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To:

Division of Corporations

Fax Number : (850) 617-6380

From:

Account Name : CORPORATION SERVICE COMPANY

Account Number: I2000000195 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:\_

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

PURTURAL PROPERTIES CONTROL CO

EFFECTIVE DATE

### 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 ST BE COMPLETED)	TALLAHASSEE, FLORISCO
	(Document num	ber of corporation (if known)	- 125 25 L
	•	, , ,	EFO PR
AIG Indemnity Insurance C	Company	•	بن پُن آثِ ب
	(Name of corporation as it appear	ars on the records of the Department of	of State)
Pennsylvania		3 11/9/19	93
(Incor	porated under laws of)	(Date authorized	to do business in Florida)
		•	
		ECTION II	EFFECTIVE DATE
	(4-7 COMPLETE ON)	LY THE APPLICABLE CHANGES)	4-1-201
21st Century Indemnity In (Name of corporation appropriate abbrevia Not Applicable	surance Company after the amendment, adding tion, if not contained in new	g suffix "corporation," "compa name of the corporation)	ny," or "incorporated," or
**	ilable in Florida, enter altern	ate corporate name adopted for	the purpose of transacting
. If the amendment cha	nges the period of duration,	indicate new period of duration	ı <b>.</b>
	Not Applicable	•	,
•	• -	New duration)	-
. If the amendment cha	nges the jurisdiction of inco-	rporation, indicate new jurisdic	tion .
. 11 1110 411101141110111 0114	Not Applicable	porumon, marcate new jurisare	
		New jurisdiction)	
	20.	•	
(Signature of a dir	ector, president or other officer -	if in the hands	·
of a receiver or of	ther court appointed fiduciary, by	that fiduciary)	
Esta L. Cain	yped or printed name of person si	Secretar (mine)	ry Fille of person signing)
t j	There are himmer manner on beignings	510115 <i>)</i> 1.	tine of beignii gikiiniki

# 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.

Secretary of the Commonwealth

Entity #: 2679714
Date Filed: 0 1/12/2010
Effective Date: 04/01/2010
Pedro A. Cortés
Secretary of the Commonwealth

## PENNSYLVANIA DEPARTMENT OF STATE CORPORATION BUREAU

Articles of Amendment-Domestic Corporation (15 Pages)

Business Corporation (§ 1915)
Nonprofit Corporation (§ 5915)

Corporation Service Company 245942 - 035 KU

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:

- The name of the corporation is:
   AlG Indepenty Insurance Company
- 2. The (n) address of this corporation's current registered offlice in this Communication or (b) name of its communication registered offlice provider and this county of vertex is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

  (a) Minuter and Compt. City States Zio County

(b) Name of Commendal Registered Office Provider County
Corporation Service Company Dauphin

- 1. 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 data of its incorporation: November 10, 1980
- 5. Check, and if appropriate complete, one of the following:
- The amendment shall be effective upon filling these Articles of Amendment in the Department of State.

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PA DEPT OF STATE

DSCB:15-1915/5915-2 6. Check one of the following: X The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1974(a) and (b) or § 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 hereso and made a part hereof. 1. 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 duty authorized officer thereof this 3/10 2009 ER VP, SECROTARY & GENERAL COUNSEL

PARTO - 104A/2006 C:T Byslem Quille

#### AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

#### 21" 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 21st 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, DB 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 comporation, 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 fallace 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 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 Chestmat Street, Suite 105 Haddonfield, NJ 08033

· Via Fex: (856) 216-0303

RE: Name Approval

21" 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,

Steven L. Yerger

Insurance Company Licensing Specialist

Company Licensing Division