

F96000005251

The Millers Group®
SINCE 1898 

May 14, 1999

FILED
99 MAY 18 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

RE: The Millers Mutual Fire Insurance Company – Demutualization and Name Change to
The Millers Insurance Company

400002878494--6
-05/18/99--01041--008
*****96.25 *****96.25

Dear Sir or Madam:

Per your department's instructions, we enclose the following documents in support of our request for change of name:

1. Application form signed by the Company President, as required
2. Certified copy of Amended and Restated Articles of Incorporation from state of domicile
3. Check in the amount of \$96.25 for filing fees

If any additional information is required, please contact me at (817) 348-3706 or (800) 433-2452, or by mail at The Millers Insurance Company, 300 Burnett Street, Fort Worth, TX 76102-2799. Thank you for your assistance in making this change.

Very truly yours,



Gaye S. LeBoutillier
Corporate Licensing Supervisor

Enclosures

cc: M. Bell

mw:s:gaye\namechange\FLss

N/C

MAY 26 1999

GB

**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**
(Pursuant to s. 607.1504, F.S.)

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(1-3 must be completed)

- (4-7 complete only the applicable changes)

- Title



Texas Department of Insurance

333 Guadalupe Street P.O. Box 149104 Austin, Texas 78714-9104
512/463-6169

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

Amended and Restated Articles of Incorporation for THE MILLERS INSURANCE COMPANY, Fort Worth, Texas, dated April 21, 1999, Commissioner Order No. 99-0600, consisting of ten (10) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 11th day of May, 1999.

JOSE MONTEMAYOR
COMMISSIONER OF INSURANCE

BY: _____

M. J. (Mike) Arendall
Admissions Officer
Insurer Services Division
Order No. 96-1276

No. 99-0600

OFFICIAL ORDER
of the
COMMISSIONER OF INSURANCE
of the
STATE OF TEXAS
AUSTIN, TEXAS

Date: APR 21 1999

Subject Considered:

THE MILLERS MUTUAL FIRE INSURANCE COMPANY
Fort Worth, Texas
TDI No. 05-55300

CHARTER AMENDMENT AND AMENDED AND RESTATED
ARTICLES OF INCORPORATION

CONSENT ORDER
DOCKET NO. C-99-0320

General remarks and official action taken:

On this day came on for consideration by the Commissioner of Insurance, pursuant to TEX. INS. CODE ANN. art. 15.22, the application of THE MILLERS MUTUAL FIRE INSURANCE COMPANY, Fort Worth, Texas, hereinafter referred to as "APPLICANT", for approval of the Charter Amendment, including the Amended and Restated Articles of Incorporation.

Staff for the Texas Department of Insurance and the duly authorized representative of the APPLICANT, have consented to the entry of this order as evidenced by their signatures hereto and request the Commissioner of Insurance informally dispose of this matter pursuant to the provisions of TEX. INS. CODE ANN. art. 1.33(e), TEX. GOV'T CODE ANN. §2001.056, and 28 TEX. ADMIN. CODE §1.47.

WAIVER

APPLICANT acknowledges the existence of its right to the issuance and service of notice of hearing, a public hearing, a proposal for decision, rehearing by the Commissioner of Insurance, and judicial review of this administrative action, as provided for in TEX. INS. CODE ANN. art. 1.04 and TEX. GOV'T CODE ANN. §§2001.051, 2001.052, 2001.145 and 2001.146, and by the signature of its duly authorized representative on this order, has expressly waived each and every such right and acknowledges the jurisdiction of the Commissioner of Insurance.

99-0600

COMMISSIONER'S ORDER
THE MILLERS MUTUAL FIRE INSURANCE COMPANY
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FINDINGS OF FACT

Based upon the express consent of APPLICANT, and the recommendation of the Texas Department of Insurance staff, the Commissioner of Insurance makes the following findings of fact:

1. APPLICANT is a domestic mutual property and casualty insurance company.
2. Action by the Board of Directors and Policyholders of APPLICANT authorizing the proposed Amendment and Restatement of the Articles of Incorporation, as required and permitted by TEX. INS. CODE ANN. art. 15.22 has been evidenced to the Commissioner of Insurance.
3. APPLICANT has filed an application to convert from a mutual property and casualty insurance company to a stock property and casualty insurance company. Pursuant to Commissioner's Order No. 99-0052, dated January 8, 1999, APPLICANT is to file the complete and executed documentation described in Findings of Fact No. 11, within 30 days after the policyholder's approval, pursuant to TEX. INS. CODE ANN. art. 15.22, Sec. 7.
4. On April 21, 1999 the policyholders approved the name change from THE MILLERS MUTUAL FIRE INSURANCE COMPANY to THE MILLERS INSURANCE COMPANY and the conversion of a mutual property and casualty insurance company to a stock property and casualty insurance company.
5. As a result of the Charter Amendment, including the Amended and Restated Articles of Incorporation, APPLICANT will remove references to "mutual" and replace with references consistent with those of a stock insurance company.
6. As a result of the Charter Amendment, APPLICANT changed the name from THE MILLERS MUTUAL FIRE INSURANCE COMPANY to THE MILLERS INSURANCE COMPANY. The amendment is properly supported by the required documents, which evidence that the name THE MILLERS INSURANCE COMPANY, is not so similar of that of any other insurance company as to be likely to mislead the public.
7. The proposed capital and surplus of the APPLICANT is equal to or exceeds the minimum requirements of capital and surplus required by the Texas Insurance Code for a domestic stock life insurance company, and is the bona fide, unconditional, and unencumbered property of the company.

