

F02000003738

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

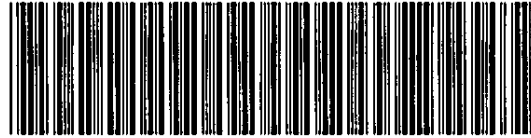
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2017 JAN -9 P 2:53

FILED

JAN 11 2016

T. LEMEUX

for
me

StateNational

January 6, 2017

Florida Department of State
Clifton Building - 2661 Executive Center Circle
Tallahassee, FL 32301

RE: Certificate of Amendment for United National Specialty Insurance Company

To whom it may concern:

Please find attached the attached documents to amend United National Specialty Insurance Company's Certificate of Authority with your office.

- ✓ Application for an Amended Certificate of Authority
- ✓ Check #3000020015; Amount: \$35.00
- ✓ Updated Officer Information
- ✓ Domicile State Approval Documents
- ✓ Certificate of Compliance from Texas Dept. of Insurance

If anything additional is required, feel free to give me a call.

Sincerely,



Traci Houston | Compliance Coordinator

STATE NATIONAL COMPANIES

1900 L. Don Dodson Drive | Bedford, Texas 76021

t 817.265.2000 ext 1276 or 800.877.4567 | f 877.295.3081

THouston@statenational.com

State National Companies

PO Box 24622

Fort Worth, Texas 76124

phone 817.265.2000

toll-free 800.877.4567

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: United National Specialty Insurance Company
Name of Corporation

DOCUMENT NUMBER: F02000003738

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Traci Houston

Name of Contact Person

State National Companies

Firm/Company

1900 L. Don Dodson Dr.

Address

Bedford, TX 76021

City/State and Zip Code

thouston@statenational.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Traci Houston

Name of Contact Person

at (817) 265-2000 x 1276
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)

F02000003738

(Document number of corporation (if known))

1. United National Specialty Insurance Company

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

2. WI

(Incorporated under laws of)

3. 7/23/2002

(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? December 6, 2014

5. City National Insurance Company

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

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

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

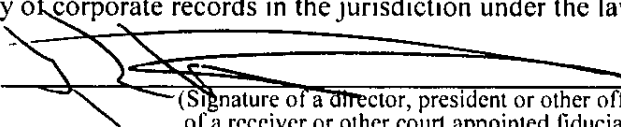
(New duration)

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

Texas

(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)

Terry L. Ledbetter

(Typed or printed name of person signing)

Chairman, CEO, & Director

(Title of person signing)

FILED
2017 JAN -9 P 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

City National Insurance Company
formerly known as
United National Specialty Insurance Company

Re: Additional Changes

Address: 1900 L. Don Dodson Dr., Bedford, TX 76021
Phone: 1-817-265-2000

Officers:

Terry L. Ledbetter: Chairman and CEO
Matthew A. Freeman: President
David D. Hale: Treasurer
Lonnie K. "Trace" Ledbetter III: Secretary
David M. Cleff: Assistant Secretary

Directors:

Terry L. Ledbetter
Eugene E. Becker
Marsha A. Cameron
David E. King
Ferdinand H. Reichelt
Matthew Freeman
Lonnie K. "Trace" Ledbetter III
Lonnie K. Ledbetter



TEXAS DEPARTMENT OF INSURANCE

Financial Regulation Division - Company Licensing and Registration (103-CL)
333 Guadalupe, Austin, Texas 78701 ★ PO Box 149104, Austin, Texas 78714-9104
(512) 676-6400 | F: (512) 490-1035 | (866) 554-4926 | TDI.texas.gov | @TexasTDI

Reference ID: 1001217

Sent via email: mperkins@sneedvine.com

Official Action of the Texas Department of Insurance

Re: United National Specialty Insurance Company
Milwaukee, Wisconsin
TDI License No. 95612

Redomestication and Amended Certificate of Authority

Date: October 14, 2016

Texas Department of Insurance staff have reviewed the application of United National Specialty Insurance Company ("company"), to redomesticate to Texas and for an amended certificate of authority, changing its home office to Bedford, Texas.

Based upon the documents submitted and the representations made, the company has complied with all applicable requirements to redomesticate to Texas.

