. Mitchell
Title: President & Chief Executive Officer

Attest:
By: 
Name: Craig R. Edwards
Title: Secretary

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ASSOCIATION INSURANCE COMPANY" FILED IN THIS OFFICE ON THE SEVENTH DAY OF DECEMBER, A.D. 2010, AT 1:13 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE FIFTEENTH DAY OF DECEMBER, A.D. 2010.

4909697 8100D

110010258



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8471416

DATE: 01-04-11

**CERTIFICATE OF INCORPORATION
OF
ASSOCIATION INSURANCE COMPANY**

ARTICLE ONE
Name & State of Origin

The name of the company is Association Insurance Company (the "Company"). The original state of incorporation of the Company is North Carolina. The Company's original date of incorporation is March 22, 1984.

On September 1, 1999 the Company redomesticated from North Carolina to Georgia.

ARTICLE TWO
Articles of Incorporation and Amendments

Attached hereto are copies of the following:

1. Charter and Addendum including Amended and Restated Articles of Incorporation filed with the Georgia Secretary of State and Georgia Insurance Commissioner dated September 1, 1999.
2. Certificate of Amendment to Charter dated November 24, 2010 filed with the Georgia Secretary of State.

ARTICLE THREE
Registered Office and Agent

The Company's registered office in the states of Delaware shall be located at 160 Greentree Dr., Suite 101, Dover, Delaware, Kent County, 19904. Its registered agent and such address shall be National Registered Agents, Inc.

ARTICLE FOUR
Incorporators

The name and address of the incorporator who will execute this Certificate of Incorporation is as follows:

Craig, R. Edwards
2410 Paces Ferry Road, Suite 300
Atlanta, Georgia 30339

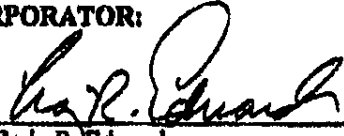
ARTICLE FIVE
Effective Date

This Certificate of Incorporation is being filed with the Delaware Secretary of State on December 7, 2010 and shall be effective as of December 15, 2010.

(Signatures on following page)

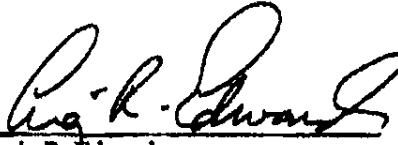
ASSOCIATION INSURANCE COMPANY

INCORPORATOR:

By: 
Name: Craig R. Edwards
Title: Incorporator

OFFICERS:

By: 
Name: Patrick J. Mitchell
Title: President & Chief Executive Officer

Attest:
By: 
Name: Craig R. Edwards
Title: Secretary

ATTACHMENT 1

Incorporators

The names and addresses of the incorporators, all of whom are over 18 years of age, are of good moral character, and have never been convicted of a crime involving moral turpitude, are as follows:

Name: Joe A. Capers
Address: 2547 Kingsley Drive
 Marietta, GA 30062

Name: Mark Baldwin
Address: 345 Kerrieth
 Stockbridge, GA 30281

Name: Lea Capers
Address: 2547 Kingsley Drive
 Marietta, GA 30062

Name: Burtay Moss
Address: 1406 Downington Trail
 Aoworth, GA 30101

Name: Mike Hasner
Address: 1825 Collard Drive
 Atlanta, GA 30318

All of the incorporators are citizens of the United States and residents of the State of Georgia.

ARTICLE FIVE

Home Office: Principal Place of Business

The home office and principal place of business of the Corporation is located at One Paces Summit, 2410 Paces Ferry Road, Atlanta, Cobb County, Georgia 30339

ARTICLE SIX

Purpose and Powers. Classes of Insurance

The purpose of the Corporation is to transact insurance and reinsurance in accordance with the Georgia Insurance Code for the following classes of insurance: casualty insurance (excluding accident and sickness insurance), including worker's compensation and employer's liability insurance, property insurance, marine and transportation insurance, and surety insurance, as such terms are defined in Chapter 7 of the Georgia Insurance Code. In connection therewith, the Corporation shall have all the rights, powers, privileges and immunities appropriate, proper and incident to the business of said classes of insurance and reinsurance together with such additional rights, powers, privileges, and immunities as may be inherent in or allowed to like corporations under the laws of the State of Georgia.

In furtherance of and not in limitation of the foregoing and the objects and purposes set forth herein, it is expressly provided that, to the extent a private corporation organized under the Georgia Business Corporation Code may now or hereafter lawfully do, and except as may be inconsistent or in conflict with the Georgia Insurance Code or other Acts of the General Assembly of the State of Georgia regulating the conduct of insurance companies, the Corporation shall have the power to do all and everything necessary, suitable, convenient or proper for, or in connection with, or incidental to, the accomplishment of any of the purposes or the attainment of any one or more of the objects enumerated herein, or designed directly or indirectly to promote the interests of the Corporation or to enhance the value of its properties.

ARTICLE SEVEN

Stock Insurance Company. Authorized Capital Stock. No Subscriptions by Incorporators.

Minimum Capital and Surplus: Nonassessable Shares

The Corporation shall be a stock insurance company authorized to issue four hundred fifty thousand (450,000) shares of capital stock, par value \$10.00 per share. None of the incorporators has subscribed to purchase any shares of the Corporation. The minimum amount of paid in capital with which the Corporation shall commence business shall be one million five hundred thousand dollars (\$1,500,000), and the minimum paid in surplus with which the Corporation shall commence business shall be one million five hundred thousand dollars (\$1,500,000), as required by the Georgia Insurance Code. The shares of the Corporation shall not be subject to assessment.

ARTICLE EIGHT

Issuance of Participating and Nonparticipating Policies, Etc.

The Corporation may issue any or all of its policies with or without participation in profits, savings, or unabsorbed portions of premiums, may classify policies issued on a participating or nonparticipating basis, and may determine the right to participate and the extent of participation of any class or classes of policies.

ARTICLE NINE

No Limitations on Indebtedness

There shall be no limitations on the Corporation's indebtedness other than those provided for in the Georgia Insurance Code and other applicable Georgia law.

ARTICLE TEN

Initial Board of Directors; Initial Officers

The Board of Directors shall consist of not less than three (3) nor more than nine (9) persons. The Board of Directors shall conduct the affairs of the Corporation, and the precise number of members of the Board of Directors shall be fixed from time to time in accordance with the Bylaws of the Corporation. Initially, the Board of Directors shall consist of seven (7) persons, whose names and addresses are as follows and each of whom is a resident of the State of Georgia and a citizen of the United States:

Troy Eugene (Gene) Barber
510 N. Glynn Street
Fayetteville, Georgia 30214

John Christopher (Chris) Bowler
1012 Tindon Street
Augusta, Georgia 30909

Gerald A. Kopp
9394 Tara Boulevard
Jonesboro, Georgia 30236

Richard Lane
933 Llanore Drive
Columbus, Georgia 31908

Allen M. Richardson
2169 Lawrenceville Highway
Lawrenceville, Georgia 30044

Michael F. Ryan
1540 Wilmington Island Road
Savannah, Georgia 31410

William L. Schwanebeck
2508 Moody Road
Warner Robins, Georgia 31088

The names and addresses of the initial officers of the Corporation, all of whom are citizens of the United States, are as follows:

<u>Name and Address</u>	<u>Office(s)</u>
Joseph A. Capers One Paces Summit 2410 Paces Ferry Road Atlanta, Georgia 30339	President
Mark S. Baldwin One Paces Summit 2410 Paces Ferry Road Atlanta, Georgia 30339	Treasurer
Gerald A. Kopp	Secretary

9594 Tara Boulevard
Jonesboro, Georgia 30236

Each of the initial members of the Board of Directors shall serve until his or her successor has been duly elected and qualified at the first annual meeting of the stockholders of the Corporation or as otherwise provided in the Bylaws of the Corporation. Each of the initial officers shall serve until his or her successor has been duly elected and qualified at the first annual meeting of the Board of Directors of the Corporation or as otherwise provided in the Bylaws of the Corporation.

ARTICLE ELEVEN

Limitation of Director Liability

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of duty of care or other duty as a director, except for liability (i) for any appropriation, in violation of his duties, of any business opportunity of the Corporation, (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law, (iii) of the types set forth in Section 14-2-832 of the Georgia Business Corporation Code or in Section 33-14-74 of the Georgia Insurance Code, or (iv) for any transaction from which the director derived an improper personal benefit.

