

F09000001232

(Requestor's Name)

(Address)

(Address)

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(Business Entity Name)

(Document Number)

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FALLS, WASHINGTON

Amend / Changing
Jurisdiction

FEB 13 2017
I ALBRITTON

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)

F09000001232

(Document number of corporation (if known))

1. Maxum Indemnity Company

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

2. Delaware

(Incorporated under laws of)

3. March 25, 2009

(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? _____

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.

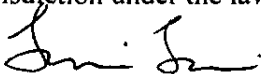
(New duration)

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

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)

Lisa S. Levin

(Typed or printed name of person signing)

Corporate Secretary

(Title of person signing)

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TALLAHASSEE, FLORIDA



SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CC
DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, C
PHONE: 880-509-6003 WEBSITE: WWW.CORR.CT

FILING #0005709502 PG 02 OF 60 VOL B-02275
FILED 12/01/2016 11:35 AM PAGE 02470
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

CERTIFICATE OF REDOMESTICATION INSURANCE COMPANY REDOMESTICATION TO CONNECTICUT

Certificate of Authorization from Insurance Commissioner and a certified copy of the original Articles of Incorporation must be filed with this certificate.

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 8 1/2 X 11 SHEETS IF NECESSARY.

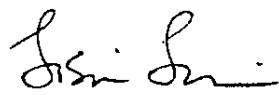
FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS):		FILING FEE: \$100 PLUS FRANCHISE TAX
NAME:	Bj LeClair	MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"
ADDRESS:	The Hartford One Hartford Plaza, HO-1-09	
CITY:	Hartford	
STATE:	CT	
ZIP:	06155	
1. NAME OF INSURANCE COMPANY: Maxum Indemnity Company		
2. CHARTER HISTORY OF CORPORATION (INCLUDING DATE AND PLACE OF INCORPORATION, NAME CHANGE INFORMATION AND INFORMATION REGARDING CHANGE OF DOMICILE STATE): See attached Exhibit A.		
3. APPROVALS: THE CORPORATION'S REDOMESTICATION TO CONNECTICUT WAS APPROVED BY THE INSURANCE COMMISSIONER OF THE STATE OF Delaware on September 6, 2016 (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) <input checked="" type="checkbox"/> (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): <input type="checkbox"/> (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 1st DAY OF December, 2016

NAME OF SIGNATORY (print/type)	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Lisa S. Levin	Corporate Secretary	

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

CERTIFICATE OF RESTATEMENT

OF

CERTIFICATE OF INCORPORATION

OF

MAXUM INDEMNITY COMPANY

1. The name of the corporation is Maxum Indemnity Company (the "Corporation").
2. The Restated Certificate of Incorporation of the Corporation consolidates all amendments into a single document and was duly approved by the sole shareholder of the Corporation in the manner required by Sections 33-600 to 33-998, inclusive, of the Connecticut Business Corporation Act and by the Corporation's Certificate of Incorporation.
3. Northern Homelands Company, the sole shareholder of the Corporation, approved and adopted the Restated Certificate of Incorporation of the Corporation on December ____, 2016.
4. The text of the Restated Certificate of Incorporation, as approved and adopted is hereby restated in its entirety as follows:

RESTATED
CERTIFICATE OF INCORPORATION
OF
MAXUM INDEMNITY COMPANY

- Section 1. Maxum Indemnity Company (hereinafter referred to as the "Corporation") shall be and is hereby made a corporation and body politic pursuant to the Connecticut Business Corporation Act for the purpose of transacting the business of insurance.
- Section 2. On May 31, 1962, Lincoln Casualty Company of America was incorporated in the State of Delaware as a Delaware domestic property and casualty insurance company. On March 7, 1973, the State of Delaware approved a Certificate of Amendment of the Certificate of Incorporation changing its name from Lincoln Casualty Company of America to Lincoln Insurance Company. On December 23, 1997, the State of Delaware approved a Certificate of Amendment of the Certificate of Incorporation changing its name from Lincoln Insurance Company to Caliber One Indemnity Company. On January 2, 2003, the State of Delaware approved a Certificate of Amendment of the Certificate of Incorporation changing its name from Caliber One Indemnity Company to Maxum Indemnity Company (the "Corporation"). The Corporation is a continuation of the corporate existence of the Corporation through the adoption of Connecticut as its corporate domicile, and May 31, 1962, the original date of incorporation of the Corporation as a property and casualty insurance company in the State of Delaware, shall remain the date of incorporation of the Corporation as a property and casualty insurance company in the State of Connecticut.
- Section 3. The duration of the corporation shall be perpetual.
- Section 4. The Corporation may issue 35,000 shares of common stock of par value of One Hundred Dollars (\$100.00) per share.
- Section 5. The Corporation shall have the purposes and powers to write any and all forms of insurance which any other corporation now or hereafter chartered by the State of Connecticut and empowered to do an insurance business may now or hereafter lawfully do; to accept and to cede reinsurance; to issue policies and contracts for any kind or combination of kinds of insurance; to issue policies or contracts either with or without participation in profits; to acquire and hold any or all of the shares or other securities of any insurance corporation or any other kind of corporation; and to engage in any lawful act or activity for which corporations may be formed under the Connecticut Business Corporation Act. 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 6. The corporation shall obtain a certificate of authority as a Connecticut domiciled insurance company from the Insurance Commissioner of the State of Connecticut prior to the commencement of business as a Connecticut domiciled insurance company and shall be subject to all general statutes of the State of Connecticut applicable to insurance companies.
- Section 7. The street address of the Corporation's registered office is: Maxum Indemnity Company, One Hartford Plaza, Hartford, Connecticut 06155.
- Section 8. The name and street address of the Corporation's registered agent is:
C T Corporation System, One Corporate Center, Hartford, Connecticut 06103

I hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true.

Dated at Hartford, Connecticut, this 1st day of December, 2016.



Lisa S. Levin
Corporate Secretary and
Assistant Vice President

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT
COPIES OF ALL DOCUMENTS ON FILE OF "MAXUM INDEMNITY COMPANY" AS
RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE THIRTY-FIRST DAY OF
MAY, A.D. 1962, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FIRST DAY OF
DECEMBER, A.D. 1972, AT 4 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "LINCOLN
CASUALTY COMPANY OF AMERICA" TO "LINCOLN INSURANCE COMPANY",
FILED THE SEVENTH DAY OF MARCH, A.D. 1973, AT 2 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWENTY-
NINTH DAY OF JANUARY, A.D. 1976, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SEVENTH DAY OF
SEPTEMBER, A.D. 1977, AT 12:15 O'CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

584415 8100H
SR# 20165625382

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

Authentication: 202927362
Date: 09-01-16

Delaware

The First State

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CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE
THIRTEENTH DAY OF SEPTEMBER, A.D. 1978, AT 9 O'CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE SEVENTH
DAY OF FEBRUARY, A.D. 1984, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE FOURTH DAY OF OCTOBER,
A.D. 1984, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FIFTH DAY OF
OCTOBER, A.D. 1991, AT 12:10 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWENTY-
NINTH DAY OF OCTOBER, A.D. 1996, AT 4 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "LINCOLN
INSURANCE COMPANY" TO "CALIBER ONE INDEMNITY COMPANY", FILED THE
TWENTY-THIRD DAY OF DECEMBER, A.D. 1997, AT 3:15 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "CALIBER
ONE INDEMNITY COMPANY" TO "MAXUM INDEMNITY COMPANY", FILED THE
SECOND DAY OF JANUARY, A.D. 2003, AT 2 O'CLOCK P.M.