The company's application to redomesticate from Wisconsin to Texas is approved, in accordance with Tex. Ins. Code Ch. 983. Further, an amended certificate of authority should be issued to United National Specialty Insurance Company, Bedford, Texas.

David C. Mattax
Commissioner of Insurance

A handwritten signature in black ink, appearing to read "Jeff Hunt", is written over a horizontal line.

Jeff Hunt, Director
Company Licensing and Registration Office
Licensing Services Section
Financial Regulation Division
Commissioner's Order No. 3632

Recommended by:

A handwritten signature in black ink, appearing to read "Stefanie Cappatelli", is written over a horizontal line.

Stefanie Cappatelli, Insurance Specialist
Company Licensing and Registration Office
Licensing Services Section
Financial Regulation Division

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
UNITED NATIONAL SPECIALTY INSURANCE COMPANY**

United National Specialty Insurance Company, a Texas corporation, does hereby adopt these Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE

The name of the corporation is United National Specialty Insurance Company.

ARTICLE TWO

The amendment changes the articles of incorporation to change the article that names the corporation. Article One in the Articles of Incorporation is amended to read as follows:

The name of the corporation (hereinafter referred to as "Corporation") is CITY NATIONAL INSURANCE COMPANY.

ARTICLE THREE

The date of the adoption of the amendment(s) by the sole shareholder of the corporation is October 14, 2016.

ARTICLE FOUR

The amendments to the Articles of Incorporation have been approved in the manner required by the Texas Business Organizations Code, by the Texas Insurance Code, and by the constituent documents of the Corporation.

ARTICLE FIVE

This document will become effective when the document is filed with the Texas Department of Insurance.

IN WITNESS WHEREOF, I have approved these Articles of Amendment on this the 14
day of October, 2016.


Terry L. Ledbetter, Chief Executive Officer

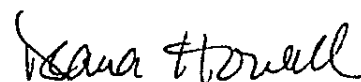
THE STATE OF TEXAS)

)

COUNTY OF TARRANT)

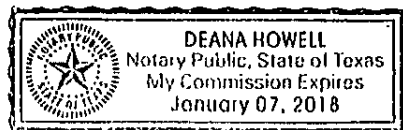
I, the undersigned Notary Public, do certify that on this 14 day of October, 2016, before
me personally appeared Terry L. Ledbetter, who, having first been duly sworn, declared that she/he
is the person who signed the foregoing document as Chief Executive Officer and that the
statements contained therein are true and correct.

(Notarial Seal)


Notary Public, State of Texas

Deana Howell
[Type or print name of Notary]

My commission expires: 01/07/2018



RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF
UNITED NATIONAL SPECIALTY INSURANCE COMPANY

United National Specialty Insurance Company ("Corporation") files these Restated and Amended Articles of Incorporation with the Texas Department of Insurance in connection with the redomestication of the Corporation from the State of Wisconsin to the State of Texas, and hereby certifies as follows:

1. The Corporation was originally incorporated in the State of Wisconsin under the name Hallmark Insurance Company, Inc. as a Wisconsin domestic insurance corporation. Its name was changed to United National Specialty Insurance Company on July 1, 2001.
2. In connection with the Corporation's redomestication to Texas, the amendments to the Articles of Incorporation described below were adopted by the sole shareholder.
3. The number of shares of the common stock of the Corporation outstanding at the time of such adoption was 42,000, and the number of shares of the common stock entitled to vote thereon was 42,000. No shares of the Corporation have been issued as a "class" of shares or are entitled to vote as a "class" on this amendment.
4. The holder of all of the shares outstanding and entitled to vote on said adoption has signed a consent approving said adoption.
5. The adoption increases the minimum number of members of the board of directors from five to seven, expressly prohibits shareholder preemptive rights and cumulative voting for the election of directors and adds a provision limiting liability of directors.
6. The adoption does not provide for any exchange, reclassification or cancellation of issued shares.
7. Although the authorized capital of the Corporation will be increased by the amendments, there will be no change in the amount of stated capital as the result of the amendments. However, the components of stated capital and authorized capital as changed by such adoption are as follows: The number of authorized shares of the Corporation is increased from Fifty Thousand (50,000) shares, each share being of the par value of One Hundred and no/100 Dollars (\$100.00), to One Million Six Hundred Eighty Thousand (1,680,000) shares, each share being of the par value of Five and no/100 Dollars (\$5.00), and the amount of stated capital shall remain unchanged and shall be composed of Eight Hundred Forty Thousand (840,000) issued and outstanding shares of Five Dollar (\$5.00) par value

capital stock for a total stated capital of Four Million Two Hundred Thousand Dollars (\$4,200,000).

