

F95000004825

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FILED
14 APR 14 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FL 32399

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: St. Paul Medical Liability Insurance Company
Name of Corporation

DOCUMENT NUMBER: F95000004825

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kristi Gilbertson

Name of Contact Person

Travelers

Firm/Company

385 Washington Street, Mail Code NB16L

Address

St. Paul, MN 55102

City/State and Zip Code

klgilber@travelers.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kristi Gilbertson

Name of Contact Person

at (**651**) **310-7219**

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
14 APR 14 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FL 32301

(Pursuant to s. 607.1504, F.S.)

F95000004825

St. Paul Medical Liability Insurance Company

2 Minnesota

3. 10/31/1995

5. Travelers Constitution State Insurance Company

Connecticut

Wendy C. Skjerven

Corporate Secretary

(Title of person signing)

FILED
14 APR 14 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 150470, HARTFORD, CT 06115-0470

DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06106

PHONE: 860-509-6003

WEBSITE: www.concord-sols.ct.gov

CERTIFICATE OF AMENDMENT

STOCK CORPORATION

FILING #0004719269 PG 01 OF 06 VOL B-01721

FILED 09/18/2012 01:48 PM PAGE 01205

SECRETARY OF THE STATE

CONNECTICUT SECRETARY OF THE STATE

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATT

FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS):

NAME: Kenda C. Davis
ADDRESS: The Travelers Companies, Inc.
One Tower Square, Corp. Legal, MS08A
CITY: Hartford
STATE: CT ZIP: 06183

FILING FEE: \$100

MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"

1. NAME OF CORPORATION:

St. Paul Medical Liability Insurance Company

2. THE CERTIFICATE OF INCORPORATION IS (CHECK A, B OR C):

☐ A. AMENDED

☐ B. RESTATED

☒ C. AMENDED AND RESTATED

THE RESTATED CERTIFICATE CONSOLIDATES ALL AMENDMENTS INTO A SINGLE DOCUMENT.

3. TEXT OF EACH AMENDMENT / RESTATEMENT:

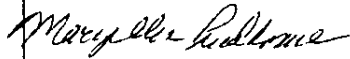
The Corporation's Amended and Restated Certificate of Incorporation changing the Corporation's name to Travelers Constitution State Insurance Company is attached hereto.

4. VOTE INFORMATION (CHECK A, B OR C):

- ☐ A. THE AMENDMENT WAS APPROVED BY SHAREHOLDERS IN THE MANNER REQUIRED BY SECTIONS 33-600 TO 33-998 OF THE CONNECTICUT GENERAL STATUTES, AND BY THE CERTIFICATE OF INCORPORATION.
- ☐ B. THE AMENDMENT WAS APPROVED BY THE INCORPORATORS.
NO SHAREHOLDER APPROVAL WAS REQUIRED.
- ☒ C. THE AMENDMENT WAS APPROVED BY THE BOARD OF DIRECTORS.
NO SHAREHOLDER APPROVAL WAS REQUIRED.

5. EXECUTION:

DATED THIS 18th DAY OF September, 20 12

NAME OF SIGNATORY (print or type)	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Maryellen Prudhomme	Assistant Corporate Secretary	



STATE OF CONNECTICUT

INSURANCE DEPARTMENT

FILING #0004719269 PG 03 OF 06 VOL B-01721
FILED 09/18/2012 01:48 PM PAGE 01207
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

This is to Certify, that the attached Amended and Restated Certificate of Incorporation dated August 16, 2012 of the St. Paul Medical Liability Insurance Company regarding their name change effective December 1, 2012 to Travelers Constitution State Insurance Company has been filed with the Insurance Department.

Witness my hand and official seal, at
Hartford, this 17th day of August, 2012.

Thomas B. Leonardi
Insurance Commissioner

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
TRAVELERS CONSTITUTION STATE INSURANCE COMPANY

EFFECTIVE AS OF DECEMBER 1, 2012**

Section 1. The name of the corporation is Travelers Constitution State Insurance Company.

The corporation is a continuation of the existence of St. Paul Medical Liability Insurance Company, through its adoption of Connecticut as its corporate domicile. The corporation's date of incorporation is December 10, 1982, the original date of incorporation of St. Paul Medical Liability Insurance Company.

Section 2. The business purposes and powers of said corporation shall be as follows:

The corporation shall have the purposes and powers to write fire, extended coverage and other allied lines, homeowners multiple perils, commercial multiple peril, earthquakes, growing crops, ocean and inland marine, accident and health, workers' compensation, liability, including automobile liability, automobile physical damage, aircraft, fidelity and surety, glass, burglary and theft, boiler and machinery, residual value insurance, credit, and any and all forms of property and casualty insurance which any other corporation now or hereafter incorporated in Connecticut and empowered to do insurance businesses may now or hereafter lawfully do; to accept or cede reinsurance; to issue policies and contracts for any kind or combinations of kinds of insurance; to acquire and hold any or all of the shares or other securities of any corporation or other entities; and to engage in any lawful act or activity for which corporations may be formed under the laws of Connecticut. The corporation is authorized to exercise the powers herein granted in any state, territory or jurisdiction of the United States or in any foreign country.

Section 3. The total number of shares which the corporation has authority to issue is one million (1,000,000) shares of common stock, with a par value of \$3.50 dollars (\$3.50) per share. All shares of common stock have unlimited voting rights and together are entitled to receive the net assets of the corporation upon dissolution.

Section 4. The principal place of business of the corporation in the State of Connecticut shall be One Tower Square, Hartford, Connecticut, 06183. The corporation may establish and maintain an office within or without the State of Connecticut or offices in such other places as the board of directors may from time to time find necessary or desirable.

Section 5. The personal liability to the corporation or its shareholders of a person who is or was a director of the corporation for monetary damages for breach of duty as a director shall be limited to the amount of the compensation received by the director for serving the corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the director, (b) enable the director or an associate, as defined in Section 33-840 of the Connecticut Business Corporation Act (the "CBCA") as in effect on the effective date hereof or as it may be amended from time to time, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the director to the

corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the corporation, (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation, or (e) create liability under Section 33-757 of the CBCA as in effect on the effective date hereof or as it may be amended from time to time. The personal liability of a person who is or was a director to the corporation or its shareholders for breach of duty as a director shall further be limited to the full extent allowed by the CBCA as it may be amended from time to time. Any lawful repeal or modification of this Section or the adoption of any provision inconsistent herewith by the board of directors and the shareholders of the corporation shall not, with respect to a person who is or was a director, adversely affect any limitation of liability, right or protection existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.

Section 6.

- (1) The corporation shall indemnify its directors for liability, as defined in Section 33-770(5) of the CBCA, to any person for any action taken, or any failure to take any action, as a director, except liability that: (a) involved a knowing and culpable violation of law by the director; (b) enabled the director or an associate (as defined in Section 33-840 of the CBCA) to receive an improper personal gain; (c) showed a lack of good faith and conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that the director's conduct or omission created an unjustifiable risk of serious injury to the corporation; (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation; or (e) created liability under Section 33-757 of the CBCA. Notwithstanding anything in the preceding sentence to the contrary, the corporation shall be required to indemnify a director in connection with a proceeding commenced by such director only if (i) the commencement of such proceeding by the director was authorized by the board of directors of the corporation or (ii) such proceeding was brought to establish or enforce a right of indemnification under this Section or the by-laws of the corporation. This Section shall not affect the indemnification or advance of expenses to a director for any liability stemming from acts or omissions occurring prior to the effective date of this Section. Any lawful repeal or modification of this Section or the adoption of any provision inconsistent herewith by the board of directors and the shareholders of the corporation shall not, with respect to a person who is or was a director, adversely affect the indemnification or advance of expenses to such person for any liability stemming from acts or omissions occurring prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.
- (2) The corporation shall not be obligated by Section 33-776(d) of the CBCA to indemnify, or advance expenses, to any current or former employee or agent of the corporation who is not a director. However, the corporation may, at the discretion of the board of directors, indemnify, or advance expenses to, any current or former employee or agent of the corporation, who is not a director, to the fullest extent permitted by law.