584415 8100H
SR# 20165625382

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


Jeffrey W. Bullock, Secretary of State

Authentication: 202927362
Date: 09-01-16


Delaware

The First State

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AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "MAXUM INDEMNITY COMPANY".




Jeffrey W. Bullock, Secretary of State

584415 8100H
SR# 20165625382

Authentication: 202927362
Date: 09-01-16

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FILED 12/01/2016 11:35 AM PAGE 02479
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

CERTIFICATE OF INCORPORATION
OF LINCOLN CASUALTY COMPANY OF

AMERICA

THEISEN AND LANK
1118 WILMINGTON TRUST BUILDING
WILMINGTON, DELAWARE

RECEIVED & FILED

MAY 31 1962

Richard D. Davis
SECRETARY OF STATE

5344-15

CERTIFICATE OF INCORPORATION

OF

LINCOLN CASUALTY COMPANY OF AMERICA

* * *

FIRST. The name of the corporation is

LINCOLN CASUALTY COMPANY OF AMERICA

SECOND. Its principal office in the State of

Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

THIRD. The nature of the business or objects or purposes to be transacted, promoted or carried on are:

To insure against legal liability of the insured, and against loss, damage or expense incident to a claim of such liability, arising out of the death or injury of any person or arising out of the loss or destruction of, or damage to, the property of any person, firm, association or corporation, resulting from the ownership, operation, maintenance, use or defective construction of motor vehicles; and to insure against loss of or damage resulting from any cause to motor vehicles and their equipment.

To reinsure all or any part of an individual risk or all or any part of a particular class of risks in any other insurance company, or accept such reinsurance from any other insurance company, and to avail itself of any privilege at any time as permitted by law, and to arrange for excess insurance.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts and other securities, obligations, choses in action, and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To loan to any person, firm or corporation any of its surplus funds, either with or without security.

To purchase, hold, sell and transfer the shares of its own capital stock; provided, it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the General Corporation Law of the State of Delaware, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is two thousand five hundred (2,500) and the par value of each of such shares is One Hundred Dollars (\$100.00), amounting in the aggregate to Two Hundred Fifty Thousand Dollars (\$250,000.00).

FIFTH. The minimum amount of capital with which the corporation will commence business is Two Hundred Fifty Thousand Dollars (\$250,000.00).

SIXTH. The names and places of residence of the incorporators are as follows:

NAMES	RESIDENCES
Alfred Tananbaum	New York, New York
Stanley Tananbaum	New York, New York
Martin Tananbaum	New York, New York

SEVENTH. The corporation is to have perpetual existence.

EIGHTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.

By resolution or resolutions passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or then authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

TENTH. Meetings of stockholders may be held without the State of Delaware, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be from time to time designated by the board of directors or in the by-laws of the corporation.

ELEVENTH. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of forming a corporation in pursuance of the General Corporation Law of the State

of Delaware, do make this certificate, hereby declaring and
certifying that the facts herein stated are true, and
accordingly have hereunto set our hands and seals this 30
day of March, A. D. 1961.

Alfred Tananbaum (Seal)
Martin Tananbaum (Seal)
Stanley Tananbaum (Seal)

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

BE IT REMEMBERED that on this 30 day of
March, A. D. 1961, personally came before me, a Notary
Public for the State of New York, Alfred Tananbaum, Stanley
Tananbaum, and Martin Tananbaum, all of the parties to the
foregoing certificate of incorporation, known to me per-
sonally to be such, and severally acknowledged the said
certificate to be the act and deed of the signers respect-
ively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day
and year aforesaid.

LOUIS HAIMOFF
Notary Public, State of New York
No. 60-128150
Queens County
Comm. Expires Jan. 1, 1961

Lu Haim
Notary Public

7

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
LINCOLN CASUALTY COMPANY OF AMERICA**

The Certificate of Incorporation of Lincoln Casualty Company of America is amended by changing the Second, Third and Fourth clauses to read as follows:

"SECOND. The registered office in the State of Delaware is located at The Farmers Bank Building, 10th and Market Street, Wilmington, Delaware, in the City of Wilmington, County of New Castle. The name and address of its registered agent is Connolly, Boye & Lodge, The Farmers Bank Building, 10th and Market Street, Wilmington, Delaware.

"THIRD. The objects and purposes for which this corporation is formed are:

(a) To handle and sell all types of non-life insurance including (but without limiting the generality of the foregoing) marine, property, inland marine, fire, casualty, accident and health insurance, as well as surety and fidelity bonds.

(b) To act as service agent for insurance companies doing business within and without the State of Delaware.

(c) To deal in stocks, bonds, mutual funds and other securities to the extent permitted by law.

(d) To purchase or otherwise acquire, hold, own, mortgage, maintain, alter or improve, pledge, encumber, lease, sell, convey or otherwise dispose of real and personal property of any class and description in any of the states, territories or colonies of the United States, and in any of all foreign countries, subject to the laws of such states, territories or colonies.

(e) To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

(f) To acquire and pay for in cash, stocks, or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligation or liabilities of any person, firm, association or corporation.

(g) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

(h) To borrow or raise money for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable and non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof and of the interest thereon by mortgage or pledge, conveyance or assignment in trust upon the whole or any part of the property of the corporation, whether the property be then owned or thereafter acquired.

(i) In general to carry on any of its business in connection with the foregoing and to have and to exercise all of the powers conferred by the laws of the State of Delaware upon corporations formed under its General Corporation Law, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from the terms of any other clauses in the Certificate of Incorporation but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

"FOURTH. The total number of shares of stock which the corporation shall have authority to issue is twenty thousand (20,000) and the par value of each of such shares is One Hundred Dollars (\$100.00), amounting in the aggregate to Two Million Dollars (\$2,000,000.00)."

I, THE UNDERSIGNED, being the president of the above-named corporation, do make and file this Amendment to the Certificate of Incorporation and certify that this Amendment has been duly adopted in accordance with the provisions of § 242 of the General Corporation Law of the State of Delaware and hereby declare and certify that this is the act and deed of the corporation and the facts herein stated are true, and accordingly have hereunto set my hand and seal of this corporation this 12th day of December, 1972.

LINCOLN CASUALTY COMPANY
OF AMERICA

BY

Mark Landis
President

ATTEST

George J. Brown
Secretary

STATE OF DELAWARE)

SS.

NEW CASTLE COUNTY)

(Corporate Seal)

BE IT REMEMBERED That on this 19th day of December 1972, personally came before me, a Notary Public for the State of Delaware, Mark Landis acknowledged the foregoing certificate of amendment to be his act and deed and that the facts stated herein are true and correct to the best of his knowledge and belief.

Given under my hand and seal of office the day and year aforesaid.