Any repeal or modification of the provisions of this Article by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

If the Georgia Business Corporation Code is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation,

in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Georgia Business Corporation Code.

In the event that any of the provisions of this Article (including any provision within a single sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE TWELVE

Redomestication to Georgia

On May 26, 1999, the Commissioner of Insurance of North Carolina issued an Order approving the acquisition of control of the Corporation by Builders Insurance (A Mutual Captive Company), a Georgia domiciled captive insurance company, subject to the redomestication of the Corporation from North Carolina to Georgia. The Commissioner of Insurance of North Carolina has approved the redomestication of the Corporation from North Carolina to Georgia.

The Corporation is duly licensed as a foreign insurer in the State of Georgia and hereby applies for redomestication to Georgia pursuant to Section 33-3-29 of the Georgia Insurance Code. The Corporation chooses to retain its original date of incorporation in North Carolina, March 22, 1984, in lieu of its date of redomestication.

ARTICLE THIRTEEN

Name Change to Association Insurance Company

The name of the Corporation currently is "Jefferson-Pilot Property Insurance Company." Immediately upon the effectiveness of this Application for Charter, Redomestication and Name

Change, the name of the Corporation shall be changed to "Association Insurance Company."

ARTICLE FOURTEEN

Date of Original Charter

The original Application for Charter was filed with the Secretary of State of North Carolina on March 22, 1984. Except as set forth herein, the Charter has not been amended or renewed since that time.

ARTICLE FIFTEEN

Effective Date


Upon the effectiveness of this Application for Charter, Redomestication and Name Change, the Corporation shall cease be a corporation organized and domiciled in the State of North Carolina and shall become a stock insurance corporation organized and domiciled in the State of Georgia.

C. The Secretary of State of Georgia is hereby notified that the Corporation has been redomesticated to the State of Georgia.


8
JUL 16 3 25 PM '89
SECRETARY OF STATE

RECORDED
JUL 26 10 59 AM '89
SECRETARY OF STATE

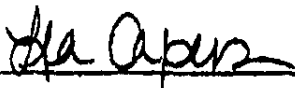
IN WITNESS WHEREOF, the undersigned have executed this Application for Charter, Redomestication and Name Change this 15th day of July, 1999.



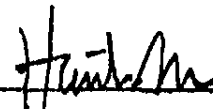
Name: Joe A. Capers



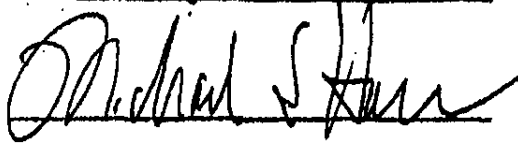
Name: Mark Baldwin



Name: Lea Capers



Name: Harber Moss



Name: Mike Essner



**STATE OF GEORGIA
OFFICE OF INSURANCE AND SAFETY FIRE COMMISSIONER
CERTIFICATE OF AUTHORITY**

WHEREAS, THE JEFFERSON-PILOT PROPERTY INSURANCE COMPANY
ORGANIZED UNDER THE LAWS OF THE STATE OF NORTH CAROLINA
AND HAVING ITS HOME OFFICE IN THE CITY OF GREENSBORO
STATE OF NORTH CAROLINA

HAVING COMPLIED WITH THE REQUIREMENTS OF THE LAWS AND REGULATIONS OF THIS STATE AS
ARE APPLICABLE TO SUCH ORGANIZATION, IT IS HEREBY LICENSED TO TRANSACT THE BUSINESS
OF INSURANCE IN THE STATE OF GEORGIA ACCORDING TO THE LAWS THEREOF, WITH RESPECT TO
THE FOLLOWING CLASSES AND/OR LINES OF INSURANCE:

**PROPERTY
MARINE AND TRANSPORTATION
CASUALTY (INCLUDING WORKERS' COMPENSATION)
SURETY**

Nothing contained in this license authorizes the licensee to engage in or write any classes or kinds of insurance in this State for which the
licensee is not authorized in its state of domicile.

