

F 96000004118

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

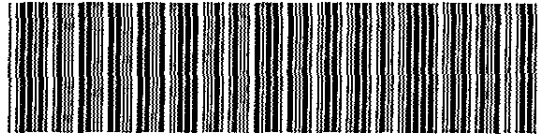
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800023845118

10/16/03--01047--009 \*\*43.75

FILED  
03 OCT 16 AM 11:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WC  
PRB  
10/22

**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** PLANET INDEMNITY COMPANY  
(Name of corporation)

**DOCUMENT NUMBER:** F96000004118

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

MONICA VOLK  
(Name of person)

RLI INSURANCE COMPANY  
(Name of firm/company)

9025 N. LINDBERGH DRIVE  
(Address)

PEORIA, IL 61615  
(City/state and zip code)

For further information concerning this matter, please call:

MONICA VOLK at ( 309 ) 692-1000 EXT. 5234  
(Name of person) (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  
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)**

F96000004118  
(Document number of corporation (if known))

**FILED**  
03 OCT 16 AM 11:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

1. PLANET INDEMNITY COMPANY  
(Name of corporation as it appears on the records of the Department of State)

2. Colorado (Incorporated under laws of) 3. 08/12/96 (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? 10/01/03


5. RLI Indemnity Company  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

N/A  
(New duration)

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

Illinois  
(New jurisdiction)

 10/14/03  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary) (Date)

JEAN M. STEPHENSON ASST. CORP. SECRETARY  
(Typed or printed name of person signing) (Title of person signing)

**AMENDMENT AND RESTATEMENT TO  
ARTICLES OF INCORPORATION  
OF  
PLANET INDEMNITY COMPANY**

The undersigned does hereby adopt the following Amendment and Restatement to the Articles of Incorporation:

Article I

The name of the Corporation shall be RLI Indemnity Company.

Article II

This Corporation was originally incorporated on January 31, 1987, under the Business Corporation Act of the State of Texas and was redomesticated under the Insurance Code of the State of Colorado on December 4, 1989. The Corporation reorganized and exists under the Illinois Insurance Code, effective September 20, 1999.

Article III

The address of the Corporation's registered office in the State of Illinois is 9025 North Lindbergh Drive, Peoria, Illinois, Peoria County, Illinois 61615.

Article IV

The period of duration of the Corporation shall be perpetual.



STATE OF ILLINOIS  
DEPARTMENT OF INSURANCE  
320 WEST WASHINGTON STREET  
SPRINGFIELD, ILLINOIS 62767-0001



I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed the Seal of my office in Springfield, Illinois.

Date: OCT 6 2003

*J. Anthony Cook*  
Director of Insurance

#### Article V

The object of the Corporation and its purpose is to make contracts of insurance and to reinsure and accept reinsurance for the kinds of insurance as set forth under Clause (a) through (k) in Class 2 and Clause (a) through (h) in Class 3 of Section 4 of the Illinois Insurance Code.

#### Article VI

(a) The amount of authorized capital of the Corporation shall be Thirty-five Million Seven Hundred Dollars (\$35,700,000.00); the aggregate number of shares of stock which the Corporation shall have authority to issue shall be five million one hundred thousand (5,100,000) shares of common stock with a par value of Seven Dollars (\$7.00) per share; and the number of outstanding common shares is six hundred thousand (600,000).

(b) No holder of shares of the Corporation of any class, now or hereafter authorized, shall have any preferential or preemptive right to subscribe for, purchase, or receive any shares of the Corporation of any class, now or hereafter authorized, or any options or warrants for such shares, or any rights to subscribe to or purchase such shares, or any securities convertible into or exchangeable for such shares which may at any time be issued, sold or offered for sale by the Corporation.

#### Article VII

The Corporation shall have seven (7) directors on its Board of Directors, each of whom are at least 18 years of age and at least three of whom are residents and citizens of the State of Illinois. Each Director shall hold office until the next annual meeting of Shareholders or until his successor shall have been elected and qualified.

#### Article VIII

The Board of Directors shall have the power to make and from time to time alter and replace the By-laws of the Corporation

#### Article IX

At all elections for directors of the Corporation, each holder of stock shall be entitled to as many votes as shall equal the number of votes which such holder would be entitled to cast for the election of directors with respect to such holder's shares, multiplied by the number of directors to be elected. A stockholder may cast all such votes for a single director or may distribute them among two or more directors as the stockholder sees fit. The candidates for director receiving the highest number of votes, up to the number of directors to be elected, shall be elected.

#### Article X

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter

