



# COMMERCIAL CASUALTY

INSURANCE COMPANY OF NORTH CAROLINA

January 24, 2002

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

200004830892--6  
-01/28/02--01065--002  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Foreign Admitted Insurer, NAIC# 36374  
Redomestication and Name Change

Dear Sir or Madam:

Commercial Casualty Insurance Company of Georgia recently completed a redomestication and has received approval to change its state of domicile from Georgia to North Carolina. This significant move has also required a name change. The company will now be called Commercial Casualty Insurance Company of North Carolina. The redomestication and corporate name change are both effective December 21, 2001. The following items are enclosed for your review:

1. A certified copy of the Articles of Incorporation
2. A certified copy of the Amended Bylaws
3. Application to File Amendment to Authorization to Transact FL Business
4. Fee Payment - \$43.75
5. Transmittal Letter

Mailing addresses and phone numbers will not be impacted by the redomestication. For all practical purposes, all Departmental Bulletins, Memos, and compliance correspondence should continue to be mailed to the Servicing Office address at:

350 Research Court, Suite 200, Norcross, GA 30092.

If any additional documentation is required to verify the name change to Commercial Casualty Insurance Company of North Carolina, please contact me. I can be reached at 678.298.1259 or via Internet e-mail at [Stephanie.Newsum@ccic-ga.com](mailto:Stephanie.Newsum@ccic-ga.com). Thank you for your guidance in this matter.

Sincerely,

Stephanie Newsum  
Executive Services Coordinator

encl.

Mailing Address: P.O. Box 926270 • Norcross, GA 30010-6270

Serving Office: 350 Research Court, Suite 200 • Norcross, Georgia 30092 • (770) 729-8101 • Fax (770) 729-8209

Home Office: 3711 Latrobe Drive, Suite 510 • Charlotte, NC 28211 • (704) 364-5990 • (800) 970-7887

FILED  
22 JAN 28 PM 1:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1-30-02

## TRANSMITTAL LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Commercial Casualty Insurance Company of North Carolina  
(Name of corporation)

**DOCUMENT NUMBER:** Original License #94-58

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Stephanie Newsum  
(Name of person)

Commercial Casualty Insurance Company of North Carolina  
(Name of firm/company)

350 Research Court, Suite 200  
(Address)

Norcross, GA 30092  
(City/state and zip code)

For further information concerning this matter, please call:

Stephanie Newsum at ( 678 ) 298-1259  
(Name of person) (Area code & daytime telephone number)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**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)**

1. Commercial Casualty Insurance Company of Georgia  
(Name of corporation as it appears on the records of the Department of State)
2. Georgia 3. April 21, 1994  
(Incorporated under laws of) (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?

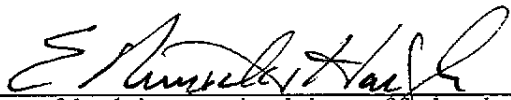
5. Commercial Casualty Insurance Company of North Carolina  
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

Effective 12/21/01  
(New duration)

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

North Carolina  
(New jurisdiction)

  
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

E. Nimocks Haigh  
(Typed or printed name)

January 18, 2002  
(Date)

President  
(Title)

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02 JAN 28 PM 1:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



DEPARTMENT OF INSURANCE  
*State of North Carolina*

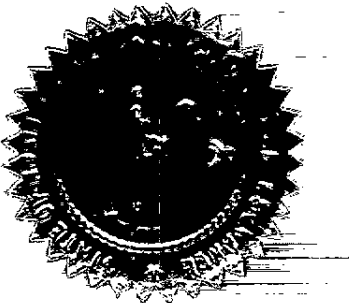
P. O. Box 26387  
RALEIGH, N. C. 27611

JIM LONG  
COMMISSIONER OF INSURANCE

COMPANY SERVICES GROUP  
FINANCIAL EVALUATION DIVISION  
(919) 733-5633  
FAX: (919) 715-7230

I, James E. Long, Commissioner of Insurance in and for the State of North Carolina do hereby certify that I have caused to have compared the annexed copy of the Amended and Restated Bylaws of Commercial Casualty Insurance Company North Carolina, a North Carolina corporation, with the original on file at this Department and find the same to be a correct copy of the said original.

In testimony whereof, I have hereunto set  
my hand and affixed my official seal at the  
city of Raleigh, this the 7th day of January,  
2002.



*James E. Long*

Commissioner of Insurance



AMENDED AND RESTATED BYLAWS  
OF  
COMMERCIAL CASUALTY INSURANCE COMPANY  
OF NORTH CAROLINA

Table of Contents

	Page
ARTICLE I. OFFICES	
Section 1. Principal Office	1
Section 2. Other Offices	1
ARTICLE II. SHAREHOLDERS' MEETINGS	
Section 1. Meetings, Where Held	1
Section 2. Annual Meeting	1
Section 3. Special Meetings	1
Section 4. Notice of Meetings	1
Section 5. Waiver of Notice	2
Section 6. Quorum, Voting and Proxy	2
Section 7. No Meeting Necessary, When	2
ARTICLE III. BOARD OF DIRECTORS	
Section 1. Functions and Definitions	3
Section 2. Qualification and Number	3
Section 3. Election and Tenure	3
Section 4. Powers	3
Section 5. Meetings	3
Section 6. Notice and Waiver, Quorum	4
Section 7. No Meeting Necessary, When	4
Section 8. Voting	4
Section 9. Removal	4
Section 10. Vacancies	4
Section 11. Dividends	4
Section 12. Committees	4
Section 13. Officers, Salaries and Bonds	5
Section 14. Compensation of Directors	5
ARTICLE IV. OFFICERS	
Section 1. Selection	5
Section 2. Removal, Vacancies	5
Section 3. Chairman of the Board	5
Section 4. President	6
Section 5. Vice President	6
Section 6. Secretary	6
Section 7. Treasurer	6
ARTICLE V. CONTRACTS, ETC.	
Section 1. Contracts, Deeds and Loans	6
Section 2. Proxies	7
ARTICLE VI. CHECKS AND DRAFTS	
ARTICLE VII. STOCK	
Section 1. Certificates of Stock	7

Section 2.	Signature; Transfer Agent; Registrar	7
Section 3.	Stock Book	8
Section 4.	Transfer of Stock;	8
	Registration of Transfer	8
Section 5.	Registered Shareholders	8
Section 6.	Record Date	8
Section 7.	Lost Certificates	9
Section 8.	Replacement of Mutilated	9
	Certificates	
ARTICLE VIII. INDEMNIFICATION		
Section 1.	General	9
Section 2.	Action in the Right of the Corporation	10
Section 3.	Conditions to Indemnification	10
Section 4.	Determination by Corporation	10
Section 5.	Advance Payment	10
Section 6.	Nonexclusive Remedy	11
Section 7.	Insurance	11
Section 8.	Notice to Shareholders	11
Section 9.	Miscellaneous	11
Section 10.	Continuation of Indemnification	12
ARTICLE IX.	REIMBURSEMENT BY CORPORATE EMPLOYEES	12
ARTICLE X.	AMENDMENT	12

AMENDED AND RESTATED BYLAWS  
OF  
COMMERCIAL CASUALTY INSURANCE COMPANY  
OF NORTH CAROLINA

ARTICLE I. OFFICES

Section 1. Principal Office. The principal office for the transaction of the business of the corporation shall be located in North Carolina at such place as may be fixed from time to time by the Board of Directors.

Section 2. Other Offices. Branch offices and places of business may be established at any time by the Board of Directors at any place or places where the corporation is qualified to do business, whether within or without the State of North Carolina.

ARTICLE II. SHAREHOLDERS' MEETINGS

Section 1. Meetings, Where Held. Any meeting of the shareholders of the corporation, whether an annual meeting or a special meeting, may be held either at the principal office of the corporation or any place in the United States within or without the State of North Carolina.

Section 2. Annual Meeting. The annual meeting of the shareholders of the corporation shall be held on the third Tuesday of the third month following the end of the fiscal year of the corporation; provided, that if said day shall fall upon a legal holiday, then such annual meeting shall be held on the next day thereafter ensuing which is not a legal holiday, or on such other date as may be designated by the Board of Directors. At an annual meeting of shareholders, any matter relating to the affairs of the corporation, whether or not stated in the notice of the meeting, may be brought up for action except matters which the North Carolina General Statutes requires to be stated in the notice of the meeting.

