

# F97000005183

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EXECUTIVE DIRECTOR:  
J. ANDREW KELLER, III, C.P.A.

August 4, 1998

Department of State  
Division of Corporations  
The Firestone Building  
Tallahassee, FL 32399

900002607279--4  
-08/04/98--01068--013  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

Re: PICOM Insurance Company- Name Change to ProNational Insurance Company

Dear Sir or Madam:

PICOM Insurance Company is a foreign corporation authorized to transact business in the State of Florida. The company filed its Second Amended and Restated Articles of Incorporation in the State of Michigan to effect a name change to ProNational Insurance Company as of July 1, 1998. The State of Michigan Attorney General's office certified the name change on July 1, 1998, and the Insurance Bureau of the State of Michigan's Department of Consumer and Industry Services certified the name change on July 9, 1998. That Department then produced the enclosed certified copy of the name change documents on July 29, 1998.

To effect the name change in the State of Florida, we enclose the Department of State's "Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida." In addition, please find enclosed a check in the amount of \$96.25 for the processing of the name change, a certified copy of this filing, and a certificate of status. If you have any questions, please feel free to call at the Tallahassee telephone number listed above.

Sincerely,

*JAN*  
8/5

*Travis K. Miller*  
Travis K. Miller

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
98 AUG -4

RECEIVED  
98 AUG -4 PM 2:05  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
98 AUG -4

TLM/tj  
Enc.

cc: Kathryn A. Neville

N/C Amend

Call when Ready

# 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)

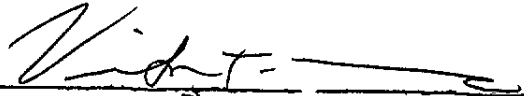
FILED  
98 JUN -4 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. PICOM Insurance Company  
Name of corporation as it appears on the records of the Department of State.
2. Michigan  
Incorporated under laws of
3. October 3, 1997  
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? July 1, 1998
5. ProNational Insurance 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.  
N/A  
New Jurisdiction

  
Signature  
Victor T. Adamo.  
Typed or printed name

June 29, 1998  
Date  
President  
Title

INS 61 (12/95) State of Michigan  
Department of Consumer and Industry Services  
**CERTIFICATION OF ARTICLES OF  
INCORPORATION OR AMENDMENTS TO  
ARTICLES OF INCORPORATION**

Company Licensing Division  
Michigan Insurance Bureau  
P. O. Box 30220  
Lansing, MI 48909

I have examined the

Second Amended and Restated Articles of Incorporation

of

**PICOM INSURANCE COMPANY**

and certify that the same is in accordance with the requirements  
of the act under which this company is organized.



A handwritten signature in cursive, appearing to read "E.P. Ch".

Commissioner of Insurance

Dated: July 9 19 98



**Department of Consumer & Industry Services  
Insurance Bureau**

I certify that this is a true and complete copy of  
the original document on file in this office.

Date:  
7-29-98

Carol Ostrowski



STATE OF MICHIGAN

Attorney General's Department

LANSING, MICHIGAN

**I Hereby Certify,** That I have examined the

SECOND RESTATED ARTICLES OF  
INCORPORATION OF PICOM INSURANCE  
COMPANY TO CHANGE NAME TO  
PRONATIONAL INSURANCE COMPANY

and find the same in accordance with the requirements of the statutes of the State of Michigan  
and not in conflict with the Constitution of this State.

Dated at Lansing, Michigan, this 1st day of July, 1998.

A handwritten signature in cursive script, appearing to read "John Blanchard".

JOHN BLANCHARD  
Assistant Attorney General.

Nº 724



**AMENDMENT TO or RESTATEMENT OF  
ARTICLES OF INCORPORATION**

NAME OF THE CORPORATION: PICOM Insurance Company		THIS CORPORATION IS ORGANIZED UNDER THE PROVISIONS OF PUBLIC ACT: <u>218</u> OF <u>1956</u>  CHAPTER: <u>50</u>														
DETAILS ABOUT MEETING WHERE AMENDMENT VOTE WAS TAKEN: Type of meeting (select one): <input checked="" type="checkbox"/> Annual <input type="checkbox"/> Special    Date of meeting: June 3, 1998		THE VOTE ON AMENDMENTS WAS:														
City meeting was held in: Okemos, Michigan		<table border="1"> <thead> <tr> <th></th> <th>In person</th> <th>By proxy</th> <th>Total</th> </tr> </thead> <tbody> <tr> <td>Votes FOR</td> <td>3,188,145</td> <td>0</td> <td>3,188,145</td> </tr> <tr> <td>Votes AGAINST</td> <td>0</td> <td>0</td> <td>0</td> </tr> </tbody> </table>				In person	By proxy	Total	Votes FOR	3,188,145	0	3,188,145	Votes AGAINST	0	0	0
	In person	By proxy	Total													
Votes FOR	3,188,145	0	3,188,145													
Votes AGAINST	0	0	0													