8. Thus upon approval of the amendments, Eight Hundred Forty Thousand (840,000) shares of the capital stock of the Corporation, representing fifty percent (50%) of the authorized capital stock, will be issued and outstanding. In addition to stated capital in the amount of \$4,200,000 the Corporation shall have gross paid in and contributed surplus in an amount not less than \$2,500,000.
9. The Corporation, pursuant to the provisions of Subchapter B of Chapter 3 of the Texas Business Organizations Code and Chapters 822 and 983 of the Texas Insurance Code, adopts these Restated and Amended Articles of Incorporation which accurately copy the Articles of Incorporation and all amendments thereto in effect to date and as further amended by these Restated and Amended Articles of Incorporation. Such further amendments include increasing the number of authorized shares, decreasing the par value, and eliminating unnecessary provisions. The instrument contains no other change in any provision thereof. The Articles of Incorporation and all amendments and supplements to them are superseded by the following Restated and Amended Articles of Incorporation:

RESTATED AND AMENDED ARTICLES OF INCORPORATION OF UNITED NATIONAL SPECIALTY INSURANCE COMPANY

ARTICLE ONE

The name of the corporation (hereinafter referred to as "Corporation") is UNITED NATIONAL SPECIALTY INSURANCE COMPANY.

ARTICLE TWO

The period of duration of the Corporation is perpetual.

ARTICLE THREE

The purpose for which the Corporation is organized is to engage in the business of a property and casualty insurer in the State of Texas.

ARTICLE FOUR

The total number of shares of stock authorized is one million six hundred eighty thousand (1,680,000) shares of common stock having a par value of five dollars (\$5.00) per share. The surplus of the Corporation shall not be less than \$2,500,000. All of the stock of this Corporation shall be fully paid and non-assessable. All of said stock shall be payable in lawful money of the United States, property, labor or services at a just valuation to be fixed by the Board of Directors.

ARTICLE FIVE

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000.00), consisting of money, labor done or property actually received.

ARTICLE SIX

The registered office of the Corporation, and its principal place of business shall be located in the State of Texas.

ARTICLE SEVEN

The minimum number of directors constituting the Board of Directors of the Corporation is seven (7).

ARTICLE EIGHT

The power to adopt, alter, amend or repeal the bylaws of the Corporation shall be vested in the Board of Directors.

ARTICLE NINE

No stockholder of the Corporation shall have, by reason of his holding shares of any class of capital stock of the Corporation, any preemptive or preferential right to purchase or subscribe to purchase any shares of any class of capital stock of the Corporation, now or hereafter to be authorized, or any notes, debentures, bonds, or other securities convertible into or carrying warrants or options to purchase shares of any class of capital stock, now or hereafter to be authorized, whether or not the issuance of any such shares or such notes, debentures, bonds, or other securities would adversely affect any dividend or voting rights of such stockholder, other than such rights, if any, as the Board of Directors, in its discretion, may fix; and the Board of Directors may issue shares of any class of capital stock of the Corporation, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class of capital stock, without offering any such shares of any class, either in whole or in part, to the existing holders of any class of capital stock.

ARTICLE TEN

Cumulative voting for the election of directors of the Corporation shall not be permitted. At each election each shareholder shall have only the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote.

ARTICLE ELEVEN

To the fullest extent permitted by law, no director of the Corporation shall be liable to the Corporation or to its shareholders for monetary damages for an act or omission in the director's capacity as a director, except liability for (i) a breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law, (iii) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office, or (iv) an act or omission for which the liability of a director is expressly provided by an applicable statute.

If the Texas statutory law hereafter is amended to further eliminate or limit the liability of a director, then a director of the Corporation, in addition to the circumstances in which a director is not personally liable as set forth in the preceding sentence, shall not be liable to the fullest extent permitted by the amended Texas statutory law.