Section 3. Special Meetings. A special meeting of the shareholders, for any purpose or purposes whatsoever, may be called at any time by the Chairman of the Board, President, Vice President, a majority of the Board of Directors, or one or more shareholders holding not less than one-third of the voting power of the corporation. Such a call for a special meeting must state the purpose of the meeting.

Section 4. Notice of Meetings. Unless waived, written notice stating the place, day and hour of each meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each shareholder not less than ten days (or not less than any such other minimum period of days as may be prescribed by the North Carolina General Statutes) nor more than fifty days before the date of the meeting either personally or by first class mail by, or at the direction of the directors, the President, the Secretary or the officer or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with first

class postage thereon prepaid, addressed to the shareholder at his address as it appears on the stock transfer books of the corporation. The notice of any annual or special meeting shall also include, or be accompanied by, any additional statements, information, or documents prescribed by the North Carolina General Statutes. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. If, however, after the adjournment the Board fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each shareholder on the new record date.

Section 5. Waiver of Notice. Notice of any annual or special meeting may be waived by any shareholder, either before or after the meeting; and the attendance of a shareholder at a meeting, either in person or by proxy, shall of itself constitute waiver of notice and waiver of any and all objections to the place or time of the meeting, or to the manner in which it has been called or convened, except when a shareholder attends solely for the purpose of stating, at the beginning of the meeting, an objection or objections to the transaction of business at such meeting.

Section 6. Quorum, Voting and Proxy. Shareholders representing the majority of the common stock issued and outstanding shall constitute a quorum at a shareholders' meeting. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater number of voting by class or series is required by the Articles of Incorporation or by the North Carolina General Statutes. Each common shareholder shall be entitled to one vote for each share of common stock owned. Any shareholder who is entitled to attend a shareholders' meeting, to vote thereat, or to execute consents, waivers, or releases may be represented at such meeting or vote thereat and execute consents, waivers and releases, and exercise any of his other rights, by one or more agents, who may be either an individual or individuals or any domestic or foreign corporation, authorized by a written proxy executed by such person or by his attorney-in-fact. A telegram or cablegram transmitted by a shareholder shall be deemed a written proxy. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the person executing it, except as otherwise provided by the North Carolina General Statutes. If a proxy expressly so provides, any proxy holder may appoint in writing a substitute to act in his place.

Section 7. No Meeting Necessary When. Any action required by law or permitted to be taken at any shareholders' meeting may be taken without a meeting if written consent, setting forth the action so taken, shall be signed by all shareholders entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the shareholders and shall be filed with the Secretary and recorded in the Minute Book of the corporation.



### ARTICLE III. BOARD OF DIRECTORS

Section 1. Functions and Definitions. The business and affairs of the corporation shall be managed by a governing board, which is herein referred to as the "Board of Directors" or "directors." The use of the phrase "entire Board" or "full Board" in these bylaws refers to the total number of directors which the corporation would have if there were no vacancies.

Section 2. Qualifications and Number. Each director shall be at least twenty-one years of age. A director need not be a shareholder, a citizen of the United States or a resident of the State of North Carolina subject, however to any provisions in the North Carolina General Statutes which require otherwise. The initial Board of Directors shall consist of the directors fixed in the Application for Charter. Thereafter, the number of directors constituting the entire board shall not be less than three nor more than ten members. Subject to the foregoing limitation, the precise number of directors is to be fixed by a resolution of the shareholders from time to time. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

Section 3. Election and Tenure. Each director named as such in the Articles of Incorporation shall hold office until the first annual meeting of shareholders and until his successor is elected and qualified, or until his earlier resignation, removal from office, or death. At the first annual meeting of the shareholders and at each annual meeting thereafter, directors shall be elected, and each shall hold office until the next annual meeting of shareholders and until his successor is elected and qualified, or until his earlier resignation, removal from office, or death. In such elections, the persons having a plurality of votes shall be elected.

Section 4. Powers. The Board of Directors shall have authority to manage the affairs and exercise the powers, privileges and franchises of the corporation as it may deem expedient for the interests of the corporation, subject to the terms of the Articles of Incorporation, bylaws, any valid Shareholders' Agreement, and such policies and directions as may be prescribed from time to time by the shareholders.

Section 5. Meetings. The annual meeting of the Board of Directors shall be held without notice immediately following the annual meeting of the shareholders on the same date and at the same place as said annual meeting of the shareholders. The Board by resolution may provide for the regular meetings, which may be held without notice as and when scheduled in such resolution. Special meetings of the Board may be called at any time by the Chairman of the Board, the President, or by any two or more directors. The Board of Directors, or any committee designed by the Board of Directors, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment in which all persons participating in the meeting can hear each other. Participation in such a meeting pursuant to this Section 5 shall constitute presence in person at such meeting.

Section 6. Notice and Waiver; Quorum. Notice of any special meeting of the Board of Directors shall be given to each director personally or by mail, telegram or cablegram addressed to him at his last known address, at least one day prior to the meeting. Such notice may be waived, either before or after the meeting, and the attendance of a director at any special meeting shall of itself constitute a waiver of notice of such meeting and of any and all objections to the place or time of the meeting, or to the manner in which it has been called or convened, except where a director states, at the beginning of the meeting, any such objection or objections to the transaction of business. A majority of the Board of Directors shall constitute a quorum at any directors' meeting.

Section 7. No Meeting Necessary When. Any action required by law or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if written consent, setting forth the action so taken, shall be signed by all the directors. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors and shall be filed with the Secretary and recorded in the Minute Book of the corporation.

Section 8. Voting. At all meetings of the Board of Directors each director shall have one vote and, except as otherwise provided herein or provided by law, all questions shall be determined by a majority vote of the directors present.

Section 9. Removal. Any one or more directors or the entire Board of Directors may be removed from office, with or without cause, by the affirmative vote of the holders of a majority of the shares entitled to vote at any shareholders' meeting with respect to which notice of such purpose has been given.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum, or by the sole remaining director, as the case may be, or by the shareholders if the vacancy is not so filled or if no director remains, and when so filled such appointee shall serve for the unexpired term of the director to whose place he succeeds.

Section 11. Dividends. The Board of Directors may declare dividends payable in cash or other property out of the unreserved and unrestricted net earnings of the current fiscal year, computed to the date of declaration of the dividend, or the preceding fiscal year, or out of the unreserved and unrestricted earned surplus of the corporation as they may deem expedient.

Section 12. Committees. In the discretion of the Board of Directors, said Board from time to time may elect or appoint, from its own members, an Executive Committee or such other committee or committees as said Board may see fit to establish. Each such committee shall consist of two or more directors, and each shall have and may exercise such authority and perform such functions as the Board by resolution may prescribe within the limitations imposed by law.

Section 13. Officers, Salaries and Bonds. The Board of Directors shall elect all officers of the corporation and fix their compensation, unless pursuant to resolution of the Board the authority to fix compensation is delegated to the President. The fact that any officer is a director shall not preclude him from receiving a salary or from voting upon the resolution providing the same. The Board of Directors may or may not, in their discretion, require bonds from either or all of the officers and employees of the corporation for the faithful performance of their duties and good conduct while in office.

Section 14. Compensation of Directors. Directors, as such, shall be entitled to receive such fees and expenses, if any, for attendance at each regular or special meeting of the Board and any adjournments thereof, as may be fixed from time to time by resolution of the Board, and such fees and expenses shall be payable even though an adjournment be had because of the absence of a quorum; provided, however, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor. Members of either standing or special committees may be allowed such compensation as may be provided from time to time by resolution of the Board for attending committee meetings.

#### ARTICLE IV. OFFICERS

Section 1. Selection. The Board of Directors at each annual meeting shall elect or appoint a President (who may be a director), a Secretary, and a Treasurer, each to serve for the ensuing year and until his successor is elected and qualified, or until his earlier resignation, removal from office, or death. The Board of Directors, at such meeting, may or may not, in the discretion of the Board, elect a Chairman of the Board and/or one or more Vice Presidents and, also, may elect or appoint one or more Assistant Vice Presidents and/or one or more Assistant Secretaries and/or one or more Assistant Treasurers. When more than one Vice President is elected, such Vice Presidents may, in the discretion of the Board, be designated Executive Vice President, First Vice President, Second Vice President, etc., according the seniority or rank, and any person may hold two or more offices except that the President shall not also serve as the Secretary.