PURSUANT TO O.C.G.A. SECTION 33-9-16(a), THIS CERTIFICATE OF AUTHORITY EXPIRES AT 11:59 P.M. ON
JUNE 30, 2000, UNLESS SUSPENDED OR REVOKED IN THE MANNER PROVIDED BY LAW.

GIVEN UNDER MY HAND AND SEAL OF
OFFICE THIS 1ST DAY OF JULY, 1999

JOHN W. OXENDINE
COMMISSIONER OF INSURANCE

CERTIFICATE NUMBER: 806

SEE ATTACHED ADDENDUM



**OFFICE OF
INSURANCE AND SAFETY FIRE COMMISSIONER**

JOHN W. OXENDINE
COMMISSIONER OF INSURANCE
SAFETY FIRE COMMISSIONER
INDUSTRIAL LOAN COMMISSIONER
COMPTROLLER GENERAL

SEVENTH FLOOR, WEST TOWER
FLOYD BUILDING
8 MARTIN LUTHER KING, JR. DRIVE
ATLANTA, GEORGIA 30334
(404) 646-6388 TDD# (404) 646-4031

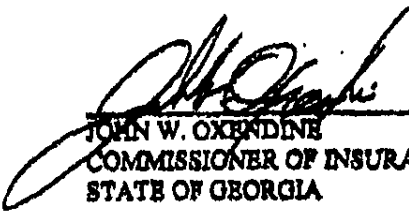
CERTIFICATE APPROVING

**PROPOSED PETITION FOR AMENDED AND RESTATED CHARTER OF
ASSOCIATION INSURANCE COMPANY**

I, John W. Oxendine, Commissioner of Insurance of the State of Georgia, certify that I have examined the Petition for Amended and Restated Charter wherein the Jefferson-Pilot Property Insurance Company wishes to redomesticate from North Carolina to Georgia and simultaneously change its name to the ASSOCIATION INSURANCE COMPANY. This Petition was filed in the Office of the Secretary of State on July 16, 1999, and received in this Office on August 26, 1999.

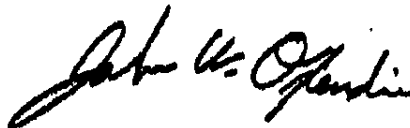
Based upon my examination of this Petition, I conclude that this proposed Petition for Amended and Restated Charter, if granted, will enable ASSOCIATION INSURANCE COMPANY to comply with the applicable laws of the State of Georgia. Said Petition is, therefore, hereby approved.

Given under my Hand and Seal of Office this 1st day of September, 1999.


JOHN W. OXENDINE
COMMISSIONER OF INSURANCE
STATE OF GEORGIA

ADDENDUM TO
CERTIFICATE OF AUTHORITY
NUMBER #906
JEFFERSON-PILOT PROPERTY INSURANCE COMPANY

This Certificate of Authority for Jefferson-Pilot Property Insurance Company is hereby amended to reflect the name change to ASSOCIATION INSURANCE COMPANY, and redomesticated to the State of Georgia, City of Atlanta, effective September 1, 1999.



JOHN W. OXENDINE
COMMISSIONER OF INSURANCE
STATE OF GEORGIA



**OFFICE OF
INSURANCE AND SAFETY FIRE COMMISSIONER**

JOHN W. OXENDINE
COMMISSIONER OF INSURANCE
SAFETY FIRE COMMISSIONER
INDUSTRIAL LOAN COMMISSIONER
COMPTROLLER GENERAL

December 22, 1999

SEVENTH FLOOR, WEST TOWER
FLOYD BUILDING
2 MARTIN LUTHER KING, JR., DRIVE
ATLANTA, GEORGIA 30334
(404) 866-2058 TDD: (404) 866-4031

Ms. Debra Paz
Gladstone, Doherty & Associates, PLLC
Attorneys at Law
1222 16th Avenue South, Suite 21
Nashville, Tennessee 37212

*49 Music Square West
Ste 300
Nashville, TN 37208*

RE: Association Insurance Company

*5678374
000 460452*

Dear Ms. Paz:

According to your letter, requests by the North Carolina Secretary of State's Office for additional documentation delayed the effective date of the redomestication of the Association Insurance Company from the State of North Carolina to the State of Georgia from September 1, 1999 to September 20, 1999.