Any repeal or modification of the preceding provisions in this Article by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, I have executed these Restated and Amended Articles of Incorporation on this the 1st day of October, 2016.

Terry L. Ledbetter, Chief Executive Officer

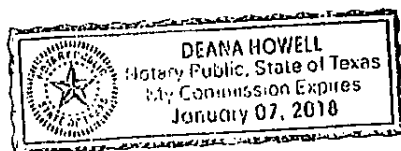
THE STATE OF TEXAS)

)

COUNTY OF TARRANT)

I, the undersigned Notary Public, do certify that on this 1st day of October, 2016, before me personally appeared Terry Ledbetter, who, having first been duly sworn, declared that he is the person who signed the foregoing document and that the statements contained therein are true and correct.

(Notarial Seal)



Deana Howell
Notary Public, State of Texas

Deana Howell
[Type or print name of Notary]

My commission expires: 01/07/2018



TEXAS DEPARTMENT OF INSURANCE

Financial Regulation Division - Company Licensing and Registration (103-CL)
333 Guadalupe, Austin, Texas 78701 ★ PO Box 149104, Austin, Texas 78714-9104
(512) 676-6400 | F: (512) 490-1035 | (866) 554-4926 | TDI.texas.gov | @TexasTDI

Reference ID: 1001819

Sent via email: dcleff@statenational.com

Official Action of the Texas Department of Insurance

Re: United National Specialty Insurance Company
Bedford, Texas
TDI License No. 95612

Name Change and Amended Certificate of Authority

Date: December 6, 2016

Texas Department of Insurance staff have reviewed the application of United National Specialty Insurance Company ("company") for approval of amendments to its articles of incorporation and for an amended certificate of authority, changing its name to City National Insurance Company.

Since the amendments to its articles of incorporation involve only a name change, a hearing is not required by law. The company has submitted the necessary documents to the department to support the requested name change as required by Tex. Ins. Code 822. Further, the name City National Insurance Company is not so similar to that of any other insurance company as to be likely to mislead the public. Department staff have reviewed these documents and recommend approval of the application.

Based upon the evidence submitted, the company's application for an amendment to its articles of incorporation is approved. Further, an amended certificate of authority should be issued to City National Insurance Company, Bedford, Texas.

David C. Mattax
Commissioner of Insurance

Jeff Hunt, Director
Company Licensing and Registration Office
Licensing Services Section
Financial Regulation Division
Commissioner's Order No. 3632

Recommended by:

Stefanie Capparelli, Insurance Specialist
Company Licensing and Registration Office
Licensing Services Section
Financial Regulation Division

Texas Department of Insurance

Amended Certificate of Authority

License no. 95612

Licensed since: July 2, 2001

Department Certification

City National Insurance Company
(domestic stock fire and casualty company)
organized under the laws of the state of Texas

This entity has complied with the laws of the state of Texas as applicable, and is authorized to transact the following lines of insurance:

Aircraft Liability, Aircraft Physical Damage, Allied Coverages, Auto Physical Damage, Automobile Liability, Boiler & Machinery, Burglary & Theft, Credit, Employers' Liability, Fidelity & Surety, Fire, Forgery, Glass, Hail, Inland Marine, Liability Other than Auto, Livestock, Ocean Marine, Rain, Workers Comp and Emp Liability

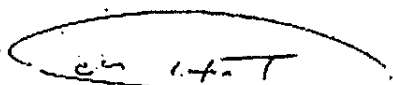
This amended certificate of authority is in full force and effect until it is revoked, canceled, or suspended according to law.

Given under my hand and official seal of office
in the city of Austin,

December 6, 2016

DAVID C. MATTAX
COMMISSIONER OF INSURANCE

BY


Jeff Hunt, Director
Company Licensing and Registration
Commissioner's order no. 3632



RESTATED AND AMENDED BYLAWS
OF
CITY NATIONAL INSURANCE COMPANY

ARTICLE I
OFFICES

Section 1. Principal Office. The principal office of the Corporation shall be located in Texas. The Corporation may also have other offices at such places, within or without the State of Texas, as the Board of Directors may from time to time determine the business of the Corporation to require.