Section 2. Removal, Vacancies. Any officers of the corporation may be removed from office at any time by the Board of Directors, with or without cause. Any vacancy occurring in any office of the corporation may be filled by the Board of Directors.

Section 3. Chairman of the Board. The Chairman of the Board of Directors, when and if elected, shall, whenever present, preside at all meeting of the Board of Directors and at all meetings of the shareholders. The Chairman of the Board of Directors shall have all the powers of the President in the event of his absence or inability to act, or in the event of a vacancy in the office of the President. The Chairman of the Board of Directors shall confer with the President on matters of general policy affecting the business of the corporation and shall have, in his discretion, power and authority generally to supervise all the affairs of the corporation and the acts and conduct of all the officers of the corporation, and shall have such other duties as may be conferred upon the Chairman of the Board by the Board of Directors.

Section 4. President. If there is no Chairman of the Board elected, or in his absence, the President shall preside at all meetings of the Board of Directors and at all meetings of the shareholders. The immediate supervision of the affairs of the corporation shall be vested in the President. It shall be his duty to attend constantly to the business of the corporation and maintain strict supervision over all its affairs and interests. He shall keep the Board of Directors fully advised of the affairs and condition of the corporation, and shall manage and operate the business of the corporation pursuant to such policies as may be prescribed from time to time by the Board of Directors. The President shall, subject to approval of the Board, hire and fix the compensation of all employees and agents of the corporation other than officers, and any person thus hired shall be removable at his pleasure.

Section 5. Vice President. Any Vice President of the corporation may be designated by the Board of Directors to act for and in the place of the President in the event of sickness, disability or absence of said President or the failure of said President to act for any reason, and when so designated, such Vice President shall exercise all the powers of the President in accordance with such designation. The Vice Presidents shall have such duties as may be required of or assigned to them by the Board of Directors, Chairman of the Board or the President.

Section 6. Secretary. It shall be the duty of the Secretary to keep a record of the proceedings of all meetings of the shareholders and Board of Directors; to keep the stock records of the corporation; to notify the shareholders and directors of meetings as provided by these bylaws; and to perform such other duties as may be prescribed by the Chairman of the Board, President or Board of Directors. Any Assistant Secretary, if elected, shall perform the duties of the Secretary during the absence or disability of the Secretary and shall perform such other duties as may be prescribed by the Chairman of the Board, President, Secretary or Board of Directors.

Section 7. Treasurer. The Treasurer shall keep, or cause to be kept, the financial books and records of the corporation, and shall faithfully account for its funds. He shall make such reports as may be necessary to keep the Chairman of the Board, the President and Board of Directors fully informed at all times as to the financial condition of the corporation, and shall perform such other duties as may be prescribed by the Chairman of the Board, President or Board of Directors. Any Assistant Treasurer, if elected, shall perform the duties of the Treasurer during the absence or disability of the Treasurer, and shall perform such other duties as may be prescribed by the Chairman of the Board, President, Treasurer or Board of Directors.

#### ARTICLE V. CONTRACTS, ETC.

Section 1. Contracts, Deeds and Loans. All contracts, deeds, mortgages, pledges, promissory notes, transfers and other written instruments binding upon the corporation shall be executed on behalf of the corporation by the Chairman of the Board, if elected, the President, any Vice President, or by such other officers or agents as the Board of

Directors may designate from time to time. Any such instrument required to be given under the seal of the corporation may be attested by the Secretary or Assistant Secretary of the corporation.

Section 2. Proxies. The Chairman of the Board, if elected, or the President or any Vice President shall have full power and authority, on behalf of the corporation, to attend and to act and to vote at any meetings of the shareholders, bond holders or other security holders of any corporation, trust or association in which this corporation may hold securities, and at any such meeting shall possess and may exercise any and all of the rights and powers incident to the ownership of such securities and which as owner thereof the corporation might have possessed and exercised if present, including the power and authority to delegate such power and authority to a proxy selected by him. The Board of Directors may, by resolution, from time to time, confer like powers upon any other person or persons.

#### ARTICLE VI. CHECKS AND DRAFTS

Checks and drafts of the corporation shall be signed by such officer or officers or such other employees or persons as the Board of Directors may from time to time designate.

#### ARTICLE VII. STOCK

Section 1. Certificates of Stock. The certificates for shares of capital stock of the corporation shall be in such form as shall be determined by the Board of Directors. They shall be numbered consecutively and entered into the stock book of the corporation as they are issued. Each certificate shall state on its face the name of the person to whom the shares are issued, the number and class of shares (and series, if any) represented by the certificate and their par value, or a statement that they are without par value. In addition, when and if more than one class of shares shall be outstanding, all share certificates of whatever class shall state that the corporation will furnish to any shareholder upon request and without charge a full statement of the designations, relative rights, preferences and limitations of the shares of each class authorized to be issued by the corporation.

Section 2. Signature; Transfer Agent; Registrar. Share certificates shall be signed by the Chairman of the Board, the President or any Vice President and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary of the corporation, and shall bear the seal of the corporation or a facsimile thereof. The Board of Directors may from time to time appoint transfer agents and registrars for the shares of capital stock of the corporation or any class thereof, and when any share certificate is countersigned by a transfer agent or registered by a registrar, the signature of any officer of the corporation appearing thereon may be a facsimile signature. In case any officer who signed, or whose facsimile signature was placed upon, any such certificate shall have died or ceased to be such officer before such certificate is issued, it may nevertheless be issued with the same effect as if he continued to be such officer on the date of issue.

Section 3. Stock Book. The corporation shall keep at its principal office, or at the office of its transfer agent, wherever located, with a copy at the principal office of the corporation, a book, to be known as the stock book of the corporation, containing in alphabetical order the name of each shareholder of record, together with his address, the number of shares of each kind, class or series of stock held by him and his social security number. The stock book shall be maintained in current condition. The stock book, including the share register, or the duplicate copy thereof maintained at the principal office of the corporation, shall be available for inspection and copying by any shareholder at any meeting of the shareholders upon request, or at other times upon the written request of any shareholder or holder of a voting trust certificate. This stock book may be inspected and copied either by a shareholder or a holder of a voting trust certificate in person, or by their duly authorized attorney or agent. The information contained in the stock book and share register may be stored on punch cards, magnetic tape, or any other approved information storage devices related to electronic data processing equipment, provided that any such method, device, or system employed shall first be approved by the Board of Directors, and provided further that the same is capable of reproducing all information contained therein, in legible and understandable form, for inspection by shareholders or for any other proper corporate purpose.

Section 4. Transfer of Stock; Registration of Transfer. The stock of the corporation shall be transferred only by surrender of the certificate and transfer upon the stock book of the corporation. Upon surrender to the corporation, or to any transfer agent or registrar for the class of shares represented by the certificate surrendered, of a certificate properly endorsed for transfer, accompanied by such assurances as the corporation, or such transfer agent or registrar, may require as to the genuineness and effectiveness of each necessary endorsement and satisfactory evidence of compliance with all applicable laws relating to securities transfers and the collection of taxes, it shall be the duty of the corporation, or such transfer agent or registrar, to issue a new certificate, cancel the old certificate and record the transaction upon the stock book of the corporation.

Section 5. Registered Shareholders. Except as otherwise required by law, the corporation shall be entitled to treat the person registered on its stock book as the owner of shares of capital stock of the corporation as the person exclusively entitled to receive notification, dividends or other distributions, to vote and to otherwise exercise all the rights and powers of ownership and shall not be bound to recognize any adverse claim.

Section 6. Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining shareholders entitled to receive payment of any dividend or the allotment of any rights, or for the purpose of any other action affecting the interests of shareholders, the Board of Directors may fix, in advance, a record date. Such date shall not be more than fifty (50) nor less than ten (10) days before the date of any such meeting nor more than fifty (50) days prior to any other action. In each case, except as otherwise provided by law, only such persons as shall be shareholders of record on the date so fixed shall be entitled to notice of and to vote at such meeting and any adjournment thereof, to express

such consent or dissent, or to receive payment of such dividend or such allotment of rights, or otherwise be recognized as shareholders for any other related purpose, notwithstanding any registration of a transfer of shares on the stock book of the corporation after any such record date so fixed.