George J. Brown
Notary Public

My Commission Expires:

December 7, 1974

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
LINCOLN CASUALTY COMPANY OF AMERICA

Mark Landis and George Sosna, President and
Secretary respectively of Lincoln Casualty Company of America,
a duly organized corporation of the State of Delaware respectfully
show:

1. At a duly called meeting of the Board of Directors
of the above-named corporation held February 16, 1973, with a
quorum present, said Board of Directors by unanimous vote of the
directors present duly adopted the following resolution, to wit:

Resolved, That Article First of the Certificate of Incorporation of Lincoln Casualty Company of America be hereby amended to read as follows:

"FIRST: The name of this corporation is
Lincoln Insurance Company."

RESOLVED FURTHER, That this resolution be
submitted to a vote of the shareholders of this
corporation entitled to vote in respect thereof
at a special meeting held February 16, 1973, at
the offices of the corporation.

2. Notice of submission of said resolution of amendment
to the shareholders at a duly called special meeting held on
February 16, 1973, at the offices of the corporation was given in
accordance with the By-Laws of the corporation.

3. At said shareholders' meeting, the foregoing resolution of amendment was duly presented and unanimously adopted by a vote of the shareholders pursuant to the By-Laws of this corporation.

4. The foregoing acts were all done and performed in the manner required by 8 Del. Code, Section 242.

Lincoln Casualty Company of America

By Mark Landis
President

Attest George J. [Signature]
Secretary

STATE OF DELAWARE)
NEW CASTLE COUNTY)

BE IT REMEMBERED, That on this 26 day of January, 1973, personally appeared before the subscriber, a Notary Public for the State and County aforesaid, Mark Landis, who being by me first duly qualified according to law, did depose and say:

That he is President of Lincoln Casualty Company of America, a corporation of the State of Delaware; that the facts

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

set forth in the foregoing Certificate of Amendment are true
to the best of his knowledge, information and belief.

Mark Landis

SWORN to and subscribed before me, the day and year
last above ritten.

Donald M. [Signature]
Notary Public



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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

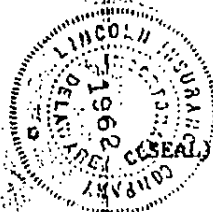
CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED
OFFICE AND REGISTERED AGENT
OF
LINCOLN INSURANCE COMPANY

The Board of Directors of the LINCOLN INSURANCE
COMPANY, a corporation of Delaware, on this 15th day of
January A.D., 1976, do hereby resolve and order
that the location of the Registered Office of this Corporation
within this State be, and the same hereby is 300 Delaware
Avenue, P. O. Box 949, Wilmington, Delaware 19899, in the
County of New Castle.

The name of the Registered Agent therein and in charge
thereof upon whom process against this Corporation may be served,
is Murdoch & Walsh, 300 Delaware Avenue, P. O. Box 949,
Wilmington, Delaware 19899.

LINCOLN INSURANCE COMPANY, a Corporation of Delaware,
doth hereby certify that the foregoing is a true copy of a
resolution adopted by the Board of Directors at a meeting held
as herein stated.

IN WITNESS WHEREOF, said Corporation has caused this
certificate to be signed by its President and Attested by its
Secretary, and its corporate seal to be hereto affixed, the
15th day of January A.D., 1976.



By: Mark Landis
President

ATTEST:

George L. Lona
Secretary

AMENDMENT TO CERTIFICATE OF INCORPORATION

OF

LINCOLN INSURANCE COMPANY

The Certificate of Incorporation of Lincoln Insurance Company is hereby amended by striking the Fourth Clause thereof in its entirety and substituting the following new Fourth Clause, to wit:

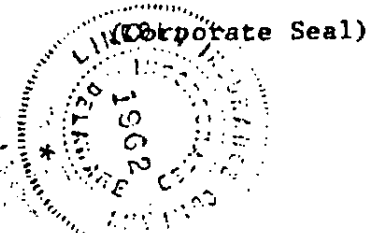
"FOURTH. The total number of shares of stock which the Corporation shall have authority to issue is Twenty-five thousand (25,000) shares, of a par value of \$100 each, amounting in the aggregate to Two million, five hundred thousand dollars (\$2,500,000). All such shares shall be denominated common shares."

I, THE UNDERSIGNED, Being the President of the above-named corporation, certify that this Amendment has been duly adopted in accordance with §242 of the General Corporation Law; and intending that this be an acknowledgement within the meaning of §103 of the General Corporation Law, have executed this certificate on September 26, 1977.

Mark Landis
President

Attest:

George J. Lemaire
Secretary



**CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED
OFFICE AND REGISTERED AGENT**

OF

LINCOLN INSURANCE COMPANY

The board of directors of Lincoln Insurance Company
a corporation of Delaware, on this 14th day of
July A.D. 1978 do hereby resolve and order that
the location of the registered office of this corporation
within this State be, and the same hereby is 1102 West
Street, in the City of Wilmington, in the County of
New Castle.

The name of the registered agent therein and in
charge thereof upon whom process against this corporation
may be served, is Colonial Charter Company.

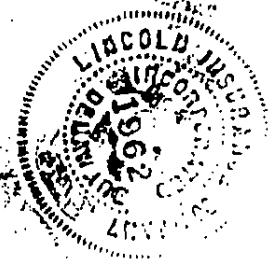
Lincoln Insurance Company, a corporation
of Delaware, doth hereby certify that the foregoing is a
true copy of a resolution adopted by the board of directors
at a meeting held as herein stated.

IN WITNESS WHEREOF, said corporation has caused this
certificate to be signed by its President and attested by
its Secretary, and its corporate seal to be hereto affixed,
the 28th day of August A.D. 1978.

By Mark Landis
President

Attest:

George J. Loma
Secretary



FILED

FEB 7 1984

Man C. Wren
SECRETARY OF STATE

CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED
OFFICE AND REGISTERED AGENT
OF
LINCOLN INSURANCE COMPANY

The Board of Directors of LINCOLN INSURANCE COMPANY, a corporation of Delaware, on this 27th day of January, A.D., 1984, do hereby resolve and order that the location of the Registered Office of this Corporation within this State be, and the same hereby is 1300 N. Market Street, Suite 400, Wilmington, Delaware 19801, the County of New Castle.

The name of the Registered Agent therein and in charge thereof upon whom process against this Corporation may be served, is William J. Wier, Jr. & Associates, P.A., 1300 N. Market Street, Suite 400, Wilmington, Delaware 19801.

LINCOLN INSURANCE COMPANY, a corporation of Delaware, doth hereby certify that the foregoing is a true copy of a resolution adopted by the Board of Directors at a meeting held as herein stated.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by its President and Attested by its Secretary, and its corporate seal to be hereto affixed, the 27th day of January, A.D., 1984.