Section 2. Registered Agent. The Board of Directors of the Corporation shall designate a registered agent for service of process on the Corporation for the state in which the Corporation is incorporated and for each state in which the Corporation is qualified to do business. Each registered agent and each successor registered agent appointed pursuant to this Section 2 shall file a statement in writing with the appropriate official of the State of Texas or state official of any other state accepting the appointment as registered agent simultaneously with being designated, unless such agent signed the document making the appointment.

ARTICLE II
MEETINGS OF SHAREHOLDERS

Section 1. Annual Meeting. A meeting of the shareholders of the Corporation shall be held before May 1 each year for the election of directors and for the transaction of other business, at such time and place, within or outside the State of Texas, as the Board of Directors may from time to time determine.

Section 2. Special Meetings. Special meetings of the shareholders shall be held (i) when called by the Board of Directors, the Chief Executive Officer, the President or the Secretary of the Corporation or (ii) if the holders of not less than 10 percent of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

Section 3. Action of Shareholders Without a Meeting. Any action required to be taken or which may be taken at any annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall have been signed by the holder or holders of all the shares entitled to vote with respect to the action that is the subject of the consent.

ARTICLE III
DIRECTORS

Section 1. General Powers. The Board of Directors shall have the management and control of the business of the Corporation. All corporate powers shall be exercised by or under

the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. In addition to the power and authority by the Bylaws expressly conferred upon it, the Board of Directors may exercise all such powers as are expressly or by implication conferred on the Board of Directors by the Articles of Incorporation, these Bylaws or the laws of Texas.

Section 2. Number. The number of directors of this Corporation that shall constitute the entire Board of Directors shall be seven (7), unless a greater number is required from time to time by resolution adopted by the affirmative vote of a majority of the members of the entire Board of Directors.

Section 3. Election, Term and Compensation. Directors shall be elected at the annual meeting of shareholders by a majority of the votes cast at such election and shall hold office until the expiration of their term or until the earlier resignation, removal from office or death of the Director. Directors shall be elected to a term expiring at the next annual meeting of the shareholders. The Board of Directors may, from time to time, establish such fees or other compensation for members of the Board of Directors as it may deem reasonable and appropriate.

Section 4. Vacancies. Vacancies occurring in the Board of Directors by reason of the death, disability or resignation of any Director elected by the shareholders or appointed hereunder shall be filled until the next annual meeting of shareholders by the Directors remaining in office. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of the Board of Directors, may be filled by the affirmative vote of a majority of the remaining Directors or Director, though less than a quorum of the Board of Directors.

Section 5. Removal of Directors. The shareholders may remove one or more Directors with or without cause. A Director may be removed by the shareholders at a meeting of shareholders, provided the notice of the meeting states that the purpose, or one of the purposes, of the meeting is removal of the Director.

Section 6. Quorum and Voting. A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business unless a greater number is required by the Articles of Incorporation. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Time of Meeting. Meetings of the Board of Directors shall be held immediately following the annual meeting of shareholders each year. Other meetings of the Board of Directors shall be held at such times thereafter as the Board of Directors may fix and at other times upon the call of the Chief Executive Officer, the President or Secretary or by not less than one-fifth of the total number of Directors then elected and serving. Notice of each special meeting shall be given by the Secretary to each Director not less than one day before the meeting, unless such Director shall waive notice thereof before, at or after the meeting. The Directors may act at a meeting conducted by means of conference telephone or other communication equipment provided all persons participating in such meeting can hear each other at the same time.

Section 8. Committees. The Board of Directors may, by resolution adopted by a majority of the full Board of Directors, appoint two or more of their number to constitute a Committee or Committees, which, to the extent allowed by law and except as provided by such resolution, shall have and may exercise the powers delegated by the Board of Directors. The Chairman of the Board of Directors shall submit to the Board of Directors nominees for appointment to Committees.

Section 9. Notice of Change of Director. This Corporation shall give the Department of Insurance of the State of Texas written notice of any change of personnel among the Directors within thirty (30) days of such change.

Section 10. Special Advisors. The Chairman of the Board, with approval of the Board of Directors, may appoint non-voting advisory members.