Section 7. Lost Certificates. When a person to whom a certificate of stock has been issued alleges it to have been lost, destroyed or wrongfully taken, and if the corporation, transfer agent or registrar is not on notice that such certificate has been acquired by a bona fide purchaser, a new certificate may be issued upon such owner's compliance with all of the following conditions, to-wit: (a) He shall file with the Secretary of the corporation, and the transfer agent or the registrar, his request for the issuance of a new certificate, with an affidavit setting forth the time, place, and circumstances of the loss; (b) He shall also file with the Secretary, and the transfer agent or the registrar, a bond with good and sufficient security acceptable to the corporation and the transfer agent or the registrar, conditioned to indemnify and save harmless the corporation and the transfer agent or the registrar from any and all damage, liability and expense of every nature whatsoever resulting from the corporation's or the transfer agent's or the registrar's issuing a new certificate in place of the one alleged to have been lost; and (c) He shall comply with such other reasonable requirements as the Chairman of the Board, the President, or the Board of Directors of the corporation, and the transfer agent or the registrar shall deem appropriate under the circumstances.

Section 8. Replacement of Mutilated Certificates. A new certificate may be issued in lieu of any certificates previously issued that may be defaced or mutilated upon surrender for cancellation of a part of the old certificate sufficient in the opinion of the Secretary and the transfer agent or the registrar to duly identify the defaced or multi-transfer agent or the registrar against loss or liability. Where sufficient identification is lacking, a new certificate may be issued upon compliance with all of the conditions set forth in Section 7 of this Article VII.

## ARTICLE VIII. INDEMNIFICATION

Section 1. General. Under the circumstances prescribed in Sections 3 and 4 of this Article, the corporation shall indemnify and hold harmless 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 (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had not reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall

not, of itself, create a presumption that the person did not act in a manner which he reasonably believed to be in, or not opposed to, the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Action in the Right of the Corporation. Under the circumstances prescribed in Sections 3 and 4 of this Article, the corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3. Conditions to Indemnification. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits, or otherwise, in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in the defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 4. Determination by Corporation. Except as provided in Section 3 of this Article and except as may be ordered by a court, any indemnification under Sections 1 and 2 of this Article shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceedings, or (2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by the firm of the independent legal counsel then employed by the corporation, in a written opinion, or (3) by the affirmative vote of a majority of the shares entitled to vote thereon.

Section 5. Advance Payment. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall



ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this Article VIII.

Section 6. Nonexclusive Remedy. The indemnification and advancement of expenses provided by or granted pursuant to this Article VIII shall not be deemed exclusive of any other rights, in respect of indemnification or otherwise, to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, resolution, or agreement either specifically or in general terms approved by the affirmative vote of the holders of a majority of the shares entitled to vote therein taken at a meeting the notice of which specified that such bylaw, resolution, or agreement either specifically or in general terms approved by the affirmative vote of the holders of a majority of the shares entitled to vote therein taken at a meeting the notice of which specified that such bylaw, resolution, or agreement would be placed before the shareholders, both as to action by a director, officer, employee, or agent in his official capacity and as to action in another capacity while holding such office of position, except that no such other rights, in respect to indemnification or otherwise, may be provided or granted to a director, officer, employee, or agent pursuant to this Section by the corporation with respect to liabilities incurred due to: (1) an appropriation, in violation of that person's duties, of any business opportunity of the corporation, or (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (3) liability of persons adjudged pursuant to N.C.G.S. 55-8-51(d) or (4) any transaction from which the person derived an improper personal benefit.

Section 7. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article VIII.

Section 8. Notice to Shareholders. If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or by an insurance carrier pursuant to insurance maintained by the corporation, the corporation shall, unless such meeting is held within three months from the date of such payment, and, in any event, within fifteen months from the date of such payment, send notice as required by law, to its shareholders of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

Section 9. Miscellaneous. For purposes of Sections 1 and 2 of this Article VIII, reference to "the corporation" shall include, in addition to the corporation, any merging or consolidating corporation (including any merging or consolidating corporation of a merging or consolidating corporation) absorbed in a merger or consolidation with the corporation so that any person who is or was a director, officer, employee or agent of

such merging or consolidating corporation, or is or was serving at the request of such merging or consolidating corporation as a director, officers, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of Sections 1 and 2 of this Article VIII with respect to the corporation as he would if he had served the corporation in the same capacity; provided, however, no indemnification under Sections 1 and 2 of this Article VIII as permitted by this Section 9 shall be mandatory under this Section 9 without approval of such indemnification by the Board of Directors or shareholders of the corporation in the manner provided in Section 4 f this Article VIII.

Section 10. Continuation of Indemnification. The indemnification and advancement of expenses provided by or granted pursuant to this Article VIII shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

#### ARTICLE IX. REIMBURSEMENT BY CORPORATE EMPLOYEES

Any payments made to an employee of the corporation in the form of a salary or bonus payment which shall be disallowed, in whole or in part, as a deductible expense to the corporation for Federal or State income tax purposes by the Internal Revenue Service, or by the State Revenue Department, shall be reimbursed by such employee to the corporation to the full extent of such disallowance within six (6) months after the date on which the corporation pays the deficiency with respect to such disallowance. It shall be the duty of the Board of Directors of the corporation to enforce payment to the corporation by any such employee for the amount disallowed. The corporation shall not be required to legally defend any proposed disallowance by the Internal Revenue Service or by the State Revenue Department, and the amount required to be reimbursed by such employee shall be the amount, as finally determined by agreement or otherwise, which is actually disallowed as a deduction. In lieu of payment to the corporation by any such employee, the Board of Directors may, in the discretion of the Board, withhold amounts from such employee's future compensation payments until the amount owed to the corporation has been fully recovered.

#### ARTICLE X AMENDMENT

The Board of Directors shall have the power to alter, amend or repeal the bylaws or adopt new bylaws unless such power is reserved exclusively to the shareholders by the Articles of Incorporation or in bylaws previously adopted by shareholders, but any bylaws adopted by the Board of Directors may be altered, amended or repealed by the Board of Directors.



# **NORTH CAROLINA**

## **Department of The Secretary of State**

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**To all whom these presents shall come, Greetings:**

**I, ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

**ARTICLES OF REDOMESTICATION  
AND  
AMENDED ARTICLES OF INCORPORATION  
OF  
COMMERCIAL CASUALTY INSURANCE COMPANY OF GEORGIA  
WHICH CHANGED ITS NAME TO  
COMMERCIAL CASUALTY INSURANCE COMPANY OF NORTH  
CAROLINA**

the original of which is now on file and a matter of record in this office.



IN WITNESS WHEREOF, I have hereunto  
set my hand and affixed my official seal at the  
City of Raleigh, this 7th day of January, 2002.

*Elaine F. Marshall*  
Secretary of State

21 354 9052

**ARTICLES OF REDOMESTICATION  
AND  
AMENDED ARTICLES OF INCORPORATION  
OF  
COMMERCIAL CASUALTY INSURANCE COMPANY  
OF GEORGIA**

Pursuant to the provisions of the North Carolina Insurance Law and the North Carolina Business Corporation Act, Chapters 58 and 55 respectively, of the North Carolina General Statutes, pursuant to the provisions of the Georgia Business Corporation Code and with the approvals of the Commissioners of Insurance of the States of North Carolina and Georgia, the undersigned does present these Articles of Redomestication and Amended Articles of Incorporation for the purpose of redomesticating Commercial Casualty Insurance Company of Georgia (the "Company") from the State of Georgia to the State of North Carolina and for the purpose of restating the Articles of Incorporation of the Company consistent with such redomestication.

1. These Articles of Redomestication and Amended Articles of Incorporation are submitted pursuant to the order of James E. Long, Commissioner of Insurance, State of North Carolina, approving the June 13, 2001, Petition for Redomestication filed on behalf of the Company.

2. The Amended Articles of Incorporation set forth herein restate, integrate and amend the Articles of Incorporation of the Company to reflect its redomestication to the State of North Carolina and to further conform such Articles of Incorporation to the requirements of the laws of the State of North Carolina.

3. It is the purpose of these Articles of Redomestication and Amended Articles of Incorporation that the Company shall be and continue to be possessed of all privileges, franchises and powers to the same extent as if it had been originally incorporated under the laws of the State of North Carolina; and all privileges, franchises and powers belonging to the Company, and all property, real, personal and mixed, and all debts due on whatever account, all certificates of authority, agent appointments, policy forms and rates, outstanding insurance policies, capital structure and all choses in action, shall be and the same hereby are, ratified, approved and confirmed and assured to the Company with like effect and to all intents and purposes as if it had been originally incorporated under the laws of the State of North Carolina.