CERTIFICATION

The undersigned, Maryellen Prudhomme, Assistant Corporate Secretary of Travelers Constitution State Insurance Company (the "Company"), does hereby certify that the foregoing Amended and Restated Certificate of Incorporation is a true and correct copy duly adopted in conformance with statutory requirements effective December 1, 2012 and in full force and effect as of December 1, 2012.

Travelers Constitution State Insurance Company

Maryellen Prudhomme
Assistant Corporate Secretary

Hartford, Connecticut
Dated: August 16, 2012

NOTED FOR FILING
FILED
SEP 18 2012
HARTFORD, CT
CLERK OF THE COURT



SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 150470, HARTFORD, CT 06115-0470

DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06106

PHONE: 860-509-6003

WEBSITE: www.concord.sos.ct.gov

CERTIFICATE OF REDOMESTICATION

INSURANCE COMPANY REDOMESTICATION TO CONNECTICUT

Certificate of Authorization from Insurance Commissioner and
this certificate.

FILING #0004286231 PG 01 OF 46 VOL B-01473
FILED 12/03/2010 08:37 AM PAGE 00763
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 6

FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS):		FILING FEE: \$100 PLUS FRANCHISE TAX
NAME:	Cheryle A. Damato	MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"
ADDRESS:	The Travelers Companies, Inc. One Tower Square, Corp. Law 8MS	
CITY:	Hartford	
STATE:	CT ZIP: 06109	
1. NAME OF INSURANCE COMPANY: St. Paul Medical Liability Insurance Company		
2. CHARTER HISTORY OF CORPORATION (INCLUDING DATE AND PLACE OF INCORPORATION, NAME CHANGE INFORMATION AND INFORMATION REGARDING CHANGE OF DOMICILE STATE): St. Paul Medical Liability Insurance Company was incorporated in Minnesota on December 10, 1982. The company changed its name from Ramsey Insurance Company to St. Paul Medical Liability Insurance Company on April 21, 1995.		
3. APPROVALS: THE CORPORATION'S REDOMESTICATION TO CONNECTICUT WAS APPROVED BY THE INSURANCE COMMISSIONER OF THE STATE OF Minnesota (STATE FROM WHICH CORPORATION IS REDOMESTICATING) THE CORPORATION'S REDOMESTICATION WAS APPROVED BY THE INSURANCE COMMISSIONER OF THE STATE OF CONNECTICUT AS DEMONSTRATED BY SUCH COMMISSIONER'S CERTIFICATE OF APPROVAL INCLUDED HERewith.		
4. VOTE INFORMATION (CHECK AND COMPLETE A OR B) <input checked="" type="checkbox"/> (A) THE INSURANCE COMPANY HAS AUTHORITY TO ISSUE CAPITAL STOCK. THE RESOLUTION OF REDOMESTICATION WAS ADOPTED BY ITS BOARD OF DIRECTORS AND APPROVED BY ITS SHAREHOLDERS AS FOLLOWS (PROVIDE AT MINIMUM THE TOTAL NUMBER OF SHAREHOLDER VOTES CAST IN FAVOR OF THE RESOLUTION AND THE TOTAL NUMBER OF VOTES CAST AGAINST THE RESOLUTION OR IF NO SHAREHOLDER APPROVAL WAS REQUIRED, PROVIDE A STATEMENT TO THAT EFFECT): The total number of shareholder votes cast in favor of the resolution was 1,000,000. No votes were cast against it. <input type="checkbox"/> (B) THE CORPORATION IS A MUTUAL INSURANCE COMPANY. THE RESOLUTION OF REDOMESTICATION WAS ADOPTED BY ITS BOARD OF DIRECTORS AND APPROVED BY ITS MEMBERS AS FOLLOWS (PROVIDE AT MINIMUM THE TOTAL NUMBER OF MEMBER VOTES CAST IN FAVOR OF THE RESOLUTION AND THE TOTAL NUMBER OF VOTES CAST AGAINST THE RESOLUTION OR IF NO MEMBERSHIP APPROVAL WAS REQUIRED, PROVIDE A STATEMENT TO THAT EFFECT):		

5. CERTIFICATE OF INCORPORATION:

THE CORPORATION'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION IS ATTACHED HERETO.

6. EXECUTION:

DATED THIS 3rd DAY OF December, 20 10

NAME OF SIGNATORY (print/type)	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Maryellen Prudhomme	Assistant Corporate Secretary	<i>Maryellen Prudhomme</i>

FILING #0004286231 PG 02 OF 46 VOL B-01473
FILED 12/03/2010 08:37 AM PAGE 00764
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE



State of Connecticut

Insurance Department

This is to Certify, that

- the redomestication of St. Paul Medical Liability Insurance Company, a Minnesota insurance company, pursuant to Section 38a-58a Connecticut General Statutes, is approved,
- the attached Certificate of Redomestication and Amended and Restated Certificate of Incorporation effecting its change of domicile is approved, and
- the effective date of the redomestication is December 15, 2010.

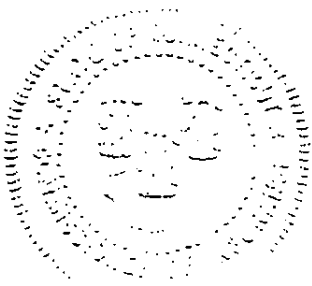
FILING #0004286231 PG 03 OF 46 VOL B-01473
FILED 12/03/2010 08:37 AM PAGE 00765
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

Witness my hand and official seal, at HARTFORD,

this 25th day of October, 2010

A handwritten signature in black ink, appearing to read "R. J. Galt", written over a circular official seal of the Insurance Commissioner of the State of Connecticut.

Insurance Commissioner



**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ST. PAUL MEDICAL LIABILITY INSURANCE COMPANY**

Section 1. The name of the corporation is St. Paul Medical Liability Insurance Company.

The corporation is a continuation of the existence of St. Paul Medical Liability Insurance Company, through its adoption of Connecticut as its corporate domicile. The corporation's date of incorporation is December 10, 1982, the original date of incorporation of St. Paul Medical Liability Insurance Company.

Section 2. The business purposes and powers of said corporation shall be as follows:

The corporation shall have the purposes and powers to write fire, extended coverage and other allied lines, homeowners multiple perils, commercial multiple peril, earthquakes, growing crops, ocean and inland marine, accident and health, workers' compensation, liability, including automobile liability, automobile physical damage, aircraft, fidelity and surety, glass, burglary and theft, boiler and machinery, residual value insurance, credit, and any and all forms of property and casualty insurance which any other corporation now or hereafter incorporated in Connecticut and empowered to do insurance businesses may now or hereafter lawfully do; to accept or cede reinsurance; to issue policies and contracts for any kind or combinations of kinds of insurance; to acquire and hold any or all of the shares or other securities of any corporation or other entities; and to engage in any lawful act or activity for which corporations may be formed under the laws of Connecticut. The corporation is authorized to exercise the powers herein granted in any state, territory or jurisdiction of the United States or in any foreign country.

Section 3. The total number of shares which the corporation has authority to issue is one million (1,000,000) shares of common stock, with a par value of \$3.50 dollars (\$3.50) per share. All shares of common stock have unlimited voting rights and together are entitled to receive the net assets of the corporation upon dissolution.

Section 4. The principal place of business of the corporation in the State of Connecticut shall be One Tower Square, Hartford, Connecticut, 06183. The corporation may establish and maintain an office within or without the State of Connecticut or offices in such other places as the board of directors may from time to time find necessary or desirable.