Section 11. Action Without a Meeting. Any action required to be taken or that may be taken at any meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken and signed by all Directors, is filed in the minutes of the proceedings of the Board of Directors. Such consent shall have the same effect as a unanimous vote, and shall be effective the date the last director signs the consent, unless the consent specifies a different effective date.

ARTICLE IV OFFICERS

Section 1. Election. The Board of Directors shall elect a Chief Executive Officer, a President (who shall be chosen from their own number), and one or more Vice Presidents, and as the Board of Directors may determine the business of the Corporation requires, a Controller, a Treasurer, and a Secretary, and shall elect or appoint from time to time such other additional officers as are desirable in its opinion for the conduct of business of the Corporation. An officer may hold more than one office.

Section 2. Removal. Any officer shall be subject to removal at any time by the affirmative vote of a majority of the Board of Directors.

Section 3. Duties of Chairman. The Chairman of the Board of Directors, if elected, or failing election, the Chief Executive Officer, shall preside at all meetings of the Board of Directors and shall perform such other duties as may be prescribed from time to time by the Board of Directors or by these Bylaws.

Section 4. Duties of the Chief Executive Officer. The Chief Executive Officer shall preside over the meetings of the shareholders. The Chief Executive Officer shall see that all orders and resolutions of the Board of Directors are carried into effect, and, subject to the direction by the Board of Directors, shall exercise general supervision over the property, business, affairs and employees of the Corporation. The Chief Executive Officer shall execute all contracts or agreements authorized by the Board of Directors and sign certificates for shares of the capital stock of the Corporation. The Chief Executive Officer shall perform all duties incident to the office of the Chief Executive Officer as are specifically imposed by law and such other duties as the Board of Directors may prescribe from time to time. In the Chief Executive

Officer's absence, sickness, disability or the like, the President of the Corporation may perform the duties of the Chief Executive Officer.

Section 5. Duties of President. Subject to direction by the Board of Directors, the President shall supervise the day to day operations of the Corporation and shall perform all other duties incident to the office of President as are specifically imposed by law and such other duties as the Board of Directors may prescribe from time to time. The President, regardless of whether he or she is also the Chief Executive Officer, shall have the same power to sign for the Corporation as is prescribed in these bylaws for the Chief Executive Officer. At each annual meeting, the President shall report upon the business of the Corporation. In the President's absence, sickness, disability or the like, a Vice President of the Corporation, if any is elected, may perform the duties of the President.

Section 6. Duties of Vice Presidents. A Vice President shall have such powers and perform such duties as may be assigned by the Board of Directors or the Chief Executive Officer. In the absence or disability of the President, a Vice President designated by the Board of Directors or by the Chief Executive Officer shall perform the duties and exercise the powers of the President. A Vice President may sign and execute contracts and other obligations pertaining to the regular course of the duties of the Vice President.

Section 7. Duties of Controller. The Controller shall be responsible to the Board of Directors, the Chief Executive Officer, the President and the Treasurer for all financial control and internal audit of the Corporation and its subsidiaries; and shall perform such other duties as may be assigned to him by the Board of Directors, the Chief Executive Officer, the President and Treasurer; and shall be responsible to a designated Vice President only for the routine administrative matters pertaining to the duties of the office of Controller.

Section 8. Duties of Treasurer. The Treasurer shall have general custody of all the funds and securities of the Corporation and have general supervision of the collection and disbursement of funds of the Corporation; shall endorse on behalf of the Corporation for collection of the checks, notes and other obligations of the Corporation, and shall deposit the same to the credit of the Corporation in such bank or banks or depositories as the Board of Directors may designate; may sign with the Chief Executive Officer, the President, or such other person or persons as may be designated for the purpose by the Board of Directors, all bills of exchange or promissory notes of the Corporation; shall enter or cause to be entered regularly in the books of the Corporation full and accurate accounts of all moneys received and paid by the Treasurer on account of the Corporation; shall at all reasonable times exhibit books and accounts of the Corporation to any Director of the Corporation upon application at the office of the Corporation during business hours; shall, whenever required by the Board of Directors, the Chief Executive Officer or the President render a statement of accounts; shall perform such other duties as may be prescribed from time to time by the Board of Directors or by the Bylaws; and shall give bond for the faithful performance of the duties of the Treasurer in such sum and with such surety as shall be approved by the Board of Directors.