4. Various amendments to the Articles of Incorporation of the Company have been approved by the Company and the text of the Amended Articles of Incorporation of the Company is attached hereto as Exhibit "A" and incorporated herein by reference.

Dated: November, 2001

**COMMERCIAL CASUALTY  
INSURANCE COMPANY OF GEORGIA**

BY: E. Nimocks Haigh  
E. Nimocks Haigh, President

SWORN to and subscribed before me this 8<sup>th</sup> day  
of November, 2001

Diane R. Egert  
Notary Public

My commission expires: Notary Public, Gwinnett County, Georgia.  
My Commission Expires July 15, 2004.

**ARTICLES OF AMENDMENT  
OF  
COMMERCIAL CASUALTY INSURANCE COMPANY OF GEORGIA**

Pursuant to §55-10-06 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation.

1. The name of the corporation is Commercial Casualty Insurance Company of Georgia.
2. The text of the amendments adopted is as follows:
  - a) The name of the corporation shall be Commercial Casualty Insurance Company of North Carolina;
  - b) The home office and registered office of the corporation shall be 3711 Latrobe Drive, Charlotte, Mecklenburg County, North Carolina 28222. The name of the registered agent at such address is Frederick Hoerl III.
  - b) The following amendment is adopted pursuant to N.C.G.S. §58-7-60:

the corporation adopts North Carolina as its corporate domicile and shall be a continuation of its corporate existence in Georgia, with the original date of incorporation in Georgia as its date of incorporation. The Application of Charter and other related filings and amendments from the State of Georgia are attached hereto.
3. If amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing, if not contained in the amendment itself, are as follows: N/A
4. The date of adoption of the amendment was May 24, 2001.
5. The amendment was approved by shareholder action, and such shareholder approval was obtained as required by Chapter 55 of the North Carolina General Statutes.
6. These articles will be effective upon filing.

This the 8<sup>th</sup> day of November, 2001

Commercial Casualty Insurance Company of  
Georgia

By: E. Nimocks Haigh  
E. Nimocks Haigh, President

SWORN to and subscribed before me this 8<sup>th</sup> day  
of November, 2001.

Dianne R. Egger  
Notary Public

My commission expires: Notary Public, Gwinnett County, Georgia.  
My Commission Expires July 15, 2004.

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 003191168  
CONTROL NUMBER : J807381  
DATE INC/AUTH/FILED: 04/14/1988  
JURISDICTION : GEORGIA  
PRINT DATE : 11/14/2000  
FORM NUMBER : 215

COMMERCIAL CASUALTY INSURANCE CO. GA  
FRANCES JORDAN  
350 RESEARCH COURT STE 200  
NORCROSS, GA 30092

**CERTIFIED COPY**

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**COMMERCIAL CASUALTY INSURANCE COMPANY OF GEORGIA**  
**A DOMESTIC INSURANCE COMPANY**

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



*Cathy Cox*

Cathy Cox  
Secretary of State



930880124



**To All To Whom These Presents May Come—Greeting:**

WHEREAS,

COMMERCIAL CASUALTY INSURANCE COMPANY

Notcross, Gwinnett County, Georgia, a corporation created and existing under the laws of Georgia, its charter granted by the Secretary of State, April 14, 1988, has filed in this office in terms of the law a petition asking that its charter be amended for the purpose of changing its name from COMMERCIAL CASUALTY INSURANCE COMPANY to COMMERCIAL CASUALTY INSURANCE COMPANY OF GEORGIA, and

WHEREAS, the Secretary of State having received the official approval of the Commissioner of Insurance and the petitioner having complied with the requirements of the law in such cases made and provided;

THEREFORE, the State of Georgia hereby grants unto COMMERCIAL CASUALTY INSURANCE COMPANY, Notcross, Gwinnett County, Georgia, an amendment of its charter as set forth in its petition.....

In Witness Whereof, These presents have been signed by the Secretary of State, and the Great Seal has been attached hereto,  
at the Capitol in Atlanta, on this 7th

day of April, 1993.

*Max Cleland*

MAX CLELAND  
SECRETARY OF STATE

930220124

STATE OF GEORGIA

COUNTY OF GWINNETT

APPLICATION FOR AMENDMENT OF CHARTER

TO: The Secretary of State  
of the State of Georgia

Commercial Casualty Insurance Company is a corporation formed as an insurance company under the laws of Georgia, with its principal place of business at 160 Technology Parkway, Norcross, Gwinnett County, Georgia. The general nature of the corporation is to engage in and carry on the business of (1) Property, Marine, and Transportation insurance; (2) Casualty insurance; and (3) Surety insurance. The certificate granting approval of this corporation was signed by the Secretary of State on April 14, 1988.

The corporation desires an amendment to its charter to add the words "of Georgia" to its corporate name. The purpose of this amendment is to provide a more distinguishing name to the corporation. Therefore, we petition that section "2." of the charter be amended to read:

The name and style of said corporation shall be:

Commercial Casualty Insurance Company of Georgia.

(CORPORATE SEAL)

COMMERCIAL CASUALTY INSURANCE COMPANY

  
E. Nimocks Haigh, President

**CERTIFICATION OF AMENDMENT**

This is to certify that the Board of Directors of Commercial Casualty Insurance Company by its resolution dated November 16, 1992, recommended to the sole shareholder, Delta Insurance Services, Inc., that the Corporation name be amended to add the words "of Georgia" to the name and style of the Corporation.

And this further certifies that the sole shareholder of the Corporation, by its Unanimous Consent Action dated November 15, 1992, approved and ratified the name change to Commercial Casualty Insurance Company of Georgia.

**COMMERCIAL CASUALTY INSURANCE COMPANY**

(CORPORATE SEAL)

By:

E. Nimocks Haigh  
E. Nimocks Haigh

Its:

President

In Witness Whereof, I have hereunto subscribed my name and affixed the seal of this Corporation, this 2/28 day of Dec, 19 92.

Cynthia Custard  
Cynthia Custard, Secretary

(CORPORATE SEAL)

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396



OFFICE OF  
COMMISSIONER OF INSURANCE

TIM RYLES  
COMMISSIONER OF INSURANCE  
SAFETY FIRE COMMISSIONER  
INDUSTRIAL LOAN COMMISSIONER  
COMPTROLLER GENERAL

April 6, 1993

SEVENTH FLOOR, WEST TOWER  
FLOYD BUILDING  
2 MARTIN LUTHER KING, JR. DRIVE  
ATLANTA, GEORGIA 30334

Honorable Max Cleland  
Secretary of State  
214 State Capitol  
Atlanta, Georgia 30334

Re: COMMERCIAL CASUALTY INSURANCE COMPANY  
Norcross, Gwinnett County, Georgia  
Petition for Amendment to Charter

Dear Max:

I am enclosing a Certificate approving the proposed Petition for  
Amendment to Charter of COMMERCIAL CASUALTY INSURANCE COMPANY.

Sincerely,

  
Tim Ryles  
Commissioner of Insurance

TR:cmw

Enclosure

65.0' 92.8 1 1-1



OFFICE OF  
COMMISSIONER OF INSURANCE

TIM RYLES  
COMMISSIONER OF INSURANCE  
SAFETY FIRE COMMISSIONER  
INDUSTRIAL LOAN COMMISSIONER  
COMPTROLLER GENERAL


SEVENTH FLOOR, WEST TOWER  
FLOYD BUILDING  
2 MARTIN LUTHER KING, JR. DRIVE  
ATLANTA, GEORGIA 30334

CERTIFICATE APPROVING  
PROPOSED AMENDMENT TO CHARTER OF  
COMMERCIAL CASUALTY INSURANCE COMPANY

I, Tim Ryles, Commissioner of Insurance of the State of Georgia, certify that I have examined the Petition of COMMERCIAL CASUALTY INSURANCE COMPANY seeking to amend its Charter. This Petition is dated December 23, 1992, was transmitted to me by the Secretary of State on January 22, 1993, and received in this Office on February 2, 1993.

Based upon my examination of this Petition, I conclude that this proposed Amendment to Charter of COMMERCIAL CASUALTY INSURANCE COMPANY complies with the Insurance Code of the State of Georgia. Said Petition is, therefore, hereby approved.