99-0600

COMMISSIONER'S ORDER
THE MILLERS MUTUAL FIRE INSURANCE COMPANY
PAGE 3 of 4

8. APPLICANT represents to the Commissioner of Insurance that its officers, directors and managing executives possess sufficient insurance experience, ability, and standing to render the continued success of the company probable.
9. APPLICANT is acting in good faith.

CONCLUSIONS OF LAW

Based upon the foregoing findings of fact, the Commissioner of Insurance makes the following conclusions of law:

1. The Commissioner of Insurance has authority and jurisdiction over this application under TEX. INS. CODE ANN. art. 15.22.
2. The Commissioner of Insurance has authority to dispose of this matter under TEX. GOV'T CODE ANN. §2001.056, TEX. INS. CODE ANN. art. 1.33(e), and 28 TEX. ADMIN. CODE §1.47.
3. APPLICANT and staff have knowingly and voluntarily waived all procedural requirements for the entry of this order, including, but not limited to, notice of hearing, a public hearing, a proposal for decision, rehearing by the Commissioner of Insurance, and judicial review of the order as provided for in TEX. GOV'T CODE ANN. §§2001.051, 2001.052, 2001.145 and 2001.146, and TEX. INS. CODE ANN. art. 1.04.
4. Action by the Board of Directors and the Shareholders of APPLICANT authorizing the proposed amendment and restatement as required and permitted by TEX. INS. CODE ANN. art. 15.22 has been evidenced to the Commissioner of Insurance.
5. The proposed Amendment and Restatement of the Articles of Incorporation of APPLICANT is properly supported by the required documents.

IT IS, THEREFORE, THE ORDER of the Commissioner of Insurance that the Charter Amendment, including the Amended and Restated Articles of Incorporation of THE MILLERS MUTUAL FIRE INSURANCE COMPANY, Fort Worth, Texas, be and the same are hereby, approved.

99-0600

COMMISSIONER'S ORDER
THE MILLERS MUTUAL FIRE INSURANCE COMPANY
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IT IS FURTHER ORDERED that Certificate of Authority No. 10597, dated November 4, 1994, issued to THE MILLERS MUTUAL FIRE INSURANCE COMPANY, Fort Worth, Texas, be CANCELLED and an amended Certificate of Authority be issued to THE MILLERS INSURANCE COMPANY, Fort Worth, Texas.

JOSE MONTEMAYOR
COMMISSIONER OF INSURANCE

BY:

Kathy A. Wilcox
Kathy A. Wilcox
Director
Insurer Services
Order 94-0580

Recommended by:

Loretta Calderon
Loretta Calderon
Insurance Specialist
Insurer Services

Agreed to by:

THE MILLERS INSURANCE COMPANY

By:

Barry Senterfitt
(printed name) Barry Senterfitt

Title: Attorney for the Company

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE MILLERS INSURANCE COMPANY

In connection with the conversion (the "Conversion") of The Millers Mutual Fire Insurance Company (the "Company") from a mutual property and casualty insurance company to a stock property and casualty insurance company, the Company hereby adopts, duly executes and files these Amended and Restated Articles of Incorporation of the Company (the "Restated Articles") in accordance with the applicable provisions of Chapter 2 of the Texas Insurance Code ("Chapter 2"), the Texas Business Corporation Act (the "TBCA"), and Article 15.22 of the Texas Insurance Code ("Article 15.22").

ARTICLE ONE

The name of the Company is The Millers Mutual Fire Insurance Company.

ARTICLE TWO

By converting from a mutual property and casualty insurance company to a stock property and casualty insurance company and by adopting, duly executing and filing these Restated Articles, the Company ceases to be organized as a mutual property and casualty insurance company under the applicable provisions of Chapter 15 of the Texas Insurance Code ("Chapter 15") and the Texas Non-Profit Corporation Act (the "TNPCA") and is, as of the date hereof and hereafter, organized as a stock property and casualty insurance company under the applicable provisions of Chapter 2 and the TBCA, and in accordance with the applicable provisions of Article 15.22.