Section 5. The personal liability to the corporation or its shareholders of a person who is or was a director of the corporation for monetary damages for breach of duty as a director shall be limited to the amount of the compensation received by the director for serving the corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the director, (b) enable the director or an associate, as defined in Section 33-840 of the Connecticut Business Corporation Act (the "CBCA") as in effect on the effective date hereof or as it may be amended from time to time, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the corporation, (d) constitute a sustained and

unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation, or (e) create liability under Section 33-757 of the CBCA as in effect on the effective date hereof or as it may be amended from time to time. The personal liability of a person who is or was a director to the corporation or its shareholders for breach of duty as a director shall further be limited to the full extent allowed by the CBCA as it may be amended from time to time. Any lawful repeal or modification of this Section or the adoption of any provision inconsistent herewith by the board of directors and the shareholders of the corporation shall not, with respect to a person who is or was a director, adversely affect any limitation of liability, right or protection existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.

Section 6.

- (1) The corporation shall indemnify its directors for liability, as defined in Section 33-770(5) of the CBCA, to any person for any action taken, or any failure to take any action, as a director, except liability that: (a) involved a knowing and culpable violation of law by the director; (b) enabled the director or an associate (as defined in Section 33-840 of the CBCA) to receive an improper personal gain; (c) showed a lack of good faith and conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that the director's conduct or omission created an unjustifiable risk of serious injury to the corporation; (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation; or (e) created liability under Section 33-757 of the CBCA. Notwithstanding anything in the preceding sentence to the contrary, the corporation shall be required to indemnify a director in connection with a proceeding commenced by such director only if (i) the commencement of such proceeding by the director was authorized by the board of directors of the corporation or (ii) such proceeding was brought to establish or enforce a right of indemnification under this Section or the by-laws of the corporation. This Section shall not affect the indemnification or advance of expenses to a director for any liability stemming from acts or omissions occurring prior to the effective date of this Section. Any lawful repeal or modification of this Section or the adoption of any provision inconsistent herewith by the board of directors and the shareholders of the corporation shall not, with respect to a person who is or was a director, adversely affect the indemnification or advance of expenses to such person for any liability stemming from acts or omissions occurring prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.
- (2) The corporation shall not be obligated by Section 33-776(d) of the CBCA to indemnify, or advance expenses, to any current or former employee or agent of the corporation who is not a director. However, the corporation may, at the discretion of the board of directors, indemnify, or advance expenses to, any current or former employee or agent of the corporation, who is not a director, to the fullest extent permitted by law.

CERTIFICATION

The undersigned, Maryellen Prudhomme, Assistant Corporate Secretary of St. Paul Medical Liability Insurance Company (the "Company"), does hereby certify that the foregoing Amended and Restated Certificate of Incorporation is a true and correct copy duly adopted by the Board of Directors of the Company effective October 22, 2010, and is in full force and effect as of the date of this certification.


Assistant Corporate Secretary

Hartford, Connecticut
Dated: December 3, 2010

728-AA

ORIGINAL
N-58

ARTICLES OF INCORPORATION

OF

RAMSEY INSURANCE COMPANY

We, the undersigned incorporators, Pamela J. Baker, James E. Crist and Juanita B. Luis, certify that we are all Minnesota residents whose addresses are set forth below and that we intend to form a Minnesota insurance company known as Ramsey Insurance Company which shall have the following Articles of Incorporation:

ARTICLE I.

The name of this Company is Ramsey Insurance Company.

ARTICLE II.

The nature of the business, and the objects and purposes to be transacted, provided, and carried on by the Company are those of an insurance company. To this end, it shall have the powers:

- (1) To insure against loss or damage to property on fire and against loss of rents and rental values, lessees of buildings, use and occupancy and direct or consequential loss or damage caused by fire, smoke or smudge, water or other fluid or substance, lightning, windstorms, tornado, cyclone, earthquake, collapse and slippage, rain, hail, frost, snow, freeze, change of temperature, weather or climatic conditions, excess or deficiency of moisture, floods, the rising of waters, oceans, lakes, rivers or their tributaries, bombardment, invasion, insurrection, riot, civil war or commotion, military or usurped power, electrical power interruption or electrical breakdown from any cause, railroad equipment, motor vehicles or aircraft, accidental injury to sprinklers, pumps, conduits or containers or other apparatus erected for extinguishing fires, explosion, whether fire ensues or not, except explosions on risks excluded in clause (3); provided, however, that there may be insured hereunder the following: (a) explosion of any kind originating outside the insured building or outside of the building containing the property insured, (b) explosion of pressure vessels which do not contain steam or which are not operated with steam coils or steam jackets; and (c) risks under some owners multiple peril policies;
- (2) (a) To insure vessels, freight, goods, wares, merchandise, specie, bullion, jewels, profits, commissions, bank

N-58, 111

-2-

notes, bills of exchange, and other evidences of debt, bottomry and respondentia interest, and every insurance appertaining to or connected with risks of transportation and navigation on and under water, on land or in the air;

- (b) To insure all personal property floater risks;
- (3) To insure against any loss from either direct or indirect damage to any property or interest of the assured or of another, resulting from the explosion of or injury to (a) any boiler, heater or other fired pressure vessel; (b) any unfired pressure vessel; (c) pipes or containers connected with any of said boilers or vessels; (d) any engine, turbine, compressor, pump or wheel; (e) any apparatus generating, transmitting or using electricity; (f) any other machinery or apparatus connected with or operated by any of the previously named boilers, vessels or machines; and including the incidental power to make inspections of and to issue certificates of inspection upon, any such boilers, apparatus, and machinery, whether insured or otherwise;
- (4) (a) To insure against loss or damage by the sickness, bodily injury or death by accident of the assured or his dependents;
- (b) To insure against the legal liability, whether imposed by common law or by statute or assumed by contract, of any employer for the death or disablement of, or injury to, his or its employee;
- (5) To guarantee the fidelity of persons in fiduciary positions, public or private, or to act as surety on official and other bonds, and for the performance of official or other obligations;
- (6) To insure owners and others interested in real estate against loss or damage, by reason of defective titles, encumbrances, or otherwise;
- (7) To insure against loss or damage by breakage of glass, located or in transit;
- (8) (a) To insure against loss by burglary, theft, or forgery;
- (b) To insure against loss of or damage to moneys, coins, bullion, securities, notes, drafts, acceptance or any other valuable paper or document, resulting from any cause, except while in the custody or possession of and being transported by any carrier for hire or in the mail;

N-58, 11.

-3-

- (c) To insure individuals by means of an all risk type of policy commonly known as the "Personal Property Floater" against any kind and all kinds of loss of or damage to, or loss of use of, any personal property other than merchandise;
- (d) To insure against loss or damage by water or other fluid or substance;
- (9) To insure against loss from death of domestic animals and to furnish veterinary service;
- (10) To guarantee merchants and those engaged in business, and giving credit, from loss by reason of giving credit to those dealing with him; this shall be known as credit insurance;
- (11) To insure against loss or damage to automobiles or other vehicles or aircraft and their contents, by collision, fire, burglar, or theft, and other perils of operation, and against liability for damage to persons, or property of others, by collision with such vehicles or aircraft, and to insure against any loss or hazard incident to the ownership, operation, or use of motor or other vehicles or aircraft;
- (12) To insure against liability for loss or damage to the property or person of another caused by the insured or by those for whom the insured is responsible, including insurance of medical, hospital, surgical, funeral or other related expense of the insured or other person injured, irrespective of legal liability of the insured, when issued with or supplemental to policies of liability insurance;
- (13) To insure against loss of or damage to any property of the insured, resulting from the ownership, maintenance or use of elevators, except loss or damage by fire;
- (14) To insure against attorneys fees, court costs, witness fees and incidental expenses incurred in connection with the use of the professional services of attorneys at law;
- (15) To make or effect reinsurance of any risks;
- (16) In addition to all powers, it shall have power to transact in any state or territory of the United States, in the Dominion of Canada, and in any foreign country, any kinds or classes of insurance business which companies of its kind are now or may hereafter be permitted by law to transact, whether or not such kinds or classes of insurance are specifically enumerated in this charter or existing amendments thereto.