Given under my Hand and Seal of Office this 7th day of April, 1993.

  
TIM RYLES  
COMMISSIONER OF INSURANCE  
STATE OF GEORGIA

EE 77538 1 11

RECEIVED



# COMMERCIAL CASUALTY

I N S U R A N C E C O M P A N Y

March 1, 1993

The Honorable Walter J. Clarke  
Judge - Gwinnett County Probate Court  
75 Langley Drive  
Lawrenceville, GA 30245

8807381  
4/14/88

**RECEIVED**

MAR 15 1993

COMMERCIAL CASUALTY INSURANCE CO.

Dear Sir:

Our company's name is being changed from Commercial Casualty Insurance Company to Commercial Casualty Insurance Company of Georgia. In accordance with OCGA 33-14-8 our application for Amendment of Charter, along with other documentation, was published in the Gwinnett Post-Tribune for the required four weeks.

OCGA 33-14-8 further requires that the Judge of the Probate Court certify to the fact of publication. Therefore, enclosed is the Publisher's Affidavit stating that the documents were published on February 3, 10, 17, and 24, 1993.

We request your signature and seal below as certification of our compliance. Thank you.

Sincerely,

Frances H. Jordan  
Legal Assistant

Q 30980327 C5

Encl.

I, the undersigned Judge of the Probate Court, Gwinnett County, Georgia, do hereby certify that I have received the Publisher's Affidavit stating that the Application for Amendment of Charter for Commercial Casualty Insurance Company has appeared in the Gwinnett Post-Tribune for four consecutive weeks.

(Seal)

66. 12 25 01 10 23 11  
STATE

(Signature) Walter J. Clarke, Probate Judge  
(Date) March 12, 1993

# Gwinnett Post-Tribune

Gwinnett's Local Newspaper

P.O. Box 603  
Lawrenceville, GA 30246

963-9205

## PUBLISHER'S AFFIDAVIT

### STATE OF GEORGIA COUNTY OF GWINNETT

Personally appeared before the undersigned, a notary public within and for said county and state, David Randolph Still, Associate Publisher of the Gwinnett Post-Tribune, published at Lawrenceville, County of Gwinnett, State of Georgia, and being the official organ for the publication of legal advertisements for said county, who being duly sworn, states on oath that the report of

5A5020854  
a true copy of which is hereto attached, was published in said newspaper on the following date(s):

February 3, 10, 17, 24, 1993

BRUCE R. STILL, PUBLISHER

David R. Still

By David R. Still,  
Associate Publisher, Agent

Sworn to and subscribed before me this

24<sup>th</sup> day of February 1993.

Glynn M. Martin  
Notary Public

MY COMMISSION EXPIRES NOVEMBER 8, 1994

### APPLICATION FOR AMENDMENT OF CHARTER STATE OF GEORGIA COUNTY OF GWINNETT

TO: The Secretary of State of the State of Georgia

Commercial Casualty Insurance Company is a corporation formed as an insurance company under the laws of Georgia, with its principal place of business at 100 Technology Parkway, Norcross, Gwinnett County, Georgia. The general nature of the corporation is to engage in and carry on the business (1) Property, Marine, and Transportation Insurance; (2) Casualty Insurance; and (3) Surety Insurance. The certificate granting approval of this corporation was signed by the Secretary of State on April 14, 1986.

The corporation desires an amendment to its charter to add the words "of Georgia" to its corporate name. The purpose of this amendment is to provide a more distinguishing name to the corporation. Therefore, we petition that section "2." of the charter be amended to read:

The name and style of said corporation shall be: Commercial Casualty Insurance Company of Georgia.

COMMERCIAL CASUALTY INSURANCE COMPANY

By: E. Nimocks Haigh, President

CERTIFICATION OF AMENDMENT

This is to certify that the Board of Directors of Commercial Casualty Insurance Company by its resolution dated November 16, 1992, recommended to the sole shareholder, Delta Insurance Services, Inc., that the Corporation name be amended to add the words "of Georgia" to the name and style of the Corporation.

And this further certifies that the sole shareholder of the Corporation, by its Unanimous Consent Action dated November 16, 1992, approved and ratified the name change to Commercial Casualty Insurance Company of Georgia.

COMMERCIAL CASUALTY INSURANCE COMPANY

By: E. Nimocks Haigh

Its President

In Witness Whereof, I have hereunto subscribed my name and affixed the seal of this Corporation, this 21st day of Dec, 1992.

Cynthia Gustard, Secretary

DOCKET NUMBER: 930220124

TRANSMITTAL DATE: 12/23/1992

REFERENCE: 0010

PRINT DATE: 01/22/1993

FORM NUMBER: 140 (2 of 2)

I, MAX CLELAND, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify that the document attached is one copy of the articles of amendment Commercial Casualty Insurance Company, Norcross, Gwinnett County, Georgia, filed in this office in triplicate. This copy is certified and returned to applicant as required by law.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia.



OFFICE OF  
COMMISSIONER OF INSURANCE

TIM RYLES  
COMMISSIONER OF INSURANCE  
SAFETY FIRE COMMISSIONER  
INDUSTRIAL LOAN COMMISSIONER  
COMPTROLLER GENERAL

January 13, 1993

SEVENTH FLOOR, WEST TOWER  
FLOYD BUILDING  
2 MARTIN LUTHER KING, JR. DRIVE  
ATLANTA, GEORGIA 30334

Commercial Casualty Insurance Company  
Frances H. Jordan  
160 Technology Parkway  
Norcross, Georgia 30092

Re: Name Approval

Dear Ms. Jordan:

The approval of this commission is hereby granted for your  
use of the name:

"Commercial Casualty Insurance Company of Georgia"

This is not meant to imply that this name is available to  
you. That assurance can come only from the Secretary of  
State.

Sincerely,

H. Y. Hutcheson  
Assistant Director  
Regulatory Services Section

HYH:mlc





# COMMERCIAL CASUALTY

I N S U R A N C E C O M P A N Y

HAND DELIVERED

April 8, 1993

Ms. Vanessa Robbins  
Office of Secretary of State  
Suite 315, West Tower  
2 Martin Luther King Jr. Drive  
Atlanta, GA 30334-1530

9 30980327 CS, OK  
9 30980355 OK

Re: Name Change Amendment for our Insurance Company

Dear Ms. Robbins:

Many thanks for the time you took yesterday on the phone to explain the procedure for obtaining our Certificate of Amendment. Since it is imperative that we have this documentation today, we are paying the expediting fees. Enclosed are our checks as follows:

\$100 fee for expediting preparation of the Certificate of Amendment. We understand this shows the name change and references that it has been approved by the Commissioner of Insurance.

\$60, which represents the \$10 fee for certification plus the \$50 fee for expediting the certification.

As discussed, the paying of these fees will enable us to receive

- 1) a copy of the Certificate of Amendment, plus
- 2) a certified set of the entire Amendment (6 pages), which includes the Certificate of Amendment.

Our courier will wait for these documents, which you stated would be ready in 30 to 60 minutes. If there is any question, please call me. Again, many thanks for your assistance.

Sincerely,

Frances H. Jordan  
Legal Assistant

P.S. When the "great seal" is affixed to the Certificate of Amendment, please call me so that we may pick it up rather than have it come through the mail.



# COMMERCIAL CASUALTY

I N S U R A N C E C O M P A N Y

December 22, 1992

Secretary of State  
Suite 315, West Tower  
2 Martin Luther King Drive  
Atlanta, GA 30334-1530

In compliance with OCGA 33-14-8, enclosed you will find the following items for the change of name for our corporation:

Application for Amendment to Charter (in triplicate)

Certification of Amendment (in triplicate)

\$50 check for fee to amend charter of an insurance company

930040208

Upon your returning one copy of the Application to us, we will have it published in the Gwinnett County Post-Tribune for 4 weeks. We will then submit to you certification by the judge of the probate court that this was done.

It is our understanding that your office will then proceed with obtaining approval from the Commissioner of Insurance.

Our Corporation Charter number is 8807381. Please let me know if anything further is required.

Sincerely,

Frances H. Jordan  
Legal Assistant

Encls.

**Secretary of State**  
**Business Services and Regulation**

**Suite 315, West Tower**

**2 Martin Luther King Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 930220124  
TRANSMITTAL DATE: 12/23/1992  
REFERENCE : 0010  
PRINT DATE : 01/22/1993  
FORM NUMBER : 140 (2 of 2)

I, MAX CLELAND, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify that the document attached is one copy of the articles of amendment

**COMMERCIAL CASUALTY INSURANCE COMPANY**  
**Norcross, Gwinnett County, Georgia**

filed in this office in triplicate. This copy is certified and returned to applicant as required by law.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



*Max Cleland*

MAX CLELAND  
SECRETARY OF STATE

*Verley J. Spivey*

VERLEY J. SPIVEY  
DEPUTY SECRETARY OF STATE



# COMMERCIAL CASUALTY

I N S U R A N C E C O M P A N Y

March 15, 1993

Mr. Quint Robinson, Examiner  
Business Services and Regulation  
Office of Secretary of State  
Suite 315, West Tower  
2 Martin Luther King Drive  
Atlanta, GA 30334-1530

Ref: Docket Number : 930220124  
Transmittal Date: 12/23/1992  
Reference : 0010

SECRETARY OF STATE  
MAR 22 2 06 PM '93

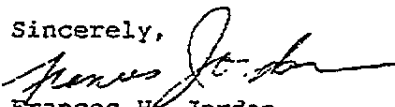
As part of the procedure for our company's name to be changed from Commercial Casualty Insurance Company to Commercial Casualty Insurance Company of Georgia, in accordance with OCGA 33-14-8 we have had our application published in the Gwinnett Post-Tribune for the required four weeks.

In further compliance with OCGA 33-14-8, we have obtained from the Judge of the Probate Court of Gwinnett County certification that such publication had occurred.

We are now submitting the Judge's certification to your office. We understand that when final approval is received, the date of our name change will be December 23, 1992, which is the date shown as "date received" on your filing notice and which you, in our subsequent telephone conversation, confirmed would be our official date. If there is any change in this date, please call me immediately.

For your convenience, we are enclosing copies of other previously submitted documents as itemized below. Since numerous company transactions and publications are being held until this name change is final, *we would greatly appreciate your very prompt attention to this matter* as soon as you receive approval from the Commissioner of Insurance.

Sincerely,

  
Frances H. Jordan  
Legal Assistant

Encls:

Judge Clarke's certification  
Copy of Publisher's Affidavit w/published article  
Copy of Sec'y of State Letter to Insurance Commissioner  
Copy of your Filing Notice form showing 12/23/92 as date

**Secretary of State**  
**Business Services and Regulation**

**Suite 313, West Tower**

2 Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334-1538

DOCKET NUMBER : 930240124  
TRANSMITTAL DATE: 12/23/1992  
REFERENCE : 0010  
PRINT DATE : 01/22/1993  
FORM NUMBER : 140 (1 of 2)

TO:

TIM RYLES  
COMMISSIONER OF INSURANCE  
SUITE 704 WEST TOWER  
2 MARTIN LUTHER KING, JR. DR.  
ATLANTA, GEORGIA 30334

ATTORNEY / APPLICANT:

COMMERCIAL CASUALTY  
INSURANCE COMPANY  
FRANCES H. JORDAN  
160 TECHNOLOGY PARKWAY  
NORCROSS, GEORGIA 30092

The Secretary of State acknowledges receipt of the attached documents and the payment of the required fees on behalf of

COMMERCIAL CASUALTY INSURANCE COMPANY  
Norcross, Gwinnett County, Georgia

Said documents are hereby transmitted to the Commissioner of Insurance for review and approval. A certified copy of said documents is hereby forwarded to the attorney or the applicant for publication pursuant to Title 33 of the Official Code of Georgia Annotated.

*Max Cleland*

MAX CLELAND  
SECRETARY OF STATE

*Deborah L. Spivey*





# State of Georgia

OFFICE OF SECRETARY OF STATE



To All To Whom These Presents May Come — Greeting:

WHEREAS, in pursuance of an Act of the General Assembly of Georgia approved March 21, 1907, known as the Georgia Insurance Code, as amended, a petition having been made to the Secretary of State of Georgia in this office, Application for license in the name and style of

COMMERCIAL CASUALTY INSURANCE COMPANY

with its principal office located in Atlanta, DeKalb County, Georgia for the purpose of organizing and running an insurance company as set forth in its petition for incorporation, etc. as required by the Georgia Insurance Code, as amended, and has complied with the statutes in such cases made and provided, and the Secretary of State having received the approval of the Commissioner of Insurance,

THEREFORE, the State of Georgia hereby grants unto COMMERCIAL CASUALTY INSURANCE COMPANY the powers and privileges of a corporation for the purposes set forth in its petition, subject to the provisions of the Constitution of this State, and all of the laws, rules and regulations governing insurance companies of force at the date of this certificate, on that my nextister becom of force eliter of constitutional on statute law.....

In Witness Whereof, These presents have been signed by the Secretary of State, and the Great Seal has been attached hereto,  
at the Capitol in Atlanta, on this 14th day of April, 1900.

Max Ireland  
SECRETARY OF STATE

STATE OF GEORGIA  
COUNTY OF DEKALB

APPLICATION FOR CHARTER

TO: The Secretary of State  
of the State of Georgia

The petition of the undersigned five (5) individuals, whose signatures are hereto affixed and whose residences are hereinafter set forth, respectfully shows the following:

1.

Petitioners desire that they, their associates, successors, and assigns, be made a body corporate under the laws of the State of Georgia, with perpetual duration.

2.

The name and style of said corporation shall be:  
COMMERCIAL CASUALTY INSURANCE COMPANY.

3.

The names and addresses of the incorporators of the corporation, each of whom is the age of 18 years or more, each of whom is of good moral character, none of whom have been convicted of a crime involving moral turpitude, not less than two thirds of whom are citizens of the United States and residents of Georgia, and the number of shares of stock subscribed by each are as follows:

Charter #  
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47075505  
#100

Incorporators

No. of Shares Subscribed

John H. Grote, Jr.  
333 Vine Street, Suite 300  
Lexington, Kentucky 40507

0

A. R. Custard  
9690 Huntcliff Trace  
Atlanta, Georgia 30350

0

Wendy Custard  
9690 Huntcliff Trace  
Atlanta, Georgia 30350

0

Cynthia Armstrong  
6045 Courtside Drive  
Norcross, Georgia 30092.

0

Norma L. Custard  
6141 Forest Hills Drive  
Norcross, Georgia 30092

0

4.

The corporation shall be formed as an insurance company, and the general nature of its business shall be:

(a) To engage in and carry on the business of:

(1) Property, Marine, and  
Transportation insurance;

(2) Casualty insurance; and

(3) Surety insurance;

as those terms are now or hereafter defined by  
the laws of Georgia;

(b) To have all the rights, privileges, and immunities incident to the businesses herein set forth, together with such additional rights, powers, and privileges as may be necessary, proper, and incident to the conduct of the



businesses as aforesaid and as may be inherent in and allowed to like corporations under the laws of the State of Georgia, including, but without limitation, the following powers:

(1) To join or subscribe to any salvage or protective society, committee, association, or project, whether mutual or otherwise, in any way connected with any of the objects of the corporation.

(2) To reinsure or counterinsure any of the risks undertaken by the corporation, and to enter into reinsurance treaties and contracts of reinsurance.

(3) To effect, as agent for others, insurance of every kind as authorized by this Charter.

(4) In general, to transact the business of insurance in all of its branches as authorized by this Charter.

(5) To issue any or all of its policies with or without participation in profits, savings, or unabsorbed portions of premiums, may classify policies issued on a participating or nonparticipating basis, and may determine the right to participate and the extent of participation of any class or classes of policies.

(c) The corporation shall have the power to do and execute all and singular the acts, matters, and things which may be necessary, proper, or expedient for conducting the business of the corporation or for furthering any of its objects or purposes, and the powers of the corporation shall include the powers now or hereafter conferred by any general or specific laws of the State of Georgia upon the corporation or corporations of a kind like unto it and powers now or hereafter conferred by the Commissioner of Insurance of the State of Georgia. Without in any way limiting the generality of the foregoing, the corporation shall have all of the rights, powers, and duties provided under the laws of the State of Georgia governing general business corporations to the extent that such rights, powers, and duties are not inconsistent with the laws of Georgia regulating the conduct of the corporate affairs of insurance companies.

5.

The authorized capital stock of the corporation shall be five million (5,000,000) shares of common stock of a single class having a par value of One Dollar (\$1.00) per share. The minimum amount of paid-in capital with which the corporation shall commence business shall be One Million & No/100 Dollars (\$1,000,000.00). The minimum paid-in surplus with which the corporation shall commence

business shall be Five Hundred Thousand & No/100 Dollars (\$500,000.00). Said corporation shall have the right, authority, and privilege of increasing its outstanding stock up to said maximum from time to time as and when authorized by the board of directors of the corporation, for such consideration as the directors may determine, provided the said stock shall not be sold for less than the par value thereof. Each share of stock shall be issued as fully paid stock and shall not be subject to assessment.

6.

The number of directors of the corporation who shall conduct the affairs of the corporation shall be not less than three (3) nor more than ten (10) and shall be fixed by the stockholders at each annual meeting thereof. The names and addresses of the corporation's first directors who shall serve until their successors are elected and qualified, but for not more than one (1) year, are as follows:

John H. Grote, Jr.  
333 Vine Street, Suite 300  
Lexington, Kentucky 40507

Thomas W. Egan  
5918 N. Highway 83  
Hartland, Wisconsin 53029

A. R. Custard  
9690 Huntcliff Trace  
Atlanta, Georgia 30350

Wendy Custard  
9690 Huntcliff Trace  
Atlanta, Georgia 30350

Cynthia Armstrong  
6045 Courtside Drive  
Norcross, Georgia 30092

Norma L. Custard  
6141 Forest Hills Drive  
Norcross, Georgia 30092

Don C. Steffoff  
5705 Port Royal  
Fort Wayne, Indiana 46815

7.

The names and addresses of the officers of the corporation, who shall serve the corporation initially until their successors are elected and qualified, but not more than one (1) year, are as follows:

President: John H. Grote, Jr.  
333 Vine Street, Suite 300  
Lexington, Kentucky 40507

Vice-President: Thomas W. Egan  
5918 N. Highway 83  
Hartland, Wisconsin 53029

Secretary and  
Treasurer: Cynthia Armstrong  
6045 Courtside Drive  
Norcross, Georgia 30092.

8.

The home office and principal place of business of the corporation shall be 2346 Perimeter Park Drive, Atlanta, DeKalb County, Georgia 30341.

9.

The initial registered office of the corporation is 2346 Perimeter Park Drive, Atlanta, DeKalb County,

-6-

LAW OFFICES  
LIPSCOMB, JOHNSON, AND  
S. ASHLEY  
112 NORTH MAIN STREET  
CLARKSBURG, GEORGIA 30606  
404-886-4177  
404-887-7701

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Georgia 30341, and its initial registered agent at such address is John H. Grote, Jr.

10.

There is no limitation on the corporation's indebtedness.

11.


A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of the duty of care or other duty as a director, except for liability (i) for any appropriation, in violation of the director's duties, of any business opportunity of the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) for the types of liability set forth in Section 14-2-154 of the Georgia Business Corporation Code, or (iv) for any transaction from which the director derived an improper personal benefit.

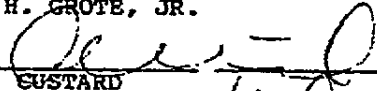
Any repeal or modification of the foregoing paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

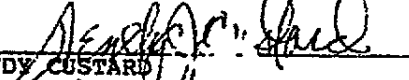
WHEREFORE, petitioners pray that they be incorporated under the name and style aforesaid pursuant to the


laws of the State of Georgia with all the rights, powers, privileges, and immunities herein set forth together with such additional rights, powers, privileges and immunities as may be necessary or incident to the conduct of the business aforesaid and as may be inherent in and allowed to like corporations under the laws of the State of Georgia as they now or may hereafter exist.

IN WITNESS WHEREOF, the undersigned have hereunto affixed their hands and seals as Incorporators of COMMERCIAL CASUALTY INSURANCE COMPANY on this the 10<sup>th</sup> day of March, 1988.

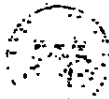
 (SEAL)  
JOHN H. GROTE, JR.

 (SEAL)  
A. R. CUSTARD

 (SEAL)  
WENDY CUSTARD

 (SEAL)  
CYNTHIA ARMSTRONG

 (SEAL)  
NORMA L. CUSTARD



OFFICE OF  
COMMISSIONER OF INSURANCE

WARREN D. EVANS  
COMMISSIONER OF INSURANCE  
SAFETY FIRE COMMISSIONER  
INDUSTRIAL LOAN COMMISSIONER  
COMPTROLLER GENERAL

SEVENTH FLOOR, WEST TOWER  
FLOYD BUILDING  
2 MARTIN LUTHER KING, JR. DRIVE  
ATLANTA, GEORGIA 30334

CERTIFICATE APPROVING  
PROPOSED PETITION FOR CHARTER OF  
COMMERCIAL CASUALTY INSURANCE COMPANY

I, Warren D. Evans, Commissioner of Insurance of the State of Georgia, certify that I have examined the Petition for COMMERCIAL CASUALTY INSURANCE COMPANY, seeking its Charter, which Petition for Charter was filed in the Office of the Secretary of State on March 14, 1988, transmitted to me on March 15, 1988, and received in this Office on March 15, 1988.

Based upon my examination of this Petition, I conclude that this proposed Charter, if granted, will enable COMMERCIAL CASUALTY INSURANCE COMPANY to comply with the applicable insurance laws of the State of Georgia. Said Petition is, therefore, hereby approved.

Given under my Hand and Seal of Office this 4th  
day of April, 1988.

SECRETARY OF STATE

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WARREN D. EVANS  
COMMISSIONER OF INSURANCE  
STATE OF GEORGIA

STATE OF GEORGIA

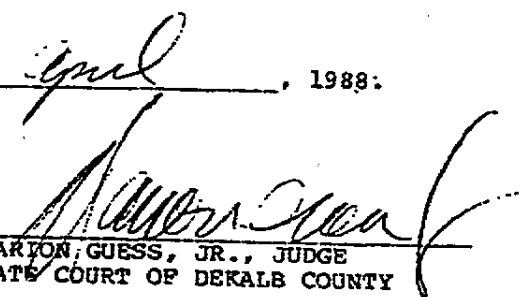
COUNTY OF DEKALB

TO THE SECRETARY OF STATE OF GEORGIA

CERTIFICATE OF PUBLICATION

This is to certify that the Application for Charter of  
COMMERCIAL CASUALTY INSURANCE COMPANY has been published once a  
week for four (4) weeks in the Decatur-DeKalb News Era on March  
24, 1988; March 21, 1988; April 7, 1988; and April 14, 1988, as  
required by law.

DATED, this 14 day of April, 1988.

  
MARTON GUESS, JR., JUDGE  
PROBATE COURT OF DEKALB COUNTY

(SEAL)

SECRETARY OF STATE

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DEPARTMENT OF INSURANCE  
*State of North Carolina*

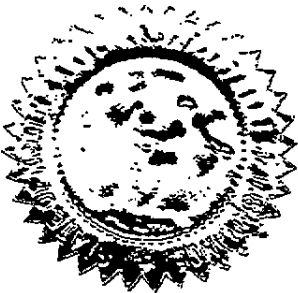
P. O. Box 28387  
RALEIGH, N. C. 27611

JIM LONG  
COMMISSIONER OF INSURANCE

COMPANY SERVICES GROUP  
FINANCIAL EVALUATION DIVISION  
(919) 733-5633  
FAX: (919) 715-7230

I, James E. Long, Commissioner of Insurance in and for the State of North Carolina, do hereby certify that I have examined the attached Articles of Redomestication and Amended Articles of Incorporation of Commercial Casualty Insurance Company of Georgia, a Georgia corporation, redomesticating from Georgia to North Carolina and changing the name of the company to Commercial Casualty Insurance Company of North Carolina, and find said Articles of Redomestication and Amended Articles of Incorporation to be in compliance with North Carolina laws, and do hereby approve and certify them to the Honorable Secretary of State of North Carolina for filing.

In testimony whereof, I have hereunto set  
my hand and affixed my official seal at the  
city of Raleigh, this the 20th day of  
December, 2001.



Commissioner of Insurance

By: Kathy H. Sykes  
Kathy H. Sykes  
Administrator  
Corporate Records Unit  
Financial Analysis Section