Section 9. Duties of Secretary. The Secretary shall keep the minutes of all meetings of the shareholders and of the Board of Directors, and to the extent required or ordered by the Board of Directors, the Chief Executive Officer or the President the minutes of meetings of all

committees; shall cause notice to be given of meetings of shareholders, of the Board of Directors and of any committee appointed by the Board of Directors; shall have custody of the corporate seal and general charge of the records, documents and papers of the Corporation not pertaining to the performance of the duties vested in other officers, which shall at all reasonable times be open to the examination of any Director; may sign or execute contracts with the Chief Executive Officer, the President or a Vice President thereunto authorized in the name of the Corporation and affix the seal of the Corporation thereto; shall perform such other duties as may be prescribed from time to time by the Board of Directors or by the Bylaws; and shall be sworn to the faithful discharge of the duties of the Secretary.

Section 10. Vacancies. In case any office shall become vacant, the Board of Directors shall have power to fill such vacancy. In case of the temporary absence or disability of any officer, the Board of Directors may delegate the powers or duties of any officer to another officer or a Director for the interim.

Section 11. Exercise of Rights as Shareholder. Unless otherwise ordered by the Board of Directors, the Chief Executive Officer, the President or a Vice President thereunto duly authorized by the Chief Executive Officer shall have full power and authority on behalf of the Corporation to attend and to vote at any meeting of shareholders of any corporation in which the Corporation may hold stock, and may exercise on behalf of the Corporation any and all the rights and powers incident to the ownership of such stock at any such meeting and shall have power and authority to execute and deliver proxies and consents on behalf of the Corporation in connection with the exercise by the Corporation of the rights and powers incident to the ownership of such stock. The Board of Directors, from time to time, may confer like powers upon any other person or persons.

Section 12. Notice of Change of Officer. The Corporation shall give the Department of Insurance of the State of Texas written notice of any change of personnel among the principal officers within 30 days of such change.

Section 13. Bonds. The officers, clerks and employees of the Corporation shall give such bonds as the Board of Directors may require.

ARTICLE V RESIGNATIONS AND REMOVALS

Section 1. Officers, Employees and Members of Committees. Any officer or employee of the Corporation may resign at any time by giving written notice to the Board of Directors or to the Chairman of the Board of Directors or to the Secretary of the Corporation. Any member of any committee may resign by giving written notice as aforesaid or to the committee of which such person is a member or to the chairman thereof. Any such resignation shall take effect at the time specified therein, or if the time be not specified, upon receipt thereof; and, unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective. The Board of Directors may at any time, with or without cause, remove from office or discharge or terminate the employment of any officer, employee or member of any committee.

Section 2. Directors. Any Director of the Corporation may resign at any time by giving written notice to the Board of Directors or to the Chairman of the Board of Directors or to the Secretary of the Corporation. Any such resignation shall take effect at the time specified therein, or if the time be not specified, upon receipt thereof; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VI CAPITAL STOCK AND STOCK CERTIFICATES

Section 1. Authorized Issuance. The Corporation may issue shares of stock authorized by its Articles of Incorporation and none other.

Section 2. Issuance. Every shareholder shall be entitled to have a certificate certifying the number of shares thereof held of record by the shareholder. Certificates shall be signed by the Chief Executive Officer, the President or a Vice President of the Corporation and the Secretary or an Assistant Secretary of the Corporation and sealed with the seal of the Corporation.

Section 3. Form. All stock of the Corporation shall be Common Stock of a single class.

Section 4. Transfer. No transfer of stock shall be valid against the Corporation until it shall have been registered upon the Corporation's books in the following manner. The person named as the shareholder in the stock certificate, or the attorney-in-fact for such shareholder so constituted in writing, shall surrender such stock certificate and, in writing, direct the transfer thereof.

Section 5. Stock Book. The Corporation shall keep at its office in the State of Texas a book to be known as the "Stock Book" containing the names, alphabetically arranged, with the address of every shareholder showing the number of shares of stock held of record by that shareholder. Inspection of the Stock Book shall be only as provided by Texas law, the Articles of Incorporation or these Bylaws.