N-58, III.

-4-

- (17) Any policy issued by the Company may cover any one or more of the risks it is authorized to insure.
- (18) The powers herein conferred upon the Company are in furtherance and not in limitation of the powers conferred by the Statutes of the State of Minnesota as from time to time in force and effect, and the Company shall have, in addition to such authorized statutory powers as are in this Charter recited, all other powers and privileges conferred by the Statutes of the State of Minnesota now existing or hereinafter enacted.
- (19) The Company shall have the power and authority to acquire, own, and hold stock in any other insurance company, whether previously existing or in the process of being organized, and whether or not engaged in the type of insurance heretofore specified, including, but not thereby limiting, stock in companies engaged in writing life insurance, including annuity and endowment policies.
- (20) In addition to such other and different policies as it is authorized to issue, the Company may write insurance upon a participating plan or issue policies providing for or permitting participation by its insured in the profits of the business of the Company in such manner and to such extent and upon such conditions as the Board of Directors of the Company shall from time to time determine.

ARTICLE III.

The principal place of transacting the business of this Company shall be at 445 Minnesota Street, Suite 900, St. Paul, Minnesota 55101.

ARTICLE IV.

The duration of this Company shall be perpetual.

ARTICLE V.

The government of the Company and the management of its affairs shall be vested in a Board of Directors of not less than three (3) nor more than eighteen (18) members, all of whom shall be shareholders and shall be elected annually by the shareholders at their annual meeting, which meeting shall be held on the Friday before the first Tuesday of May of each year at such place within or without the State of Minnesota, as may be designated by the Board of Directors.

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N-58, 117

The initial Board of Directors, who shall hold office until their respective successors are elected and qualified, shall consist of:

Landon Alexander	385 Washington Street
J. K. Sachman	385 Washington Street
J. H. Crowther	385 Washington Street
J. R. Diehl	385 Washington Street
J. P. Duffy	385 Washington Street
R. J. Haugh	385 Washington Street
T. F. McCann	385 Washington Street
T. W. McKeown	385 Washington Street
J. J. Mock	385 Washington Street
Lloyd O. Shervheim	385 Washington Street
T. H. Swain	385 Washington Street
R. W. Tongen	385 Washington Street
J. P. White	385 Washington Street
R. L. Willox	385 Washington Street
	St. Paul, Minnesota 55102

ARTICLE VI.

The authorized amount of capital stock of this Company shall be One Million Dollars (\$1,000,000) divided into One Million (1,000,000) shares of common stock of the par value of One Dollar (\$1.00) per share.

Each share of stock shall entitle the holder to one vote, and shareholders shall not be entitled to cumulate their votes for the election of the directors. The Board of Directors of the Company shall have the power to cause to be issued from time to time any or all of the authorized but unissued shares of the stock of the Company at such prices and for such consideration as they in their unrestricted discretion deem wise and advisable. Shareholders shall not have any preemptive right to subscribe for any shares of such unissued stock.

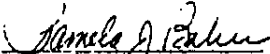
N-58, 118

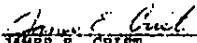
-6-

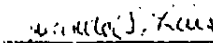
ARTICLE VII.

The highest amount of indebtedness or liability to which the Company shall at any time be subject, including bank loans and similar borrowing but exclusive of liability under insurance policies and other obligations routinely incurred in the ordinary course of the Company's business, shall be One Million Dollars (\$1,000,000).

IN WITNESS WHEREOF, we have subscribed our names this 10th
day of December, 1986.


PAMELA J. BAKER
1226 E. Halsam Trail
Engen, Minnesota 55123


JAMES E. CRIST
227 Jansa Drive
Shoreview, Minnesota 55112


JUANITA B. LUTZ
175 E. Co. Rd. B-2
St. Paul, Minnesota 55117

In Presence of:


Calvin F. Branton, Jr.


Kathleen A. Sjojin

N-58, 119

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INDIVIDUAL ACKNOWLEDGMENT
STATE OF MINNESOTA, County of Ramsey,

ss.

On this, the 10th day of December, 1982, before me, the undersigned notary public, personally appeared Juanita B. Luis, Pamela J. Baker, and James E. Crist, known to me to be the person whose names are subscribed to the within instrument and acknowledged to me that the same was executed for the purpose therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Irma Kamperschroer
IRMA KAMPERSCHROER

Notary Public, Ramsey County, Minnesota
My Commission Expires November 16, 1987

The attached Articles of Incorporation are hereby approved this
10th day of December, 1982.

Thomas W. O'Malley
Thomas W. O'Malley
Temporary Commissioner of Insurance

Jnk

N-58, 1211

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within
document was filed for record in the
office on the 10 day of Dec
A. D. 1912 at 10:10 o'clock A.M.
and was duly recorded in Book N-58
of Incorporations, on page 413
James Anderson Krause
Secretary of State

ORIGINAL

V. 58, 555

122 HA

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
RAMSEY INSURANCE COMPANY

We, the undersigned, James F. Duffy and Juanita B. Luis respectively, the President and Corporate Secretary of Ramsey Insurance Company, a Minnesota insurance corporation, do hereby certify that on the 21st day of January, 1983, a resolution as hereinafter set forth was adopted at a Special Meeting of the Shareholders:

RESOLVED, that the first sentence of the first paragraph of Article VI of the Articles of Incorporation of the company, be and it hereby is amended to read as follows:

"The authorized amount of capital stock of this Company shall be Two Million Three Hundred Fifty Thousand Dollars (\$2,350,000) divided into One Million shares of common stock of the par value of Two Dollars and Thirty-Five Cents per share."

IN WITNESS WHEREOF, we have subscribed our names and caused the corporate seal of said corporation to be affixed this 21st day of January, 1983.

In presence of

RAMSEY INSURANCE COMPANY

Christina M. Meyer

By

James F. Duffy
President

James F. Duffy

and

Juanita B. Luis
Corporate Secretary

550338

V-58, 556

STATE OF MINNESOTA)
COUNTY OF RAMSEY) ss.

James F. Duffy and Juanita S. Luis being first duly sworn on oath depose and say: that they are respectively the President and Corporate Secretary of Ramsey Insurance Company, the corporation named in the foregoing certificate; that said certificate contains a true statement of the action of the shareholders of said corporation, duly held aforesaid; that the seal attached is the corporate seal of said corporation; that said certificate is executed on behalf of said corporation, by its express authority; and they further acknowledge the same to be the free act and deed of said corporation.

James F. Duffy
Juanita S. Luis

Subscribed and sworn to before this this 24 day of January, 1983.



Irma Kamperschroer
Notary Public

The foregoing amendment to the Articles of Incorporation of Ramsey Insurance Company is hereby approved this 24 day of January, 1983.

Reynaud Harp
Reynaud Harp
Commissioner of Insurance

James F. Duffy
Juanita S. Luis
and was duly recorded on V-58
Incorporation on SSS
ATX

ORIGINAL

IS9 930

728-AA

CERTIFICATE OF RESTATED
ARTICLES OF INCORPORATION
OF
RAMSEY INSURANCE COMPANY

This certifies that on the 12th day of April, 1983, a resolution as hereinafter set forth was adopted at a Special Meeting of the Shareholders:

RESOLVED, that the first paragraph of Article V of the Articles of Incorporation of the company, be and it hereby is amended to read as follows:

"The government of the Company and the management of its affairs shall be vested in a Board of Directors of not less than three (3) nor more than eighteen (18) members, all of whom shall be shareholders and shall be elected annually by the shareholders at their annual meeting, which shall be held on the Thursday before the first Tuesday of May of each year at such place within or without the State of Minnesota, as may be designated by the Board of Directors."