By: *William C. Wren*
William C. Wren, President



James R. Schurr
James R. Schurr, Secretary

CERTIFICATE OF AMENDMENT

TO THE

CERTIFICATION OF INCORPORATION

OF

LINCOLN INSURANCE COMPANY

(Pursuant to Del. G.C.L. 242)

Dated: As of August 22, 1984

FILED

OCT 4 1984 9AM

Mark C. Kaplan
SECRETARY OF STATE

William C. Wren and James R. Schurr, President and Vice President, respectively, of Lincoln Insurance Company, a duly authorized corporation of the State of Delaware, hereby certify that:

1. The Board of Directors of the above-named Corporation, at a regular meeting at which a quorum was in attendance, has recommended to the shareholders of the Corporation that Article Fourth of the Corporation's Certificate of Incorporation, which article establishes the capital stock which the Corporation shall be authorized to issue, be amended. Said Article Fourth was previously amended on September 27, 1977 and is now being further amended to increase the number of authorized shares of capital stock from 25,000 shares of common stock, \$100 par value, to 35,000 shares of common stock, \$100 par value. After giving effect to the foregoing amendment, Article Fourth shall read as follows:

"The total number of shares of stock which the Corporation shall have authority to issue is thirty-five thousand (35,000) shares, of a par value of \$100 each, amounting in the aggregate to Three million,

00002

five hundred thousand dollars (\$3,500,000).
All such shares shall be denominated common
shares."

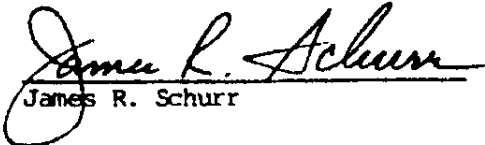
2. Pursuant to Del. G.C.L. 242, the foregoing amendment was
submitted to the sole holder of the Corporation's common stock and the
said shareholder, by consent in lieu of a special meeting, duly adopted
the foregoing amendment to the Corporation's Certificate of Incorporation.


3. The foregoing acts were all done and performed in the manner
required by Del. G.C.L. 242.

IN WITNESS WHEREOF, the undersigned have executed this Certificate
of Amendment as of the date first above written.

ATTEST:

LINCOLN INSURANCE COMPANY


James R. Schurr

By: 
William C. Wren, President

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FILING #0005709502 PG 31 OF 60 VOL B-02275
FILED 12/01/2016 11:35 AM PAGE 02499
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:10 PM 10/25/1991
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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
LINCOLN INSURANCE COMPANY

Pursuant to Section 242 of
the General Corporation Law
of the State of Delaware

The undersigned, being the President of Lincoln Insurance Company, a Delaware corporation (the "Corporation"), hereby certifies as follows:

FIRST: The Certificate of Incorporation of the Corporation is hereby amended so that the whole of Article Fourth as it presently exists shall be deleted and in lieu thereof a new Article Fourth, reading as follows, shall be inserted:

"FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is: (a) 35,000 shares of common stock, par value \$100.00 per share (the "Common Stock") and (b) 5,000 shares of Adjustable Rate Cumulative Redeemable Preferred Stock, par value \$.01 per share (the "Adjustable Rate Preferred Stock").

The designations, powers, preferences and rights, and the qualifications, limitations or restrictions of the shares of Adjustable Rate Preferred Stock are as follows:

(1) Ranking.

The Adjustable Rate Preferred Stock shall, with respect to dividend and distribution rights and rights upon liquidation, winding up and dissolution, rank senior to all other equity securities of the Corporation, including the Corporation's Common Stock (collectively, the "Junior Stock"), unless the terms of such other equity security expressly provide that it shall be on a parity with or senior to the Adjustable Rate Preferred Stock.

(2) Dividends.

(a) Subject to Section 2(c) hereof, the holders of the Adjustable Rate Preferred Stock shall be entitled to receive, when, as and if declared by the Board out of any funds legally available for the payment of dividends, quarterly cash dividends in an amount equal to the product of (i) the rate as set forth below (the "Rate") for the applicable Dividend Period (as hereinafter defined), (ii) \$ 10,000 per share and (iii) the number of days in such Dividend Period (including the first and the last) divided by 360, payable on the twentieth day of March, June, September and December in each year (each such day being hereinafter called a "Dividend Date" and each period (except

as set forth below with respect to the first Dividend Period) beginning on (and including) a Dividend Date and ending on (and including) the day preceding the next Dividend Date being hereinafter called a "Dividend Period"). Each such dividend shall be payable to holders of Adjustable Rate Preferred Stock of record at the close of business on such date as shall be fixed by the Board at the time of the declaration of the dividend, which record date shall not be more than 60 days preceding the Dividend Date. The first Dividend Period with respect to the shares of Adjustable Rate Preferred Stock shall begin on (and include) the date such shares are first issued by the Corporation (the "Original Issue Date") and end on (and include) the day preceding the Dividend Date next following the Original Issue Date.

Accumulated but unpaid dividends for any past Dividend Periods may be declared and paid at any time, without reference to any regular Dividend Date, to holders of Adjustable Rate Preferred Stock of record at the close of business on the date specified by the Board at the time such dividend is declared, which record date shall not be more than 60 days preceding the payment date thereof.

For purposes hereof the term "Rate" means, for any Dividend Period (or any calendar period less than a Dividend Period), a rate equal to the prime rate employed by Chemical

Bank on the first day of such Dividend Period (or such portion of a Dividend Period) as announced by Chemical Bank from time to time. If on the first business day of a Dividend Period (or portion of a Dividend Period) Chemical Bank does not provide such quotations, then the rate for such Dividend Period (or such portion of a Dividend Period) shall be the prime rate employed by Morgan Guaranty Trust Co. on the first day of such Dividend Period (or such portion of a Dividend Period), as announced by Morgan Guaranty Trust Co. from time to time.

(b) Dividends on each share of Adjustable Rate Preferred Stock shall accrue and be cumulative from and including the Original Issue Date to and including the day any Dividend Date or other date as of which the calculation of accumulated but unpaid dividends is made, based on a 360-day year, actual number of days elapsed, whether or not (i) dividends on such shares are earned or declared, (ii) there shall be funds legally available to the Corporation for the payment of dividends on any Dividend Date or (iii) the payment of such dividends would be prohibited pursuant to the terms of Section 2(c) hereof. The amount of dividends accumulated on any shares of Adjustable Rate Preferred Stock from the Original Issue Date shall be an amount calculated for each Dividend Period or

other period in accordance with the formula set forth in paragraph (a) of this Section (2).

(c) Notwithstanding anything to the contrary contained herein, no dividend shall be paid or declared or set apart for payment on any shares of Adjustable Rate Preferred Stock to the extent that the declaration, payment or setting apart of such cash dividend would (i) be prohibited under Sections 4922 or 5006 (or any successor provisions thereto) of the Delaware Insurance Code, as amended, 18 Del.C. § 101 et seq. (the "Insurance Code"), (ii) be prohibited by any other applicable provision of the Insurance Code or any rule, regulation or interpretation promulgated thereunder which limits the amount of dividends or other distributions payable by an insurer, (iii) result in the Corporation's policyholders' surplus being determined, in accordance with the standards set forth in Section 5005 of the Insurance Code (or any successor provision thereto), to be unreasonable in relation to the Corporation's outstanding liabilities and inadequate for its financial needs or (iv) be made out of funds that are not otherwise legally available for the payment of dividends.