ARTICLE THREE

Each amendment and restatement included in these Restated Articles have been included in conformity with the applicable provisions of Chapter 2, the TBCA, and Article 15.22, and such Restated Articles (A) were duly adopted on January 28, 1998 (the "Adoption Date") by no less than two-thirds of the board of directors of the Company, (B) were duly approved by the Commissioner of Insurance of the State of Texas on January 8, 1999, and (C) were duly adopted on April 21, 1999 by no less than two-thirds of votes cast by members who were holders of insurance policies issued by the Company and that were in force on the Adoption Date, all in accordance with the applicable provisions of Article 15.22.

ARTICLE FOUR

No shares of the Company were issued or outstanding prior to the date hereof or were entitled to vote on these Restated Articles by reason of the Company's organization, prior to the date hereof, as a mutual insurance company. There were 103,790 members of the Company entitled to vote on these Restated Articles and each member was entitled to one vote. 12,530 votes were cast in favor of the adoption of these Restated Articles of the Company, 308 votes were cast against the adoption of these Restated Articles, and zero members abstained from voting on these Restated Articles. These Restated Articles were adopted by the members to be effective as of April 21, 1999.

ARTICLE FIVE

No shares of the Company will be exchanged, reclassified, or canceled under the terms of these Restated Articles because the Company had no shares issued or outstanding prior to the filing hereof by reason of the Company's organization, prior to such filing, as a mutual property and casualty insurance company.

ARTICLE SIX

The manner in which these Restated Articles effect a change in the amount of stated capital, and the amount of stated capital as changed by these Restated Articles are or follows: these Restated Articles increase the Company's authorized capital from no issued or outstanding shares of capital stock of the Company to One Hundred Three Thousand Seven Hundred and Ninety (103,790) issued and outstanding shares of common stock of the Company with par value of Forty Dollars (\$40) each.

The policyholders of the Company entitled to the Company's common stock by reason of the Conversion will be issued in the aggregate 103,790 shares of common stock. Accordingly, the Company's stated capital will be increased from \$0 to \$4,151,600 upon issuance of the shares of Company common stock to the above-referenced policyholders. Such increase in the stated capital of the Company will derive from the guarantee fund surplus account of the Company.

ARTICLE SEVEN

The Articles of Incorporation of the Company, after giving effect to the provisions hereof, will continue to contain those items required by the applicable provisions of the Texas Insurance Code (including, as applicable, Articles 2.02 and 8.02 thereof).

ARTICLE EIGHT

The Articles of Incorporation are amended and restated by these Restated Articles as follows:

ARTICLE I is amended and restated to provide for the new name of the Company.

ARTICLE II is amended and restated to define the purpose of the Company.

ARTICLE III is amended and restated to reflect the principal place of business of the Company, the street address of the registered office of the Company, and the name of the registered agent of the Company.

ARTICLE IV is amended and restated to redefine the term of the life of the Company.

ARTICLE V is amended and restated to provide for the number of the members of the board of directors (the "Board") of the Company.

ARTICLE VI is amended and restated to authorize the Board to issue shares of common stock of the Company.

ARTICLE VII is amended and restated to provide for the scope of the authority of the Board with respect to the bylaws of the Company.

ARTICLE VIII is included in these Restated Articles as an entirely new article.

ARTICLE IX is amended and restated to define the scope of the Company's directors' liability to the Company and its shareholders.

ARTICLE X is included in these Restated Articles as an entirely new article.

ARTICLE XI is included in these Restated Articles as an entirely new article.

ARTICLE NINE

The Articles of Incorporation of the Company and all amendments and supplements thereto in effect prior to the adoption hereof are hereby superseded by these Restated Articles which (i) accurately copy the Articles of Incorporation of the Company and all amendments thereto that are in effect to date and as further amended by these Restated Articles; (ii) contain no other change in any provision thereof; (iii) identify the applicable altered article; and (iv) contain a statement of its text as amended or indicate an addition to the Articles of Incorporation of the Company and contain a full text of the additional provisions as set forth below:

I.

The name of the corporation is "The Millers Insurance Company".

II.

The purpose for which the corporation is organized is to make insurance contracts in the State of Texas and elsewhere for any kinds of insurance which may be lawfully written in Texas, except life insurance.

III.

The principal place of business of this corporation shall be in the City of Fort Worth, Tarrant County, Texas. All of the corporation's accounts and records shall be maintained at its principal place of business in the City of Fort Worth, Tarrant County, Texas. The corporation may also have, maintain and operate such offices, either within or outside of the State of Texas, as shall be proper or advisable in the discretion of the officers and directors of the corporation. The street address of the registered office of the corporation is 300 Burnett Street, Fort Worth, Texas 76102-2799, and the name of its registered agent at such address is Alfred P. Chao.