RESOLVED FURTHER, that the existing Articles of Incorporation and all amendments thereto, be and the same is hereby amended in its entirety, and the attached Restated Articles of Incorporation be and they hereby are adopted to supercede and take the place thereof; and

RESOLVED FURTHER, that the President or Vice President and Secretary of this Company be and they hereby are authorized and directed to make, execute and acknowledge a certificate under the corporate seal of this corporation embracing the foregoing resolution and to cause such certificate to be filed for record in the manner required by law.

005569

I-59, 931

REBATED ARTICLES OF INCORPORATION

OF

RAMSEY INSURANCE COMPANY

ARTICLE I.

The name of this Company is Ramsey Insurance Company.

ARTICLE II.

The nature of the business, and the objects and purposes to be transacted, provided, and carried on by the Company are those of an insurance company. To this end, it shall have the power:

- (1) To insure against loss or damage to property on land and against loss of rents and rental values, leaseholds of buildings, use and occupancy and direct or consequential loss or damage caused by fire, smoke or smudge, water or other fluid or substance, lightning, windstorm, tornado, cyclone, earthquake, collapse and slippage, rain, hail, frost, snow, freeze, change of temperature, weather or climatic conditions, excess or deficiency of moisture, floods, the rising of waters, oceans, lakes, rivers or their tributaries, bombardment, invasion, insurrection, riot, civil war or commotion, military or usurped power, electrical power interruption or electrical breakdown from any cause, railroad equipment, motor vehicles or aircraft, accidental injury to sprinklers, pumps, conduits or containers or other apparatus erected for extinguishing fires, explosion, whether fire ensues or not, except explosions on risks specified in clause (3); provided, however, that there may be insured hereunder the following: (a) explosion of any kind originating outside the insured building or outside of the building containing the property insured, (b) explosion of pressure vessels which do not contain steam or which are not operated with steam coils or steam jackets; and (c) risks under home owners multiple peril policies;
- (2) (a) To insure vessels, freight, goods, wares, merchandise, specie, bullion, jewels, profits, commissions, bank notes, bills of exchange, and other evidences of debt, bottomry and respondentia interest, and every insurance appertaining to or connected with risks of transportation and navigation on and under water, on land or in the air;

I-59,932

-2-

- (b) To insure all personal property floater risks;
- (3) To insure against any loss from either direct or indirect damage to any property or interest of the assured or of another, resulting from the explosion of or injury to (a) any boiler, heater or other fired pressure vessel; (b) any unfired pressure vessel; (c) pipes or containers connected with any of said boilers or vessels; (d) any engine, turbine, compressor, pump or wheel; (e) any apparatus generating, transmitting or using electricity; (f) any other machinery or apparatus connected with or operated by any of the previously named boilers, vessels or machines; and including the incidental power to make inspections of and to issue certificates of inspection upon, any such boilers, apparatus, and machinery, whether insured or otherwise;
- (4) (a) To insure against loss or damage by the sickness, bodily injury or death by accident of the assured or his dependents;
- (b) To insure against the legal liability, whether imposed by common law or by statute or assumed by contract, of any employer for the death or disablement of, or injury to, his or its employee;
- (5) To guarantee the fidelity of persons in fiduciary positions, public or private, or to act as surety on official and other bonds, and for the performance of official or other obligations;
- (6) To insure owners and others interested in real estate against loss or damage, by reason of defective titles, unoumbances, or otherwise;
- (7) To insure against loss or damage by breakage of glass, located or in transit;
- (8) (a) To insure against loss by burglary, theft, or forgery;
- (b) To insure against loss of or damage to moneys, coins, bullion, securities, notes, drafts, acceptance or any other valuable paper or document, resulting from any cause, except while in the custody or possession of and being transported by any carrier for hire or in the mail;
- (c) To insure individuals by means of an all risk type of policy commonly known as the "Personal Property Floater" against any kind and all kinds of loss of or damage to, or loss of use of, any personal property other than merchandise;

I-59,933

-3-

- (d) To insure against loss or damage by water or other fluid or substance;
- (9) To insure against loss from death of domestic animals and to furnish veterinary service;
- (10) To guarantee merchants and those engaged in business, and giving credit, from loss by reason of giving credit to those dealing with him; this shall be known as credit insurance;
- (11) To insure against loss or damage to automobiles or other vehicles or aircraft and their contents, by collision, fire, burglary, or theft, and other perils of operation, and against liability for damage to persons, or property of others, by collision with such vehicles or aircraft, and to insure against any loss or hazard incident to the ownership, operation, or use of motor or other vehicles or aircraft;
- (12) To insure against liability for loss or damage to the property or person of another caused by the insured or by those for whom the insured is responsible, including insurance of medical, hospital, surgical, funeral or other related expense of the insured or other person injured, irrespective of legal liability of the insured, when issued with or supplemental to policies of liability insurance;
- (13) To insure against loss of or damage to any property of the insured, resulting from the ownership, maintenance or use of elevators, except loss or damage by fire;
- (14) To insure against attorneys fees, court costs, witness fees and incidental expenses incurred in connection with the use of the professional services of attorneys at law;
- (15) To make or effect reinsurance of any risks;
- (16) In addition to all powers, it shall have power to transact in any state or territory of the United States, in the Dominion of Canada, and in any foreign country, any kinds or classes of insurance business which companies of its kind are now or may hereafter be permitted by law to transact, whether or not such kinds or classes of insurance are specifically enumerated in this charter or existing amendments thereto.
- (17) Any policy issued by the Company may cover any one or more of the risks it is authorized to insure.
- (18) The powers herein conferred upon the Company are in furtherance and not in limitation of the powers conferred

IES9, 934

-4-

by the Statutes of the State of Minnesota as from time to time in force and effect, and the Company shall have, in addition to such authorized statutory powers as are in this Charter recited, all other powers and privileges conferred by the Statutes of the State of Minnesota now existing or hereinafter enacted.

- (19) The Company shall have the power and authority to acquire, own, and hold stock in any other insurance company, whether previously existing or in the process of being organized, and whether or not engaged in the type of insurance heretofore specified, including, but not thereby limiting, stock in companies engaged in writing life insurance, including annuity and endowment policies.
- (20) In addition to such other and different policies as it is authorized to issue, the Company may write insurance upon a participating plan or issue policies providing for or permitting participation by its insured in the profits of the business of the Company in such manner and to such extent and upon such conditions as the Board of Directors of the Company shall from time to time determine.

ARTICLE III.

The principal place of transacting the business of this Company shall be at 445 Minnesota Street, Suite 900, St. Paul, Minnesota 55101.

ARTICLE IV.

The duration of this Company shall be perpetual.

ARTICLE V.

The government of the Company and the management of its affairs shall be vested in a Board of Directors of not less than three (3) nor more than eighteen (18) members, all of whom shall be shareholders and shall be elected annually by the shareholders at their annual meeting, which meeting shall be held on the Thursday before the first Tuesday of May of each year at such place within or without the State of Minnesota, as may be designated by the Board of Directors.

The initial Board of Directors, who shall hold office until their respective successors are elected and qualified, shall consist of:

I-59,935

-5-

Landon Alexander	385 Washington Street
J. E. Bachman	385 Washington Street
J. H. Crowther	385 Washington Street
J. R. Diehl	385 Washington Street
J. P. Duffy	385 Washington Street
R. J. Haugh	385 Washington Street
T. F. McCann	385 Washington Street
T. W. McKeown	385 Washington Street
J. J. Mook	385 Washington Street
Lloyd O. Shervheim	385 Washington Street
T. H. Swain	385 Washington Street
R. W. Tongen	385 Washington Street
J. P. White	385 Washington Street
R. L. Wilcox	385 Washington Street
	St. Paul, Minnesot. 55102

ARTICLE VI.

The authorized amount of capital stock of this Company shall be Two Million Three Hundred Fifty Thousand Dollars (\$2,350,000) divided into One Million (1,000,000) shares of common stock of the par value of Two Dollars and Thirty-Five Cents (\$2.35) per share.

