

# F93000005070

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
 Fax Number : (850) 617-6380

From: Account Name : CORPORATION SERVICE COMPANY  
 Account Number : I20000000195  
 Phone : (850) 521-1000  
 Fax Number : (850) 558-1575

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

EFFECTIVE DATE  
4-1-2010

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
AIG INDEMNITY INSURANCE COMPANY**

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$35.00

RECEIVED  
2010 FEB 25 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2010 FEB 25 PM 3:04  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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)**

FILED  
2010 FEB 25 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\_\_\_\_\_  
(Document number of corporation (if known))

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

2. Pennsylvania 3. 11/9/1993  
(Incorporated under laws of) (Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

**EFFECTIVE DATE**  
4-1-2010

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? April 1, 2010

5. 21st Century Indemnity 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)  
Not Applicable  
(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.

Not Applicable  
(New duration)

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

Not Applicable  
(New jurisdiction)

*Esta L. Cain*  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Esta L. Cain  
(Typed or printed name of person signing)

Secretary  
(Title of person signing)

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE

February 11, 2010

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY, That from an examination of the Indices and Records of this Department, it appears that Articles of Amendment were filed pursuant to the laws of the Commonwealth of Pennsylvania on January 1, 2010 for AIG INDEMNITY INSURANCE COMPANY, a Pennsylvania corporation, incorporated February 16, 1996, whereby the corporate name was changed to 21<sup>ST</sup> CENTURY INDEMNITY INSURANCE COMPANY.

WHEREFORE, It appears that 21<sup>ST</sup> CENTURY INDEMNITY INSURANCE COMPANY remains a subsisting corporation as far as the records of this office show, as of the date herein.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

*Peter A. Cortes*

Secretary of the Commonwealth

Entity #: 2678714  
Date Filed: 01/12/2010  
Effective Date: 04/01/2010  
Pedro A. Cortés  
Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation  
(15 Pa.C.S.)

Business Corporation (§ 1915)  
 Nonprofit Corporation (§ 3915)

Corporation Service Company  
245942-035 KCU

Commonwealth of Pennsylvania  
ARTICLES OF AMENDMENT-BUSINESS 6 Page(s)



Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:  
AIG Indemnity Insurance Company

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):  
(a) Number and Street City State Zip County

(b) Name of Commercial Registered Office Provider County  
c/o Corporation Service Company Dauphin

3. The statute by or under which it was incorporated: Business Corporation Law of 1988, as amended, and the Insurance Company Act of May 17, 1921, as amended.

4. The date of its incorporation: November 10, 1980

5. Check, and if appropriate complete, one of the following:  
 The amendment shall be effective upon filing these Articles of Amendment in the Department of State.  
 The amendment shall be effective on: April 1, 2010 at 12:00 a.m.  
Date Hour

PA DEPT OF STATE  
2010 JAN 12 PM 4:28  
PA DEPT OF STATE

2010 JAN 19 PM 2:38  
PA DEPT OF STATE

DSCB:15-1915/5915-2

6. Check one of the following:

- The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).
- The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

- The amendment adopted by the corporation, set forth in full, is as follows

- The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

- The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

3RD day of DECEMBER  
2009

AIG Indemnity Insurance Company

Name of Corporation

BETH K. CHAN

Signature

SR. VP, SECRETARY & GENERAL

Title

COUNSEL

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

OF

**21<sup>ST</sup> CENTURY INDEMNITY INSURANCE COMPANY**

In compliance with the requirements of Section 1915 of the Business Corporation Law of 1988 (15 Pa. C. S. §1915) and Section 21204 of the GAA Amendments Act of 1990 (15 P.S. §21204), 21<sup>ST</sup> Century Indemnity Insurance Company desires to restate in their entirety its original Articles of Incorporation and all amendments thereto, and, thereby, cause these Amended and Restated Articles of Incorporation to supersede such original Articles of Incorporation and all amendments thereto.

**ARTICLE I.**

The name of this corporation shall be 21<sup>ST</sup> Century Indemnity Insurance Company.

**ARTICLE II.**

(a) The address of the corporation's registered office in the Commonwealth of Pennsylvania is c/o Corporation Service Company, Dauphin County.

(b) The corporation's principal place of business shall be located at 21st Century Plaza, 3 Beaver Valley Road, Wilmington, DE 19803.

**ARTICLE III.**

The corporation was incorporated on November 10, 1980 under the Business Corporation Law of 1988, as amended and the Insurance Company Act of May 17, 1921, as amended, relating to the incorporation and regulation of insurance companies.

**ARTICLE IV.**

The corporation is an insurance corporation and may engage, within and outside the Commonwealth of Pennsylvania, in all lawful business for which insurance corporations may be incorporated under the laws of the Commonwealth of Pennsylvania.

**ARTICLE V.**

The corporation shall have authority to issue five hundred thousand (500,000) shares of common stock, par value one hundred dollars (\$100.00) per share (the "Common Stock").

**ARTICLE VI.**

Cumulative voting shall not exist with respect to the election of directors.

**ARTICLE VII.**

Any issued and outstanding shares of Common Stock of the corporation that are acquired by the corporation shall be deemed to be issued but not outstanding, except that the Board of Directors may, by resolution, restore any or all of such issued but not outstanding shares to the status of authorized but unissued shares, and may thereafter reissue those shares.

**ARTICLE VIII.**

Shares of the Common Stock may be issued at a price determined by the Board of Directors or the Board of Directors may set a minimum price or establish a formula or method by which the price may be determined. Consideration for shares may consist of money, obligations (including an obligation of a shareholder), services performed, whether or not contracted for, contracts for services to be performed, shares or other securities or obligations of the issuing business corporation, or any other tangible or intangible property or benefit to the corporation. If shares are issued for other than money, the value of the consideration shall be determined by or in a manner provided by the Board of Directors. Consideration for shares shall be provided or paid to the corporation or as ordered by the Board of Directors.

**ARTICLE IX.**

To the fullest extent permitted by Pennsylvania law, as now in effect and as amended from time to time: (a) a director of the corporation shall not be personally liable for any monetary damages for any action taken or any failure to take any action and (b) the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (including, but not limited to, any action by or in the right of the corporation), by reason of the fact that he or she is or was a director, officer or employee of the corporation or serves or served any other enterprise at the request of the corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such threatened, pending or completed action, suit or proceeding.



November 9, 2009

Liane C. Birchler  
Assistant Vice President  
Westmont Associates, Inc.  
25 Chestnut Street, Suite 105  
Haddonfield, NJ 08033

Via Fax: (856) 216-0303

RE: Name Approval  
21<sup>st</sup> Century Indemnity Insurance Company

Dear Ms. Birchler:

The following information is being provided in response to your request received on November 9, 2009.

Please be advised that the phrasing of the above-referenced name has been reviewed and found to be acceptable to the Pennsylvania Insurance Department. You will need to present a copy of this letter to the Pennsylvania Department of State, Corporation Bureau. In processing the registration of the name, the Department of State will verify that the new name is not being used by an existing entity or that the name does not too closely resemble that of an existing entity.

Please note that this letter is to approve the use of name only, it does not represent any form of licensure.

I trust that the information provided is responsive to your request. Please feel free to contact me at (717) 783-2660 should you have any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "S. L. Yerger".

Steven L. Yerger  
Insurance Company Licensing Specialist  
Company Licensing Division