Section 6. Lost, Stolen or Destroyed Certificates. The Corporation shall issue a new stock certificate in the place of any certificate previously issued if the holder of record of the certificate (i) makes proof in affidavit form that it has been lost, destroyed or wrongfully taken; (ii) requests the issuance of a new certificate before the Corporation has notice that the certificate has been acquired by a purchaser for value in good faith and without notice of any adverse claims; (iii) gives bond in such form as the Corporation may direct to indemnify the Corporation, the transfer agent and registrar against any claim that may be made on account of the alleged loss, destruction or theft of a certificate; and (iv) satisfies any other reasonable requirements imposed by the Board of Directors of the Corporation. When any certificate that has been lost, apparently destroyed or wrongfully taken, if the owner of record of the certificate fails to notice the Corporation that the certificate has been lost, destroyed or stolen, and if the proper officers or transfer agent of the Corporation register a transfer of the certificate before receiving such notification, such prior owner of record shall be precluded from asserting against the Corporation, any officer of the Corporation and the transfer agent of the Corporation, any claim for wrongful transfer of the certificate, any claim to a new certificate or any claim for rights normally accorded to shareholders of the Corporation.

ARTICLE VII INDEMNIFICATION

The Corporation must indemnify its directors to the fullest extent permitted by the Texas Business Organizations Code as now in effect and as hereafter amended and may, if and to the extent authorized by the Board of Directors, so indemnify its officers and any other person whom it has the power to indemnify against liability, reasonable expense or other matter whatsoever.

ARTICLE VIII DIVIDENDS

Subject to applicable restrictions under Texas law, the Board of Directors of the Corporation, from time to time, may declare and the Corporation may pay dividends on its outstanding shares of capital stock, and such dividends may be paid in cash, property or additional shares of the Corporation.

ARTICLE IX WAIVER OF NOTICE

Any shareholder, officer or Director may waive any notice required to be given under these Bylaws by executing a written waiver thereof.

ARTICLE X AMENDMENT OF BYLAWS

The Bylaws may be changed or amended by the Directors at any regular or special meeting by a majority vote, except with respect to Bylaws hereafter adopted by the shareholders containing an express provision that the same may not be altered or amended by the Board of Directors.

ARTICLE XI INCONSISTENT WITH LAWS AND RULES

If any provision of these Bylaws taken as a whole, either now or hereafter as modified or amended, are inconsistent with any law, rule or regulation of the State of Texas or of any other governmental authority or statute or law of the United States of America governing the Corporation, such Bylaws or Bylaw provisions shall be deemed suspended for so long as inconsistent with such law, rule or regulation.

Adopted this 14th day of October, 2016, by Resolution of the Board of Directors of City National Insurance Company.


Secretary

Applicant Name: City National Insurance Company

NAIC No. 41335

FEIN 39-0992335

**Uniform Certificate of Authority Application (UCAA)
Certificate of Compliance**

State of Texas
(Domiciliary State of Applicant)

Office of Department of Insurance
(Commissioner, Superintendent, Officer)

I, Jeff Hunt, hereby certify that I am the*
(Name)

Director of Company Licensing & Registration, of the State of Texas
(Position)

and have supervision of insurance business in said State and as such I hereby certify that

City National Insurance Company
(Name of Insurer)

of Bedford, Texas is duly organized under the laws of said State and
(city/state)

is authorized to transact the business of

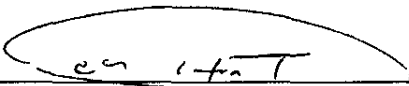
Aircraft Liability, Aircraft Physical Damage, Allied Coverages, Auto Physical Damage, Automobile Liability, Boiler & Machinery,
Burglary & Theft, Credit, Employers' Liability, Fidelity & Surety, Fire, Forgery, Glass, Hail, Inland Marine, Liability Other than
Auto, Livestock, Ocean Marine, Rain, and Workers Comp and Emp Liability

insurance in this State.

(Lines of Insurance)**

IN TESTIMONY WHEREOF, I have hereunto set my hand at Austin, Texas
(Location)

on January 4, 2017


(Signature)

Jeff Hunt
(Printed Name)

* Insurance Commissioner, Officer or Superintendent of Insurance authorized to certify to the insurance business within the domiciliary state.

** Lines of Insurance as shown on Form 3 of UCAA