Each share of stock shall entitle the holder to one vote, and shareholders shall not be entitled to cumulate their votes for the election of the directors. The Board of Directors of the Company shall have the power to cause to be issued from time to time any or all of the authorized but unissued shares of the stock of the Company at such prices and for such consideration as they in their unrestricted discretion deem wise and advisable. Shareholders shall not have any preemptive right to subscribe for any shares of such unissued stock.

I-59, 936

-5-

ARTICLE VII.

The highest amount of indebtedness or liability to which the Company shall at any time be subject, including bank loans and similar borrowing but exclusive of liability under insurance policies and other obligations routinely incurred in the ordinary course of the Company's business, shall be One Million Dollars (\$1,000,000).

I-59,937

CERTIFICATION

We, James F. Duffy, President, and Juanita B. Luis, Corporate Secretary of Ramsey Insurance Company do hereby certify that the foregoing resolutions and the new Restated Articles of Incorporation of the Company are a true and correct copy duly adopted in conformity with statutory requirements, and in full force and effect as of the date of this certification.

RAMSEY INSURANCE COMPANY

James F. Duffy
James F. Duffy, President

Juanita B. Luis
Juanita B. Luis, Corporate Secretary

Dated: April 21, 1983
Saint Paul, Minnesota

Subscribed and Sworn to before me
this 21st day of April, 1983

Irma Kamperschroder
Notary Public



The foregoing Restated Articles of Incorporation are hereby
approved this 21st day of April, 1983

Reynold L. Harp
Reynold L. Harp
Commissioner of Insurance

I-59, 938

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within
instrument was filed for record in this
office on the 22 day of April
A. D. 1983 at 11:30 o'clock AM
and was duly recorded in book I-59
of incorporations, on page 938
J. W. Anderson
Secretary of State

"ORIGINAL"

W-60

187

728-AH
CERTIFIED AMENDMENT OF ARTICLES OF INCORPORATION
RAMSEY INSURANCE COMPANY

RESOLVED, that Article II, Section 16 of the Articles of Incorporation of this corporation be amended to read in its entirety as follows:

- (16) In addition to all powers, it shall have power to transact in any state or territory of the United States, in the Dominion of Canada, and in any foreign country, any kinds or classes of insurance business which companies of its kind are now or may hereafter be permitted by law to transact, whether or not such kinds or classes of insurance are specifically enumerated in this charter or existing amendments thereto, except for life insurance.

66-1722

CERTIFICATION

The undersigned, Juanita B. Luis, does hereby certify that she is the duly elected and acting Corporate Secretary of Ramsey Insurance Company, a Minnesota corporation, and that the foregoing is a true, correct and complete copy of resolutions regularly presented to and duly adopted by the Shareholders of said corporation in accordance with the Bylaws of said corporation on the 8th day of December, 1983.

The undersigned does further certify that the foregoing resolution is still in force and effect and has not been modified, revoked or rescinded.

Saint Paul, Minnesota
Dated: December 8, 1983

Juanita B. Luis
Corporate Secretary

W-60,

488

STATE OF MINNESOTA)
COUNTY OF RAMSEY) ss.

James F. Duffy and Juanita B. Luis being first duly sworn on oath depose and say: that they are respectively the President and Corporate Secretary of Ramsey Insurance Company, the corporation named in the foregoing certificate; that said certificate contains a true statement of the action of the shareholders of said corporation, duly held as aforesaid; that the seal attached is the corporate seal of said corporation; that said certificate is executed on behalf of said corporation, by its express authority; and they further acknowledge the same to be the free act and deed of said corporation.

James F. Duffy
Juanita B. Luis

Subscribed and sworn to before me this 8th day of December, 1983.



Irma Kamperschroer
Notary Public

The foregoing amendment to the Articles of Incorporation of Ramsey Insurance Company is hereby approved this 12th day of December, 1983.

Michael A. Hatch
Michael A. Hatch
Commissioner of Commerce

P.M.

W-60, 188

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within
instrument was for record in this
office on the 15 day of July
A. D. 1923 at 4:30 o'clock P.M.
and was duly recorded in Book 4430
of Incorporations, on page 2
John W. ...
Secretary of State

"ORIGINAL"

M-102, 205

728-AA

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
RAMSEY INSURANCE COMPANY

We, the undersigned, James V. Duffy and Juanita B. Luis respectively, the President and Corporate Secretary of Ramsey Insurance Company, a Minnesota insurance corporation, do hereby certify that on the 20th day of July, 1984, a resolution as hereinafter set forth was adopted at a Special Meeting of the Shareholders:

RESOLVED, that the first sentence of the first paragraph of Article VI of the Articles of Incorporation of the company, be and it hereby is amended to read as follows:

"The authorized amount of capital stock of this Company shall be Two Million Five Hundred Thousand Dollars (\$2,500,000) divided into One Million shares of common stock of the par value of Two Dollars and Fifty Cents per share."

IN WITNESS WHEREOF, we have subscribed our names and caused the corporate seal of said corporation to be affixed this 20th day of July, 1984.

In presence of

RAMSEY INSURANCE COMPANY

Jacqueline Stigler
Dora Kamperschoer

By James V. Duffy
President
and Juanita B. Luis
Corporate Secretary



731071

71-42, 206

STATE OF MINNESOTA)
COUNTY OF RAMSEY) ss.

James F. Duffy and Juanita B. Luis, being first duly sworn on oath, depose and say: that they are respectively the President and Corporate Secretary of Ramsey Insurance Company, the corporation named in the foregoing certificate; that said certificate contains a true statement of the action of the shareholders of said corporation, duly held aforesaid; that the seal attached is the corporate seal of said corporation; that said certificate is executed on behalf of said corporation, by its express authority; and they further acknowledge the same to be the free act and deed of said corporation.

James F. Duffy
Juanita B. Luis

Subscribed and sworn to before me this 20th day of July, 1984.



Irma Kamperschroer
Notary Public

The foregoing amendment to the Articles of Incorporation of Ramsey Insurance Company is hereby approved this 2nd day of July, 1984.

Michael Hatch
Michael Hatch
Commissioner of Commerce

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within instrument was filed for record in this office on the 26 day of July, A. D. 1984, at 4:30 o'clock PM, and was duly recorded in Book 71-42 of Incorporations, on page 205.

Joan Anderson Deane
MD
Secretary of State



"ORIGINAL"

728-AA

CERTIFICATE OF RESTATED
ARTICLES OF INCORPORATION
OF
RAMSEY INSURANCE COMPANY

I 64, 200

This certifies that on the 12th day of April, 1985, a resolution as hereinafter set forth was adopted at a Special Meeting of the Shareholders:

RESOLVED, that the first paragraph of Article V of the Articles of Incorporation of the company, be and it hereby is, amended to read as follows:

"The government of the Company and the management of its affairs shall be vested in a Board of Directors of not less than three (3) nor more than eighteen (18) members, all of whom shall be elected annually by the shareholders at their annual meeting, which shall be held during the second calendar quarter of each year at such place within or without the State of Minnesota, as may be designated by the Board of Directors."

RESOLVED FURTHER, that the Articles of Incorporation be restated to show all amendments to date; and

IN WITNESS WHEREOF, we have subscribed our names and caused the corporate seal of said corporation to be affixed this 17th day of April, 1985.

In presence of

RAMSEY INSURANCE COMPANY

Kenn Kemperschoer

By John P. Duffy
Chairman

Dorothy J. Mpsier

and Janita B. Huie
Corporate Secretary

810688

I 64, 201

RESTATED ARTICLES OF INCORPORATION

OF

RAMSEY INSURANCE COMPANY

ARTICLE I.

The name of this Company is Ramsey Insurance Company.

ARTICLE II.