IV.

The corporation is to have perpetual existence.

V.

The number of directors of this corporation shall not be more than twelve (12) nor less than seven (7) to be determined in accordance with the Bylaws of the Company. The number of directors constituting the initial board of directors is nine (9). The directors shall be divided into three classes as nearly equal in number as possible and one class shall be elected at each annual meeting of shareholders to hold office for a three-year term. The names and addresses of the persons who are to serve as the initial directors and the annual meeting dates on which the respective terms of such directors shall expire, are as follows:

<u>Name</u>	<u>Address</u>	<u>Term Expires</u>
F. George Dunham, III (Chairman of the Board)	300 Burnett Street Fort Worth, Texas 76102	2000
Frank G. Dunham, Jr. (Vice Chairman of the Board)	300 Burnett Street Fort Worth, Texas 76102	2000
David N. Thompson	300 Burnett Street Fort Worth, Texas 76102	2002
Joy J. Keller	300 Burnett Street Fort Worth, Texas 76102	2001
Frank A. Bailey, III	300 Burnett Street Fort Worth, Texas 76102	2002
Thomas L. Carlisle	300 Burnett Street Fort Worth, Texas 76102	2001
Catherine B. Fryer	300 Burnett Street Fort Worth, Texas 76102	2000

<u>Name</u>	<u>Address</u>	<u>Term Expires</u>
Lamar C. Smith	300 Burnett Street Fort Worth, Texas 76102	2002
Frank C. Wilson	300 Burnett Street Fort Worth, Texas 76102	2001

VI.

The corporation shall be authorized to issue Two Hundred Thousand (200,000) shares of stock with a par value of Forty Dollars (\$40) each, amounting in the aggregate to Eight Million Dollars (\$8,000,000), of which shares there shall be issued, outstanding, and fully paid at least fifty percent (50%) of the aggregate par value of the shares authorized to be issued. The corporation shall also have at all times at least One Million Dollars (\$1,000,000) in surplus and One Million Dollars (\$1,000,000) in capital, as required by Article 2.02 of the Texas Insurance Code. All of such shares shall be common stock of the corporation. Unless specifically provided otherwise herein or in the bylaws of the corporation, the holders of such shares shall be entitled to one vote for each share held in any shareholder vote in which any of such holders is entitled to participate.

VII.

The Board of Directors shall adopt such bylaws and resolutions for the government and control of the corporation as they deem necessary and not contrary to the laws of the State of Texas.

VIII.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitative or investigative, any appeal in such an action, suit or proceeding and any inquiry or investigation that could lead to such an action, suit or proceeding (whether or not 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, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another company, partnership, joint venture, sole proprietorship, trust, nonprofit entity, employee benefit plan or other enterprise, against all judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses (including attorneys' fees and court costs) actually and reasonably incurred by him in connection with such action, suit or proceeding to the fullest extent permitted by any applicable law, and such indemnity shall inure to the benefit of the heirs, executors and administrators of any such person so indemnified pursuant to this Article VIII. The right to indemnification under this Article VIII shall be a contract right and shall not be deemed exclusive of any other right to which those seeking indemnification may be entitled under any law, bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. Any repeal or amendment of this Article VIII by the

shareholders of the corporation or by changes in applicable law shall, to the extent permitted by applicable law, be prospective only, and shall not adversely affect the indemnification of any person who may be indemnified at the time of such repeal or amendment.

IX.

To the fullest extent permitted by any applicable law, as the same exists or may hereafter be amended, a director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director. Any repeal or amendment of this Article IX by the shareholders of the corporation or by changes in applicable law shall, to the extent permitted by applicable law, be prospective only, and shall not adversely affect any limitation on the personal liability of any director of the corporation at the time of such repeal or amendment.

X.

The preemptive right of any shareholder of the corporation to acquire additional, unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of the corporation, is hereby denied; provided, however, that nothing herein shall preclude the corporation from granting preemptive rights by contract or agreement to any person, corporation or other entity. Cumulative voting by the shareholders of the corporation at any election of directors of the corporation is hereby prohibited.

XI.

In furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized to adopt amended and restated bylaws of the corporation, to amend or repeal such bylaws or to adopt new bylaws, subject to any limitations which may be contained in such bylaws.

IN WITNESS THEREOF, the Company has caused these Restated Articles to be executed by its President and Chief Executive Officer, David N. Thompson, on the 21st day of April, 1999.

THE MILLERS MUTUAL FIRE INSURANCE COMPANY

By: David N. Thompson
David N. Thompson
President and Chief Executive Officer