(d) Without the consent of the holders of at least 66-2/3% of all of the shares of Adjustable Rate Preferred Stock present in person or by proxy at a stockholders' meeting called for the purpose, and so long as

any shares of Adjustable Rate Preferred Stock are outstanding, the Corporation will not, directly or indirectly, declare, pay, order, make or set apart any sum or property for any Restricted Stock Payment (as hereinafter defined) with respect to Junior Stock (including any warrants, rights, calls or options exercisable for or convertible into Junior Stock) unless an amount equal to all dividends accrued and unpaid on all outstanding shares of Adjustable Rate Preferred Stock have been or contemporaneously are declared and paid for all Dividend Periods terminating on or prior to the date of such proposed action and the full dividend thereon for the then current Dividend Period (or portion thereof if such Restricted Stock Payment is to be made, or sums or property therefor set apart, on a date other than the Dividend Date for such Dividend Period) shall have been paid or declared. Furthermore, the Corporation shall not declare, pay, make or set apart any Restricted Stock Payment unless (A) the declaration, payment, making or setting apart of such Restricted Stock Payment, plus the payment in accordance with the immediately preceding sentence of all, accrued and unpaid dividends on the Adjustable Rate Preferred Stock, would be permitted by Section 2(c) hereof, it being understood for the purposes hereof that the declaration, payment, making and setting apart of Restricted Stock

Payments shall be expressly subject to Section 2(c), and (B) after giving effect thereto, the remaining net assets of the Corporation (calculated in accordance with generally accepted accounting principles) would exceed the greater of (i) the aggregate liquidation preference of the outstanding Adjustable Rate Preferred Stock and (ii) an amount of policyholders' surplus determined, in accordance with Section 5005 of the Insurance Code (or any successor provision thereto), to be reasonable in relation to the Corporation's outstanding liabilities and adequate to the Corporation's financial needs.

For purposes hereof, the term "Restricted Stock Payment" means (a) any dividend or other distribution, direct or indirect (whether in cash or other property), on or on account of any shares of any class of stock of the Corporation now or hereafter outstanding (other than dividends payable solely in shares of Junior Stock) or (b) any redemption, retirement, purchase or other acquisition, direct or indirect (whether with cash or other property), of any shares of Junior Stock of the Corporation now or hereafter outstanding (including any warrants,

rights, calls or options exercisable for or convertible into any such shares).

(3) Voting Rights.

(a) Except as provided hereinafter in this paragraph (3) or as required by law, the holders of shares of Adjustable Rate Preferred Stock shall not be entitled to any voting rights.

(b) If and whenever the dividends payable on the Adjustable Rate Preferred Stock shall have been in arrears and unpaid in an aggregate amount equal to or exceeding the amount of dividends payable thereon for a period of six (6) or more quarterly periods, then all the holders of shares of Adjustable Rate Preferred Stock then outstanding shall be entitled to vote separately as a class to elect two additional directors of the Corporation, for which purpose each holder of Adjustable Rate Preferred Stock shall have one vote for each share of Adjustable Rate Preferred Stock held by such holder. Such right to vote separately as a class to elect two additional directors, when vested, may be exercised by the holders of Adjustable Rate Preferred Stock until the dividends in default on the Adjustable Rate Preferred Stock have been declared, and paid in full or funds sufficient therefor have been declared, and set aside, and, when such defaulted dividends are so paid or such funds

are so set aside, such right to elect two additional directors separately as a class shall cease.

(c) At any time when the right to elect two additional directors separately as a class has vested pursuant to clause (b) above, the Corporation may, and upon the written request of the holders of record of not less than 10% of the total number of shares of Adjustable Rate Preferred Stock then outstanding shall, call a special meeting of the holders of Adjustable Rate Preferred Stock for the election of two additional directors. In the case of such a written request, such special meeting shall be held within 30 days after the receipt of such request and, in either case, at the place and upon the notice provided by law and in the By-laws of the Corporation.

At any meeting held for the purpose of electing directors at which the holders of Adjustable Rate Preferred Stock shall have the right to elect directors (hereinafter called the "Adjustable Rate Preferred Directors") as provided herein, the presence in person or by proxy of the holders of 33-1/3% or more of the then outstanding shares of Adjustable Rate Preferred Stock shall be required and be sufficient to constitute a quorum of such class for the election of directors of such class.

When and as provided in this paragraph (3), upon the election of the two Adjustable Rate Preferred Directors,

the number of directors constituting the Board shall automatically be increased by two, regardless of whether such increased number exceeds the maximum number of directors provided for in the Certificate of Incorporation or the By-laws of the Corporation, and the number of directors shall automatically be reduced by two whenever the right of the holders of Adjustable Rate Preferred Stock to elect two Adjustable Rate Preferred Directors shall cease.

Each term of office of the Adjustable Rate Preferred Directors shall expire at the earlier of (A) the later of the annual meeting of the stockholders of the Corporation next following their election to such office and the date on which their successors shall have been elected and qualified or until their earlier death, resignation or removal and (B) such time as all defaulted payments of dividends have been declared, and paid or funds sufficient therefor have been set aside. If, prior to the end of the term of an Adjustable Rate Preferred Director, a vacancy in the office of such director shall occur by reason of death, resignation or removal the remaining Adjustable Rate Preferred Director may fill such office or the Secretary of the Corporation may call a special meeting of holders of Adjustable Rate Preferred Stock for the election of a director and such vacancy shall be filled at such special meeting.

(d) The consent of the holders of at least 66-2/3% of all of the then outstanding shares of Adjustable Rate Preferred Stock present in person or by proxy at a stockholders' meeting called for the purpose shall be necessary to authorize the creation, authorization, issuance or reissuance of any shares of any class or series of stock of the Corporation ranking on a parity with or senior to the Adjustable Rate Preferred Stock as to dividends or distributions or upon liquidation, or any obligation or security convertible into or evidencing the right to purchase any such parity or senior shares.

(e) The consent of the holders of at least 66-2/3% of all of the then outstanding shares of Adjustable Rate Preferred Stock present in person or by proxy at a stockholders' meeting called for the purpose shall be necessary (i) to amend, alter or repeal any of the provisions of this Certificate of Designation in a way that adversely affects the powers, preferences or rights of the Adjustable Rate Preferred Stock or (ii) to increase the authorized number of shares of Adjustable Rate Preferred Stock.

(f) The consent of the holders of at least 66-2/3% of all of the then outstanding shares of Adjustable Rate Preferred Stock present in person or by proxy at a stockholders' meeting called for the purpose shall be

necessary to authorize a merger, consolidation, liquidation or sale of all or substantially all of the assets of the Corporation unless either (i) the Corporation is the survivor of any such transaction, the Adjustable Rate Preferred Stock remains outstanding after the consummation of such transaction and, after giving effect to such transaction, the remaining net assets of the Corporation (calculated in accordance with generally accepted accounting principles) would exceed the greater of (A) the aggregate liquidation preference of the outstanding Adjustable Rate Preferred Stock and (B) an amount of policyholders' surplus determined, in accordance with Section 5005 of the Insurance Code (or any successor provision thereto), to be reasonable in relation to the Corporation's outstanding liabilities and adequate to the Corporation's financial needs, (ii) the holders of Adjustable Rate Preferred Stock shall be offered payment of the liquidation value of such stock at the time of such transaction in exchange therefor as provided in Section (4) hereof or (iii) the holders of Adjustable Rate Preferred Stock are offered stock in the surviving, resulting or acquiring corporation with dividends, preferences, rights, powers and privileges of such stock no less favorable than those specified herein and providing the holders of such stock with the benefits of protective restrictions no less favorable than those specified herein.

(4) Liquidation Rights.