The nature of the business, and the objects and purposes to be transacted, provided, and carried on by the Company are those of an insurance company. To this end, it shall have the power:

- (1) To insure against loss or damage to property on land and against loss of rents and rental values, leaseholds of buildings, use and occupancy and direct or consequential loss or damage caused by fire, smoke or smudge, water or other fluid or substance, lightning, windstorm, tornado, cyclone, earthquake, collapse and slippage, rain, hail, frost, snow, freeze, change of temperature, weather or climatic conditions, excess or deficiency of moisture, floods, the rising of waters, oceans, lakes, rivers or their tributaries, bombardment, invasion, insurrection, riot, civil war or commotion, military or usurped power, electrical power interruption or electrical breakdown from any cause, railroad equipment, motor vehicles or aircraft, accidental injury to sprinklers, pumps, conduits or containers or other apparatus erected for extinguishing fires, explosion, whether fire ensues or not, except explosions on risks specified in clause (3); provided, however, that there may be insured hereunder the following: (a) explosion of any kind originating outside the insured building or outside of the building containing the property insured, (b) explosion of pressure vessels which do not contain steam or which are not operated with steam coils or steam jackets; and (c) risks under home owners multiple peril policies;
- (2) (a) To insure vessels, freight, goods, wares, merchandise, specie, bullion, jewels, profits, commissions, bank notes, bills of exchange, and other evidences of debt, bottomry and respondentia interest, and every insurance appertaining to or connected with risks of transportation and navigation on and under water, on land or in the air;

I-64, 302

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- (b) To insure all personal property floater risks;
- (3) To insure against any loss from either direct or indirect damage to any property or interest of the assured or of another, resulting from the explosion of or injury to (a) any boiler, heater or other fired pressure vessel; (b) any unfired pressure vessel; (c) pipes or containers connected with any of said boilers or vessels; (d) any engine, turbine, compressor, pump or wheel; (e) any apparatus generating, transmitting or using electricity; (f) any other machinery or apparatus connected with or operated by any of the previously named boilers, vessels or machines; and including the incidental power to make inspections of and to issue certificates of inspection upon, any such boilers, apparatus, and machinery, whether insured or otherwise;
- (4) (a) To insure against loss or damage by the sickness, bodily injury or death by accident of the assured or his dependents;
- (b) To insure against the legal liability, whether imposed by common law or by statute or assumed by contract, of any employer for the death or disablement of, or injury to, his or its employee;
- (5) To guarantee the fidelity of persons in fiduciary positions, public or private, or to act as surety on official and other bonds, and for the performance of official or other obligations;
- (6) To insure owners and others interested in real estate against loss or damage, by reason of defective titles, encumbrances, or otherwise;
- (7) To insure against loss or damage by breakage of glass, located or in transit;
- (8) (a) To insure against loss by burglary, theft, or forgery;
- (b) To insure against loss of or damage to moneys, coins, bullion, securities, notes, drafts, acceptance or any other valuable paper or document, resulting from any cause, except while in the custody or possession of and being transported by any carrier for hire or in the mail;
- (c) To insure individuals by means of an all risk type of policy commonly known as the "Personal Property Floater" against any kind and all kinds of loss of or damage to, or loss of use of, any personal property other than merchandise;

I-64 203

-3-

- (d) To insure against loss or damage by water or other fluid or substance;
- (9) To insure against loss from death of domestic animals and to furnish veterinary services;
- (10) To guarantee merchants and those engaged in business, and giving credit, from loss by reason of giving credit to those dealing with him; this shall be known as credit insurance;
- (11) To insure against loss or damage to automobiles or other vehicles or aircraft and their contents, by collision, fire, burglary, or theft, and other perils of operation, and against liability for damage to persons, or property of others, by collision with such vehicles or aircraft, and to insure against any loss or hazard incident to the ownership, operation, or use of motor or other vehicles or aircraft;
- (12) To insure against liability for loss or damage to the property or person of another caused by the insured or by those for whom the insured is responsible, including insurance of medical, hospital, surgical, funeral or other related expense of the insured or other person injured, irrespective of legal liability of the insured, when issued with or supplemental to policies of liability insurance;
- (13) To insure against loss of or damage to any property of the insured, resulting from the ownership, maintenance or use of elevators, except loss or damage by fire;
- (14) To insure against attorneys fees, court costs, witness fees and incidental expenses incurred in connection with the use of the professional services of attorneys at law;
- (15) To make or effect reinsurance of any risks;
- (16) In addition to all powers, it shall have power to transact in any state or territory of the United States, in the Dominion of Canada, and in any foreign country, any kinds or classes of insurance business which companies of its kind are now or may hereafter be permitted by law to transact, whether or not such kinds or classes of insurance are specifically enumerated in this charter or existing amendments thereto, except for life insurance.
- (17) Any policy issued by the Company may cover any one or more of the risks it is authorized to insure.
- (18) The powers herein conferred upon the Company are in furtherance and not in limitation of the powers conferred by the Statutes of the State of Minnesota as from time to time

I-64 204

-4-

in force and effect, and the Company shall have, in addition to such authorized statutory powers as are in this Charter recited, all other powers and privileges conferred by the Statutes of the State of Minnesota now existing or hereinafter enacted.

- (19) The Company shall have the power and authority to acquire, own, and hold stock in any other insurance company, whether previously existing or in the process of being organized, and whether or not engaged in the type of insurance heretofore specified, including, but not thereby limiting, stock in companies engaged in writing life insurance, including annuity and endowment policies.
- (20) In addition to such other and different policies as it is authorized to issue, the Company may write insurance upon a participating plan or issue policies providing for or permitting participation by its insured in the profits of the business of the Company in such manner and to such extent and upon such conditions as the Board of Directors of the Company shall from time to time determine.

ARTICLE III.

The principal place of transacting the business of this Company shall be at 445 Minnesota Street, Suite 900, St. Paul, Minnesota 55101.

ARTICLE IV.

The duration of this Company shall be perpetual.

ARTICLE V.

The government of the Company and the management of its affairs shall be vested in a Board of Directors of not less than three (3) nor more than eighteen (18) members, all of whom shall be elected annually by the shareholders at their annual meeting, which shall be held during the second calendar quarter of each year at such place within or without the State of Minnesota, as may be designated by the Board of Directors.

ARTICLE VI.

The authorized amount of capital stock of this Company shall be Two Million Five Hundred Thousand Dollars (\$2,500,000) divided

164 205

-5-

into One Million (1,000,000) shares of common stock of the par value of Two Dollars and Fifty Cents (\$2.50) per share.

Each share of stock shall entitle the holder to one vote, and shareholders shall not be entitled to cumulate their votes for the election of the directors. The Board of Directors of the Company shall have the power to cause to be issued from time to time any or all of the authorized but unissued shares of the stock of the Company at such prices and for such consideration as they in their unrestricted discretion deem wise and advisable. Shareholders shall not have any preemptive right to subscribe for any shares of such unissued stock.

ARTICLE VII.

The highest amount of indebtedness or liability to which the Company shall at any time be subject, including bank loans and similar borrowing but exclusive of liability under insurance policies and other obligations routinely incurred in the ordinary course of the Company's business, shall be One Million Dollars (\$1,000,000).

I-64 206

-6-

CERTIFICATION

We, James F. Duffy, Chairman, and Juanita B. Luis, Corporate Secretary of Ramsey Insurance Company do hereby certify that the foregoing resolutions and the new Restated Articles of Incorporation of the Company are a true and correct copy duly adopted in conformity with statutory requirements, and in full force and effect as of the date of this certification.

RAMSEY INSURANCE COMPANY

James F. Duffy
James F. Duffy, Chairman

Juanita B. Luis
Juanita B. Luis, Corp. Secretary

Dated: April 17, 1985
Saint Paul, Minnesota

Subscribed and Sworn to before me
this 17th day of April 17, 1985

Irma Kamperschroer
Notary Public



The foregoing Restated Articles of Incorporation are hereby
approved this 24 day of April, 1985.