Meanwhile, the Georgia Insurance Department issued a certificate approving the Petition for Amended and Restated Charter for Association Insurance Company on September 1, 1999.

Since it is imperative that the effective date of the re-domestication coincide in both states due to ramifications on licensing and filings, you request pursuant to O.C.G.A. §14-2-203, that the effective date of the redomestication be changed to coincide with North Carolina's effective date of September 20, 1999.

Your request is hereby granted. A copy of this letter will be sent to the Georgia Secretary of State's Office.

Sincerely,

Amy Atkinson
Director, Regulatory Services

Co: Cathy Cox

DEC 29 9 23 AM '99

SECRETARY OF STATE

ATTACHMENT 2

Control No. J650374

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF AMENDMENT

I, **Brian P. Kemp**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that articles of amendment have been filed to amend certain articles of incorporation and that the Office of the Commissioner of Insurance has filed a certificate of approval authorizing the amendment of said articles for

ASSOCIATION INSURANCE COMPANY

a Domestic Insurance Company

This certificate is issued pursuant to Title 33 of the Official Code of Georgia Annotated and is conclusive evidence of the facts stated therein.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on November 24, 2010



A handwritten signature in black ink, appearing to read "B. P. Kemp".

Brian P. Kemp
Secretary of State

Control No: J860974
Date Filed: 11/24/2010 10:13 AM
Brien F. Kemp
Secretary of State

**APPLICATION FOR AMENDMENT OF CHARTER OF
ASSOCIATION INSURANCE COMPANY**

ARTICLE ONE

Name and Form of Organization, Perpetual Duration

The name of the Company is "Association Insurance Company," a Georgia stock insurance company, and will be of perpetual duration.

ARTICLE TWO

Principal Place of Business

The principal place of business of the Company is located at 2410 Paces Ferry Road, Suite 300, Atlanta, Cobb County, Georgia 30339.

ARTICLE THREE

Date of Original Charter

The original Application for Charter, Redomestication and Name Change was filed with the Secretary of State of Georgia on July 18, 1999. That document changed the name of the Company from "Jefferson-Pilot Property Insurance Company" to "Association Insurance Company" and redomesticated the Company from North Carolina to Georgia. The Charter has not been further amended or renewed.

ARTICLE FOUR

Nature of Amendment

The Company desires to amend its Charter to decrease the number of authorized shares from four hundred fifty thousand (450,000), par value \$10.00 per share to ten thousand (10,000), par value \$500.00 per share. The Sole Shareholder consented to amendment in a written consent on June 4, 2010.

State of Georgia
Insurance Charter Amendment 11 Page(s)



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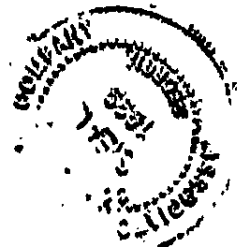
IN WITNESS WHEREOF, the undersigned hereby executes these Articles of
Amendment this 4th day of June, 2010.

ASSOCIATION INSURANCE COMPANY

By: *Patrik J. Mitchell*
Patrik J. Mitchell, President

Attest:

By: *Craig R. Edwards*
Craig R. Edwards, Secretary
(SEAL)



2010 NOV 28 AM 11:01
SECRETARY OF STATE
CORPORATIONS DIVISION

ASSOCIATION INSURANCE COMPANY

Certificate of President


The undersigned, President of Association Insurance Company, (the "Company"), hereby certifies and affirms, in accordance with Section 33-14-8 of the Georgia Insurance Code, that the sole Shareholder of the Company has approved in all respects the attached Application for Amendment of Charter.

IN WITNESS WHEREOF, the undersigned hereby executes this Certificate of President this 4th day of June, 2010.

ASSOCIATION INSURANCE COMPANY

By: 
Patrick J. Mitchell, President

Attest:

By: 
Craig R. Edwards, Secretary
(SEAL)



ASSOCIATION INSURANCE COMPANY

Certificate of Secretary


The undersigned, Secretary of Association Insurance Company ("Company"), hereby certifies and affirms that the attached copy of the Resolutions by Unanimous Written Consent in Lieu of Special Meeting of the Board of Directors of Association Insurance Company of June 4, 2010 is a true and correct copy of the Resolution by Unanimous Written Consent effective June 4, 2010.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Secretary this 18th day of November, 2010.



