

FD4000005845

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11 JUN 15 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Th 6-17-11*

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** National Farmers Union Property and Casualty Company  
Name of Corporation

**DOCUMENT NUMBER:** F04000005845

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jodie L. Burnett  
Name of Contact Person

QBE  
Firm/Company

One General Drive  
Address

Sun Prairie, WI 53596  
City/State and Zip Code

jodie.burnett@us.qbe.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jodie L. Burnett at ( 608 ) 825-5043  
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.)

FILED  
JUN 15 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F04000005845

(Document number of corporation (if known))

1. National Farmers Union Property and Casualty Company  
(Name of corporation as it appears on the records of the Department of State)
2. CO  
(Incorporated under laws of)
3. 10/12/2004  
(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? 10-1-10
5. \_\_\_\_\_  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- \_\_\_\_\_  
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
6. If the amendment changes the period of duration, indicate new period of duration.  
\_\_\_\_\_  
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.  
Wisconsin  
(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.

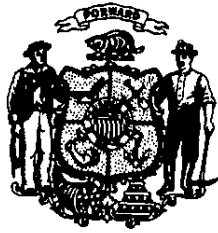
\_\_\_\_\_  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Jennifer J. Vernon

(Typed or printed name of person signing)

Senior VP/General Counsel

(Title of person signing)



**State of Wisconsin  
Office of the Commissioner of Insurance  
P.O. Box 7873  
Madison, Wisconsin 53707-7873**

**Certification of the Authenticity of Copy of Document on File**

**The Commissioner of Insurance of the State of Wisconsin certifies that the attached copy of**

**RESTATED ARTICLES OF INCORPORATION**

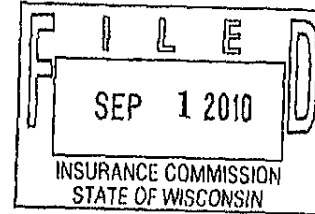
**for National Farmers Union Property and Casualty Company**

**is a true and correct copy of the original now on file with the Office of the Commissioner of Insurance.**

**Dated at Madison, Wisconsin, this 8th day of April, 2011.**

A stylized, handwritten signature in black ink, likely belonging to the Commissioner of Insurance.

**Commissioner of Insurance**



WRITTEN CONSENT  
OF THE SHAREHOLDER OF

NATIONAL FARMERS UNION PROPERTY AND CASUALTY COMPANY

The undersigned, being the sole shareholder of National Farmers Union Property and Casualty Company, a Colorado corporation (the "Company"), does by this written consent pursuant to Section 7-107-104 of the Colorado Revised Statutes, hereby consent to and adopt the following resolution and order that this Consent be filed with the minutes of the proceedings of the shareholders of the Company.

**Approval of Restated Articles of Incorporation and Bylaws**

WHEREAS, General Casualty Company of Wisconsin is the sole shareholder of the Company, and

WHEREAS, the Company has received regulatory approval to redomesticate from Colorado to Wisconsin effective October 1, 2010, it is

RESOLVED, that General Casualty Company of Wisconsin, acting as sole shareholder, hereby approves and adopts the Restated Articles of Incorporation and Bylaws of the Company, in the form attached, to be effective as of October 1, 2010.

IN WITNESS THEREOF, the sole shareholder has signed this instrument as of the 23<sup>rd</sup> day of August, 2010.

**General Casualty Company of Wisconsin**

A handwritten signature in dark ink, appearing to read "P. Christen", written over a horizontal line.

Peter Christen  
President and Chief Executive Officer

WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS OF

NATIONAL FARMERS UNION PROPERTY AND CASUALTY COMPANY

The undersigned, being all of the directors of National Farmers Union Property and Casualty Company, a Colorado Corporation (the "Company"), hereby adopt the following resolution by written consent in lieu of a meeting, and direct that this Consent be filed with the minutes of the meetings of the Company.

**Approval of Restated Articles of Incorporation and Bylaws**

WHEREAS, the Company has received regulatory approval to redomesticate from Colorado to Wisconsin effective October 1, 2010, and


WHEREAS, General Casualty Company of Wisconsin, acting as sole shareholder, has approved the Restated Articles of Incorporation and Bylaws, it is

RESOLVED, that the Board hereby approves and adopts the Restated Articles of Incorporation and Bylaws of the Company, in the form attached, to be effective as of October 1, 2010.

This WRITTEN CONSENT may be executed in two or more counterparts, each of which when executed shall be deemed to be an original. Such counterparts, taken together, shall constitute one and the same instrument.

Dated: August 23, 2010

  
\_\_\_\_\_  
John Rumpler

  
\_\_\_\_\_  
Peter Christen

\_\_\_\_\_  
John R. Schanen

WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS OF

NATIONAL FARMERS UNION PROPERTY AND CASUALTY COMPANY

The undersigned, being all of the directors of National Farmers Union Property and Casualty Company, a Colorado Corporation (the "Company"), hereby adopt the following resolution by written consent in lieu of a meeting, and direct that this Consent be filed with the minutes of the meetings of the Company.

**Approval of Restated Articles of Incorporation and Bylaws**

WHEREAS, the Company has received regulatory approval to redomesticate from Colorado to Wisconsin effective October 1, 2010, and

WHEREAS, General Casualty Company of Wisconsin, acting as sole shareholder, has approved the Restated Articles of Incorporation and Bylaws, it is


RESOLVED, that the Board hereby approves and adopts the Restated Articles of Incorporation and Bylaws of the Company, in the form attached, to be effective as of October 1, 2010.

This WRITTEN CONSENT may be executed in two or more counterparts, each of which when executed shall be deemed to be an original. Such counterparts, taken together, shall constitute one and the same instrument.

Dated: August 23, 2010

\_\_\_\_\_  
John Rumpier

\_\_\_\_\_  
Peter Christen

  
\_\_\_\_\_  
John R. Schanen

**National Farmers Union Property and Casualty Company  
Restated Articles of Amendment**

These Restated Articles of Incorporation adopted as of October 1, 2010 supersede and take the place of the existing articles of incorporation and any amendments to the articles of incorporation.

**Article I.** The name of the corporation shall be **National Farmers Union Property and Casualty Company**.

**Article II.** The period of existence shall be perpetual.

**Article III.** The purpose shall be the transaction of an insurance business for the following purposes as provided in Chapters 610 and 611 of Wisconsin Insurance Laws.

**Article IV.** The capital stock of the said corporation shall be Five Million Dollars (\$5,000,000), and the same shall consist of Five Million Shares (5,000,000), each of which shares shall be of the face value or par value of One Dollar (\$1.00).

**Article V.** The address of the present registered office is One General Drive, Sun Prairie, State of Wisconsin

**Article VI.** The name of the present registered agent at such address is General Casualty Company of Wisconsin.

**Article VII.** The number of the Board of Directors may be fixed by the Bylaws to consist of not less than three directors, the exact number to be determined from time to time by the Board of Directors.

**Article VIII.** The Board of Directors may permit the Company's policyholders from time to time to participate in the profits of the Company's operations through the payment of dividends, or through such other means as may be authorized or permitted by the laws of states in which the Company does business.

The Board of Directors shall have the power to make reasonable classifications or policies and to take such other action in accord with the law, as may be necessary or desirable to carry into effect any participation by policyholders in the profits of the Company's operations which the directors may authorize. No policyholders shall have any right to participate in the profits of the Company's operation unless or until the directors of the Company in the exercise of their discretion affirmatively authorize such participation and then only to the extent so authorized.

**Article IX.** These Articles may be amended in the manner authorized by law at the time of the amendment.