Michael A. Hatch
Michael A. Hatch
Commissioner of Commerce

FILING #0004286231 PG 38 OF 46 VOL B-01473
FILED 12/03/2010 08:37 AM PAGE 00800
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

Idi 217

STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that the within

instrument was filed for record in this

office on the 2 day of May

A. D. 19 85 at 1:21 o'clock P. M.,

and was duly recorded in Book Idi

of Incorporations, on page 500

Carol Anderson House

John S. B. Secretary of State

728-AA

5750

CERTIFICATE OF AMENDMENT
OF
RESTATED ARTICLES OF INCORPORATION
OF
RAMSEY INSURANCE COMPANY

We, the undersigned, Robert K. Dybdal and Paul D. Biccarelli, respectively the Vice President and Corporate Secretary of Ramsey Insurance Company, a Minnesota insurance corporation, do hereby certify that the following resolution as hereinafter set forth was adopted by the Shareholder, effective March 30, 1992:

RESOLVED, that Article III of the Articles of Incorporation of the company be, and it hereby is, amended to read as follows:

"The principal place of transacting the business of this Company shall be at 385 Washington Street, St. Paul, Minnesota 55102."

IN WITNESS WHEREOF, we have subscribed our names and caused the corporate seal of said corporation to be affixed this 30th day of March, 1992.

In presence of

RAMSEY INSURANCE COMPANY

Bonnie L. Chiswick

By Robert K. Dybdal
Vice President

James K. Humpesch

and Paul D. Biccarelli
Corporate Secretary

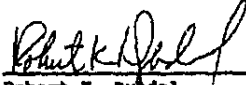
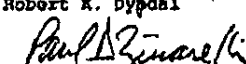
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CERTIFICATION

STATE OF MINNESOTA
COUNTY OF RAMSEY

Robert K. Dybdal and Paul D. Zicarelli being first duly sworn on oath depose and say: that they are respectively the Vice President and Corporate Secretary of Ramsey Insurance Company, the corporation named in the foregoing certificate; that said certificate contains a true statement of the action of the shareholder of said corporation, duly adopted in conformity with statutory requirements; that the seal attached is the corporate seal of said corporation, by its express authority; and they further acknowledge the same to be their free act and deed and the free act and deed of said corporation.

Dated: March 30, 1992


Robert K. Dybdal

Paul D. Zicarelli

Subscribed and sworn to before me this 30th day of March, 1992.




Diana Kamperschuer
Notary Public


The foregoing amendment to the Restated Articles of Incorporation of Ramsey Insurance Company is hereby approved this 24 day of April, 1992.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

APR 28 1992


Bert McKney

For story of State


Bert McKney
Commissioner of Commerce
BY: Rochelle Bergin, Deputy Commissioner

DC
728-AA

0211

CERTIFICATE OF AMENDMENT
OF
RESTATED ARTICLES OF INCORPORATION
OF
RAMSEY INSURANCE COMPANY

We, the undersigned, Gerald H. Engleitor and Karl P. Aaro, respectively the Vice President and Assistant Corporate Secretary of Ramsey Insurance Company, a Minnesota insurance corporation, do hereby certify that the following resolution as hereinafter set forth was adopted by the Shareholder, effective April 11, 1994:

RESOLVED, that Article VI of the Articles of Incorporation of this company be amended to read in its entirety as follows:

ARTICLE VI.

The authorized amount of capital stock of this Company shall be Three Million, Five Hundred Thousand Dollars (\$3,500,000) divided into One Million (1,000,000) shares of common stock of the par value of Three Dollars and Fifty Cents (\$3.50) per share.

Each share of stock shall entitle the holder to one vote, and shareholders shall not be entitled to cumulate their votes for the election of directors. The Board of Directors of the Company shall have the power to cause to be issued from time to time any or all of the authorized but unissued shares of the stock of the Company at such prices and for such consideration as they in their unrestricted discretion deem wise and advisable. Shareholders shall not have any preemptive right to subscribe for any shares of such unissued stock.

IN WITNESS WHEREOF, we have subscribed our names and caused the corporate seal of said corporation to be affixed this 19th day of May, 1994.

In presence of

Brenda L. Lucan

Brenda L. Lucan

RAMSEY INSURANCE COMPANY

By Gerald H. Engleitor
Vice President

and Karl P. Aaro
Assistant Corp. Secretary

CERTIFICATION

0212

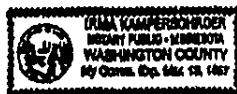
STATE OF MINNESOTA
COUNTY OF RAMSEY

Gerald H. Engelleiter and Karl P. Aaro being first duly sworn on oath depose and say: that they are respectively the Vice President and Assistant Corporate Secretary of Ramsey Insurance Company, the corporation named in the foregoing certificate; that said certificate contains a true statement of the action of the shareholder of said corporation, duly adopted in conformity with statutory requirements; that the seal attached is the corporate seal of said corporation, by its express authority; and they further acknowledge the same to be their free act and deed and the free act and deed of said corporation.

Dated: May 19, 1994

Gerald H. Engelleiter
Gerald H. Engelleiter
Karl P. Aaro
Karl P. Aaro

Subscribed and sworn to before me this 19th day of May, 1994.



Diana Kamperschroder
Notary Public

The foregoing amendment to the Restated Articles of Incorporation of Ramsey Insurance Company is hereby approved this 19th day of May, 1994.

James E. Ulland
James Ulland
Commissioner of Commerce

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
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John Anderson
Secretary of State

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CERTIFICATE OF AMENDMENT
OF
RESTATED ARTICLES OF INCORPORATION
OF
RAMSEY INSURANCE COMPANY

We, the undersigned, Bruce A. Backberg and Edward M. Garber, respectively the Vice President and Assistant Corporate Secretary of Ramsey Insurance Company, a Minnesota insurance corporation, do hereby certify that the following resolution as hereinafter set forth was adopted by the Shareholder, effective April 21, 1995:

RESOLVED, that Article I of the Articles of Incorporation of this company be, and it hereby is, amended to read in its entirety as follows:

"The name of this Company is St. Paul Medical Liability Insurance Company."

IN WITNESS WHEREOF, we have subscribed our names and caused the corporate seal of said corporation to be affixed this 5th day of May, 1995.

In presence of

RAMSEY INSURANCE COMPANY

Nancy G. Dowling
Cheryl C. Moore

By [Signature]
Vice President
and [Signature]
Assistant Corp. Secretary

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3717

CERTIFICATION

STATE OF MINNESOTA
COUNTY OF RAMSEY

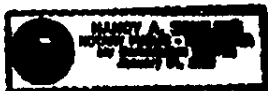
Bruce A. Backberg and Edward M. Gerber being first duly sworn on oath depose and say: that they are respectively the Vice President and Assistant Corporate Secretary of Ramsey Insurance Company, the corporation named in the foregoing certificate; that said certificate contains a true statement of the action of the shareholder of said corporation, duly adopted in conformity with statutory requirements; that the seal attached is the corporate seal of said corporation, by its express authority; and they further acknowledge the same to be their free act and deed and the free act and deed of said corporation.

Dated: May 5, 1995


Bruce A. Backberg


Edward M. Gerber

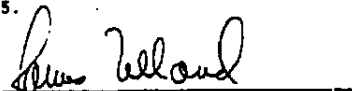
Subscribed and sworn to before me this 5th day of May, 1995.




Nancy C. Dowling
Notary Public

The foregoing amendment to the Restated Articles of Incorporation of Ramsey Insurance Company is hereby approved this 12th day of May, 1995.




James Ulland
Commissioner of Commerce

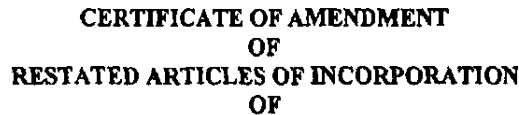
STATE OF MINNESOTA
DEPARTMENT OF STATE
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Secretary of State

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I am not for changing the law. I am for changing the
 attitude of those who try to bend the law to their
 will. I am for you.