Craig R. Edwards
Senior Vice President, General Counsel and
Secretary

Sworn to and subscribed before me
this 18th day of Nov., 2010.


Nola E. Sayne
My commission expires: May 24, 2011



**RESOLUTIONS BY UNANIMOUS CONSENT
IN LIEU OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
ASSOCIATION INSURANCE COMPANY**

June 4, 2010

The undersigned, being all of the directors of ASSOCIATION INSURANCE COMPANY, a Georgia insurance company ("Corporation") hereby consent to, approve of and adopt the following resolutions to the same extent and with the same force and effect as if adopted at a special meeting of the Board of Directors of the Corporation, duly called and held to act upon such matters:

WHEREAS, the directors of the Corporation propose to decrease the number of authorized shares of common stock and increase the par value of the common stock of the Corporation in preparation of a re-domestication to the State of Delaware; and

WHEREAS, the directors of the Corporation propose to amend the Corporation's Charter to effectuate the reduction in authorized common stock and increase in par value as is set out in the attached Amendment of Charter (Exhibit A);

NOW, THEREFORE, IT IS:

RESOLVED, that the Amendment of Charter which is attached hereto as Exhibit A, be and hereby is approved in its entirety;

RESOLVED, that upon approval by the shareholder, the officers of the Corporation, or any one of them, are authorized and directed to execute and/or file such documentation and take such action as may be necessary with the Georgia Department of Insurance, and to take any and all such action as they, or any one of them deem necessary and/or advisable to effect the amendment;

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized, empowered and directed, in the name and on behalf of the Corporation, to take any and all such action as they, in the exercise of sound business judgment, may deem necessary, advisable, proper or expedient to carry out and perform the intended purposes of these resolutions; and

BE IT FURTHER RESOLVED, that the Secretary may execute any certifications necessary to reflect that this is a true and accurate copy of a resolution adopted to be effective the _____ of November, 2010.

These resolutions may be executed in counterparts, each of which and together shall constitute an original. These resolutions shall be filed with the records of the Corporation.

EFFECTIVE the 4th day of June, 2010.

Robert Korwan
Robert Korwan

Linda McMurphy
Linda McMurphy

Patrick J. Mitchell
Patrick J. Mitchell

**APPLICATION FOR CHARTER, REDOMESTICATION AND NAME CHANGE
OF
JEFFERSON-PILOT PROPERTY INSURANCE COMPANY**

ARTICLE I

Name

The name of the corporation currently is Jefferson-Pilot Property Insurance Company, a North Carolina stock insurance corporation (the "Corporation").

ARTICLE II

Form of Organization; Perpetual Duration

The Corporation shall be a stock insurance company under Georgia law and shall have perpetual duration.

ARTICLE THREE

Registered Office and Agent

The initial registered office of the Corporation shall be located at One Paces Summit, 2410 Paces Ferry Road, Atlanta, Cobb County, Georgia 30339. The initial registered agent of the Corporation at its registered office shall be Joseph A. Capers.

ARTICLE FOUR



**OFFICE OF
INSURANCE AND SAFETY FIRE COMMISSIONER**

JOHN W. OXENDINE
COMMISSIONER OF INSURANCE
SAFETY FIRE COMMISSIONER
INDUSTRIAL LOAN COMMISSIONER
COMPTROLLER GENERAL

CERTIFICATION

SEVENTH FLOOR, WEST TOWER
FLOYD BUILDING
2 MARTIN LUTHER KING, JR. DRIVE
ATLANTA, GEORGIA 30334
(404) 855-8088
www.gainsurance.org

I, JOHN W. OXENDINE, Insurance and Safety Fire Commissioner of the State of Georgia, do hereby certify that the attached document is a true and correct copy of the Article of Incorporation regarding Association Insurance as maintained by the Regulatory Services Division of the Office of Insurance and Safety Fire Commissioner.

IN WITNESS WHEREOF, I have hereunto set my hand, and affixed the Official Seal of this Department of the City of Atlanta this 22nd day of May, 2010.

John W. Oxendine
Insurance and Safety Fire Commissioner
State of Georgia