(a) Upon the dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, the holders of the shares of Adjustable Rate Preferred Stock shall be entitled to receive out of the assets of the Corporation before any payment or distribution shall be made on any Junior Stock, the sum of (i) \$10,000 per share and (ii) an amount equal to all dividends accrued and unpaid thereon to but excluding the date of final distribution.

(b) A liquidation following a sale, conveyance, exchange, transfer or lease (for cash, shares of stock, securities or other consideration) of all or substantially all the property and assets of the Corporation shall be deemed a dissolution, liquidation or winding up of the Corporation for the purposes of this Section, but the merger or consolidation of the Corporation into or with any other corporation or the merger or consolidation of any other corporation into or with the Corporation, in each case which complies with Section 3(e), shall not be deemed a dissolution, liquidation or winding up for the purposes of this Section.

(c) If upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation the aggregate amount of assets of the Corporation available for distribution to the holders of shares of Adjustable Rate

Preferred Stock shall be insufficient to pay such holders the full amount to which they are entitled under this Section 4, the holders of shares of the Adjustable Rate Preferred Stock shall share ratably in any distribution of assets in proportion to the respective amounts that would be payable in respect of the shares of Adjustable Rate Preferred Stock if all amounts payable on or with respect to shares of Adjustable Rate Preferred Stock were paid in full. If upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation payment shall have been made to the holders of Adjustable Rate Preferred Stock of the full amount to which they shall be entitled hereunder, such holders shall not be entitled to any further participation in the distribution of the remaining assets of the Corporation available for distribution to its stockholders.

(5) Redemption.

(a) Subject to Section 5(e) and, so long as the Corporation is an insurance company subject to the jurisdiction of the Delaware Department of Insurance, subject to the prior approval of the Delaware Department of Insurance, from and after the fifth anniversary of the Original Issue Date, to the extent that the Corporation shall have funds legally available therefor, at any time or from time to time, the Corporation may, at the option of the

Board, by notice given by the Corporation to all the holders of shares of Adjustable Rate Preferred Stock then outstanding, redeem outstanding shares of Adjustable Rate Preferred Stock, either in whole or in part at a price payable by the Corporation in cash (the "Redemption Price") equal to the sum of (i) \$10,000 per share and (ii) an amount equal to all dividends accrued and unpaid thereon to but excluding the date of redemption (the "Redemption Date"). Any such redemption for less than all of the then outstanding shares of Adjustable Rate Preferred Stock shall be made on a pro rata basis among all holders of Adjustable Rate Preferred Stock.

(b) On the tenth anniversary of the Original Issue Date, to the extent that the Corporation shall have funds legally available therefor and subject to Section 5(e) and, if the Corporation is at that time an insurance company subject to the jurisdiction of the Delaware Department of Insurance, subject to the prior approval of the Delaware Department of Insurance, the Corporation shall redeem all shares of Adjustable Rate Preferred Stock then issued and outstanding at the Redemption Price. If, for any reason, the Corporation shall fail to discharge its mandatory redemption obligations pursuant to this paragraph (b), such mandatory redemption obligations shall be discharged as soon as the Corporation is able to do so. If and so long as any

mandatory redemption obligations with respect to the Adjustable Rate Preferred Stock shall not fully be discharged as provided herein, no dividends or other distributions shall be made with respect to any shares of Junior Stock.

(c) In the case of a redemption of Adjustable Rate Preferred Stock pursuant to this Section (5), notice of the Redemption Date, the amount of shares to be redeemed and the time and place of redemption shall be given by mail to each holder of record of the shares to be redeemed at such holder's address as the same appears on the stock register of the Corporation at least 30 but not more than 60 days prior to the Redemption Date; provided, however, that neither the failure to mail such notice nor any defect therein shall affect the validity of such redemption except as to the holder to whom the Corporation has failed to mail such notice or whose notice was defective.

(d) Unless default be made in the payment of the Redemption Price, dividends on shares of Adjustable Rate Preferred Stock called for redemption shall cease to accumulate on the relevant Redemption Date and all rights of the holders of such shares as stockholders of the Corporation by reason of the ownership of such shares shall cease on such Redemption Date, except the right to receive the Redemption Price of such shares on the presentation and

surrender of the respective certificates representing such shares on or before the close of business on the Redemption Date. After the Redemption Date, the shares called for redemption shall not be deemed to be outstanding for any purpose whatsoever (notwithstanding that any certificates for shares called for redemption have not been surrendered for cancellation), shall have no voting, dividend or liquidation rights and shall be retired and have the status of authorized but unissued shares of Adjustable Rate Preferred Stock. In case less than all the shares represented by any such certificate are redeemed, a new certificate shall be promptly issued by the Corporation representing the unredeemed shares without cost to the holder thereof.

(e) Notwithstanding anything to the contrary contained herein, no redemption of the Adjustable Rate Preferred Stock shall occur if or to the extent that (i) the Corporation does not have sufficient funds legally available to make such redemption, (ii) such redemption would be prohibited by any applicable provision of the Insurance Code or any rule, regulation or interpretation promulgated thereunder which limits the amount of dividends or other distributions payable by an insurer or (iii) such redemption would result in the Corporation's policyholders' surplus being determined, in accordance with the standards set forth

in Section 5005 of the Insurance Code (or any successor provision thereto), to be unreasonable in relation to the Corporation's outstanding liabilities and inadequate for its financial needs.

(6) Payments Due on Saturday, Sunday or Legal Holidays. In case a Dividend Date, Redemption Date or the tenth anniversary of the Original Issue Date shall be a Saturday, Sunday or, in the city of Wilmington, Delaware a legal holiday or a day on which banking institutions are authorized or required by law or executive order to close or remain closed, the payment of any dividend on the Adjustable Rate Preferred Stock or the redemption of such stock need not be made on such date, but may be made on the next succeeding day which is not a Saturday, Sunday, or in the city of Wilmington, Delaware a legal holiday or a day on which banking institutions are closed or authorized to close, and such date of payment shall for all purposes be deemed to be such Dividend Date, Redemption Date or the tenth anniversary of the Original Issue Date, as the case may be.


(7) No Other Rights; Residual Rights. The shares of the Adjustable Rate Preferred Stock shall not have any relative, participating, optional or other special rights and powers other than as set forth in this Certificate of

Designation and in the Certificate of Incorporation of the Corporation.

SECOND: The manner in which this Amendment to the Certificate of Incorporation of the Corporation was authorized was by a resolution passed at a meeting of the Board of Directors of the Corporation followed by the written consent of the sole holder of shares of Common Stock, all in accordance with Section 242 of the General Corporation Law of the State of Delaware.


IN WITNESS WHEREOF, William C. Wren, President, has made, subscribed and acknowledged this Certificate of Amendment of the Certificate of Incorporation of Lincoln Insurance Company, and caused the same to be attested by the Secretary of the Corporation, as of the 25th day of October, 1991.

LINCOLN INSURANCE COMPANY

By 
Name: William C. Wren
Title: President

[Corporate Seal]

Attest:


Name: James R. Schurr
Title: Vice President and
Secretary

10/29 FILING #0005709502 PG 50 OF 60 VOL B-02275
FILED 12/01/2016 11:35 AM PAGE 02518
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:00 PM 10/29/1996
960314876 - 0584415

**CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED
OFFICE AND REGISTERED AGENT
OF
LINCOLN INSURANCE COMPANY**

The Board of Directors of LINCOLN INSURANCE COMPANY, a corporation duly organized and legally existing under the laws of the State of Delaware, do hereby resolve and order that the location of the Registered Office of this Corporation within this State be, and the same hereby is 1209 Orange Street, Wilmington, Delaware 19801, the County of New Castle.

The name of the Registered Agent therein and in charge thereof upon whom process against this Corporation may be served, is The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801.

LINCOLN INSURANCE COMPANY, a corporation of Delaware, doth thereby certify that the foregoing is a true and correct copy of a resolution adopted by the Board of Directors through a unanimous resolution in lieu of a special meeting of the director of said Corporation effective on the 23rd day of October, 1996.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by its President and Attested by its Secretary, and its corporate seal to be hereto affixed, the 28th day of October, 1996.



By: Anthony F. Markel
Anthony F. Markel, President

ATTEST: Gregory B. Nevers
Gregory B. Nevers, Secretary

CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION
OF
LINCOLN INSURANCE COMPANY

Pursuant to Section 242 of
the General Corporation Law
of the State of Delaware

The undersigned, being the Vice President of Lincoln Insurance Company, a Delaware corporation (the "Corporation"), hereby certifies as follows:

FIRST: The Certificate of Incorporation of the corporation is hereby amended as follows, in accordance with Section 242 of the Delaware General Corporation Law:

FIRST: The Certificate of Incorporation of the Corporation is hereby amended so that Article First of the said Certificate of Incorporation shall read as follows:

"FIRST: The name of this corporation is Caliber One Indemnity Company."

SECOND: The manner in which this Amendment to the Certificate of Incorporation of the Corporation was authorized was by a resolution passed by Unanimous Consent of the Board of Directors of the Corporation followed by the written consent of the sole shareholder of the Corporation's common stock, all in accordance with Section 242 of the General Corporation Law of the State of Delaware.

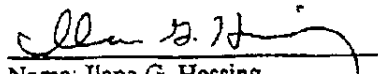
IN WITNESS WHEREOF, Scott Bayer, Vice President, has made, subscribed and acknowledged this Certificate of Amendment of the Certificate of Incorporation of Lincoln Insurance Company, and caused the same to be attested by the Assistant Secretary of the Corporation, as of the 23rd day of December, 1997.

LINCOLN INSURANCE COMPANY

By: 
Scott Bayer, Vice President

[Corporate Seal]

Attest:


Name: Ilana G. Hessing
Title: Assistant Secretary

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF**

CALIBER ONE INDEMNITY COMPANY

Pursuant to Section 242 of
The General Corporation Law
of the State of Delaware

The undersigned, being the Secretary of Caliber One Indemnity Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, (the "Corporation"), HEREBY CERTIFIES AS FOLLOWS:

FIRST: That the Board of Directors (the "Board") of the Corporation, by unanimous written consent of its members, filed with the minutes of the Board adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Caliber One Indemnity Company be amended by changing the First Article (the "Amendment") thereof so that, as amended, the First Article of said Certificate of Incorporation shall be amended and read as follows:

"FIRST: The name of this corporation is Maxum Indemnity Company."

SECOND: That in lieu of a meeting and vote of the sole stockholder, the sole stockholder has given unanimous written consent to said amendment in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned, being the Secretary for the purpose of amending the Certificate of Incorporation of the Corporation pursuant to the General Corporation Law of the State of Delaware, under penalties of perjury does hereby declare and certify that this is the act and deed of the Corporation and the facts stated herein are true, and accordingly has hereunto signed this Certificate of Amendment this 2nd day of January, 2003.

CALIBER ONE INDEMNITY COMPANY

By: Jerome B. Simon
Jerome B. Simon, Secretary

MAXUM INDEMNITY COMPANY

**UNANIMOUS WRITTEN CONSENT
OF THE
SOLE SHAREHOLDER**

November 1, 2016

Northern Homelands Company, being the sole shareholder of **Maxum Indemnity Company**, a Delaware corporation (the "Corporation"), does hereby consent through its undersigned officer to the adoption of the following resolutions in accordance with 8 Del. C. § 228 of the Delaware General Corporation Law and Section 33-698 of the Connecticut Business Corporation Act, such resolutions to have the same force and effect as if duly adopted at a meeting of the shareholders of the Corporation duly called and held for such purpose.

**APPROVAL OF THE REDOMESTICATION OF MAXUM INDEMNITY COMPANY
FROM THE STATE OF DELAWARE TO THE STATE OF CONNECTICUT**

WHEREAS, on July 29, 2016, The Hartford Financial Services Group, Inc. ("The Hartford") completed its acquisition of Maxum Specialty Insurance Group. The acquisition was structured as a merger between certain affiliates of The Hartford and Maxum Specialty Insurance Group. Maxum Specialty Insurance Group is comprised of, among other affiliates, Maxum Indemnity Company and Maxum Casualty Insurance Company ("Maxum Insurers"). Maxum insurers are domiciled in the State of Delaware.

WHEREAS, in furtherance of streamlining corporate governance of The Hartford's insurance subsidiaries, the Board of Directors of the Corporation (the "Board") desires that the Maxum insurers, including the Corporation, be redomiciled from the State of Delaware to the State of Connecticut; and

WHEREAS, the Board deems it advisable and in the best interests of the Corporation to take any and all such actions as may be necessary to complete the redomestication of the Corporation from the State of Delaware to the State of Connecticut; and

WHEREAS, the Board has recommended certain actions to the sole shareholder of the Corporation for its approval.

NOW, THEREFORE, BE IT:

RESOLVED, that the undersigned, the sole shareholder of the Corporation, hereby approves the redomestication of the Corporation from the State of Delaware to the State of Connecticut; and be it further

APPROVAL OF RESTATED CERTIFICATE OF INCORPORATION

RESOLVED, that the Certificate of Incorporation of the Corporation be, and it hereby is, amended and restated in its entirety to read as follows:

- Section 1. Maxum Indemnity Company (hereinafter referred to as the "Corporation") shall be and is hereby made a corporation and body politic pursuant to the Connecticut Business Corporation Act for the purpose of transacting the business of insurance.
- Section 2. On May 31, 1962, Lincoln Casualty Company of America was incorporated in the State of Delaware as a Delaware domestic property and casualty insurance company. On March 7, 1973, the State of Delaware approved a Certificate of Amendment of the Certificate of Incorporation changing its name from Lincoln Casualty Company of America to Lincoln Insurance Company. On December 23, 1997, the State of Delaware approved a Certificate of Amendment of the Certificate of Incorporation changing its name from Lincoln Insurance Company to Caliber One Indemnity Company. On January 2, 2003, the State of Delaware approved a Certificate of Amendment of the Certificate of Incorporation changing its name from Caliber One Indemnity Company to Maxum Indemnity Company (the "Corporation"). The Corporation is a continuation of the corporate existence of the Corporation through the adoption of Connecticut as its corporate domicile, and May 31, 1962, the original date of incorporation of the Corporation as a property and casualty insurance company in the State of Delaware, shall remain the date of incorporation of the Corporation as a property and casualty insurance company in the State of Connecticut.
- Section 3. The duration of the corporation shall be perpetual.
- Section 4. The Corporation may issue 35,000 shares of common stock of par value of One Hundred Dollars (\$100.00) per share.
- Section 5. The Corporation shall have the purposes and powers to write any and all forms of insurance which any other corporation now or hereafter chartered by the State of Connecticut and empowered to do an insurance business may now or hereafter lawfully do; to accept and to cede reinsurance; to issue policies and contracts for any kind or combination of kinds of insurance; to issue policies or contracts either with or without participation in profits; to acquire and hold any or all of the shares or other securities of any insurance corporation or any other kind of corporation; and to engage in any lawful act or activity for which corporations may be formed under the Connecticut Business Corporation Act. 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 6. The corporation shall obtain a certificate of authority as a Connecticut domiciled insurance company from the Insurance Commissioner of the State of Connecticut prior to the commencement of business as a Connecticut domiciled insurance company and shall be subject to all general statutes of the State of Connecticut applicable to insurance companies.
- Section 7. The street address of the Corporation's registered office is: Maxum Indemnity Company, One Hartford Plaza, Hartford, Connecticut 06155.
- Section 8. The name and street address of the Corporation's registered agent is: C T Corporation System, One Corporate Center, Hartford, Connecticut 06103

RESOLVED, that pursuant to section 33-797 of the Connecticut Business Corporation Act, the undersigned, the sole shareholder of the Corporation, hereby waives the requirement of prior notice and approves the Restated Certificate of Incorporation of the Corporation; and be it further

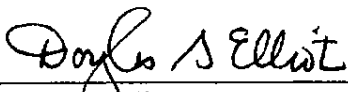
RESOLVED, that all other actions taken or approved in the Unanimous Written Consent of the Board of Directors of the Corporation, attached hereto as Exhibit A, are hereby ratified and approved.

RESOLVED, that the proper officers of the Corporation, acting jointly or singly, are hereby authorized and directed to prepare, execute, deliver, perform, and file, in the name and on behalf of the Corporation, any and all other such agreements, applications, certificates, documents, and instruments and to do or cause to be done any and all such acts and things as such officers may deem necessary, advisable, or appropriate to complete the redomestication of the Corporation; and be it further

RESOLVED, that this Consent be placed in the minute book of the Corporation with the records of the meetings of the Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed this Consent as of the date first written above.

NORTHERN HOMELANDS COMPANY

By 
Douglas G. Elliot
President

MAXUM INDEMNITY COMPANY

**UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS**

November 1, 2016

THE UNDERSIGNED, being all of the members of the Board of Directors of **Maxum Indemnity Company**, a Delaware company (the "Company"), do hereby adopt the following resolutions in accordance with 8 Del. C. § 141 of the Delaware General Corporation Law and Section 33-749 of the Connecticut Business Corporation Act, such resolutions to have the same force and effect as if duly adopted at a meeting of the Board of Directors duly called and held for such purpose.

**APPROVAL OF THE REDOMESTICATION OF MAXUM INDEMNITY
COMPANY FROM THE STATE OF DELAWARE TO THE STATE OF
CONNECTICUT**

WHEREAS, on July 29, 2016, The Hartford Financial Services Group, Inc. ("The Hartford") completed its acquisition of Maxum Specialty Insurance Group. The acquisition was structured as a merger between certain affiliates of The Hartford and Maxum Specialty Insurance Group. Maxum Specialty Insurance Group is comprised of, among other affiliates, Maxum Indemnity Company and Maxum Casualty Insurance Company ("Maxum Insurers"). Maxum insurers are domiciled in the State of Delaware.

WHEREAS, in furtherance of streamlining corporate governance of The Hartford's insurance subsidiaries, the Board of Directors of the Corporation (the "Board") desires that the Maxum insurers, including the Corporation, be redomiciled from the State of Delaware to the State of Connecticut; and

WHEREAS, the Board deems it advisable and in the best interests of the Corporation to take any and all such actions as may be necessary to complete the redomestication of the Corporation from the State of Delaware to the State of Connecticut; and

WHEREAS, the Board has recommended certain actions to the sole shareholder of the Corporation for its approval.

NOW, THEREFORE, BE IT:

RESOLVED, that the undersigned, being all of the members of the Board of the Corporation, hereby approves the redomestication of the Corporation from the State of Delaware to the State of Connecticut; and be it further

APPROVAL OF RESTATED CERTIFICATE OF INCORPORATION

RESOLVED, that the Certificate of Incorporation of the Corporation be, and it hereby is, amended and restated in its entirety to read as follows:

- Section 1. Maxum Indemnity Company (hereinafter referred to as the "Corporation") shall be and is hereby made a corporation and body politic pursuant to the Connecticut Business Corporation Act for the purpose of transacting the business of insurance.
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- Section 3. The duration of the corporation shall be perpetual.
- Section 4. The Corporation may issue 35,000 shares of common stock of par value of One Hundred Dollars (\$100.00) per share.
- Section 5. The Corporation shall have the purposes and powers to write any and all forms of insurance which any other corporation now or hereafter chartered by the State of Connecticut and empowered to do an insurance business may now or hereafter

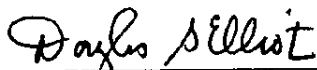
lawfully do; to accept and to cede reinsurance; to issue policies and contracts for any kind or combination of kinds of insurance; to issue policies or contracts either with or without participation in profits; to acquire and hold any or all of the shares or other securities of any insurance corporation or any other kind of corporation; and to engage in any lawful act or activity for which corporations may be formed under the Connecticut Business Corporation Act. 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 6. The corporation shall obtain a certificate of authority as a Connecticut domiciled insurance company from the Insurance Commissioner of the State of Connecticut prior to the commencement of business as a Connecticut domiciled insurance company and shall be subject to all general statutes of the State of Connecticut applicable to insurance companies.
- Section 7. The street address of the Corporation's registered office is: Maxum Indemnity Company, One Hartford Plaza, Hartford, Connecticut 06155.
- Section 8. The name and street address of the Corporation's registered agent is: C T Corporation System, One Corporate Center, Hartford, Connecticut 06103

GENERAL

RESOLVED, that this Consent may be executed in any number of counterparts, and each counterpart shall be deemed to be an original instrument, and all such counterparts together shall constitute but one Consent.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the date first written above.



Douglas G. Elliot

Brion S. Johnson

Robert W. Paiano

lawfully do; to accept and to cede reinsurance; to issue policies and contracts for any kind or combination of kinds of insurance; to issue policies or contracts either with or without participation in profits; to acquire and hold any or all of the shares or other securities of any insurance corporation or any other kind of corporation; and to engage in any lawful act or activity for which corporations may be formed under the Connecticut Business Corporation Act. 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.

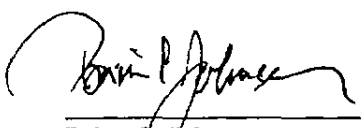
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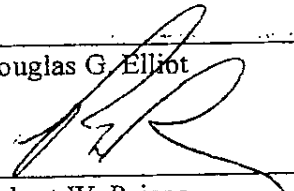
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Douglas G. Elliot

Brion S. Johnson



Robert W. Paiano

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 1st day of December A.D. 20 16



SECRETARY OF THE STATE