THE ARTICLES OF INCORPORATION ARE TO BE AMENDED AS FOLLOWS: (attach additional sheets if necessary)  
Amending only-List article amended, and state the amendment.  
Amending & Restating-List article amended, and state the amendment, then restate articles including amendment.

See attached Second Restated Articles of Incorporation.

The Second Restated Articles of Incorporation amend and restate the currently in-force First Restated Articles of Incorporation, with the sole change being the amendment of the name of the Corporation in Article II as follows:

**ARTICLE II  
NAME: PRINCIPAL OFFICE**

Effective July 1, 1998, the name assumed by this Corporation and by which it shall be known in law is ProNational Insurance Company and its principal office for the transaction of business shall be in the County of Ingham, State of Michigan.

INSURANCE BUREAU  
**RECEIVED**

JUN 5 1998

LANSING, MICHIGAN

Certification

We certify that we are the president and secretary of this corporation, transacting business under Michigan Public Act 216 of 1956 as amended.

Notice of the intention to amend the articles of incorporation was given to the members or stockholders of this corporation in compliance with §500.5214 of the Michigan Insurance Code. After providing proper notice, a meeting was held and it was resolved by the required vote of stockholders or members to amend or restate the articles of incorporation, the details of which are described above.

Signature of the President of the corporation <i>Victor T. Adamo</i>	Date 6/4/98	Signature of the Secretary of the corporation <i>Annette E. Flood</i>	Date 6/4/98
President's name typed or printed Victor T. Adamo		Secretary's name typed or printed Annette E. Flood	

**Second Restated  
Articles of Incorporation**

of

**ProNational Insurance Company**

**(formerly known as PICOM Insurance Company)**

Pursuant to the provisions of the Insurance Code of 1956, as amended, Act 218, Public Acts of 1956, as amended, (the "Michigan Insurance Code"), the undersigned Corporation executes these Second Amended and Restated Articles of Incorporation (which amend, restate and supersede the existing First Restated Articles of Incorporation, of the Corporation in their entirety) and shall be the Articles of Incorporation of the Corporation:

**ARTICLE I  
INCORPORATORS**

The names of the Incorporators and their respective places of residence are as set forth in the original Articles of Incorporation signed on June 16, 1980 and approved by the Michigan Commissioner of Insurance on June 23, 1980.

**ARTICLE II  
NAME: PRINCIPAL OFFICE**

Effective July 1, 1998, the name assumed by this Corporation and by which it shall be known in law is ProNational Insurance Company and its principal office for the transaction of business shall be in the County of Ingham, State of Michigan; and the Corporation's actual street address shall be as filed with the Commissioner of Insurance in the Corporation's most recently filed Annual Statement or Quarterly Statement.

**ARTICLE III  
CORPORATE PURPOSES**

This Corporation is organized for the following purposes, as authorized by Chapter 6, Act No. 218 of the Public Acts of 1956, as amended, namely:

To write those kinds of insurance defined in said Chapter 6, except life insurance;

To reinsure risks of every kind or description, except life insurance;

To, consistent with the above purposes, have and enjoy all of the powers, rights and authority as is or may be conferred upon corporations of its class by the laws of the State of Michigan.

ARTICLE IV  
TERM OF EXISTENCE

The term of existence of this Corporation shall be perpetual.

ARTICLE V  
ANNUAL MEETING OF SHAREHOLDERS

The annual meeting of the shareholders shall be held on the 1st Wednesday of June, or such other date as may be designated by the Board of Directors. The meeting shall be held at the time and place within or without the State of Michigan, as set forth in the notice of meeting. At such meeting the shareholders shall elect Directors, as required by the Articles of Incorporation, and transact such other business as shall lawfully come before the meeting.

ARTICLE VI  
QUORUM

The holders of thirty-three and one-third percent of the shares of stock issued and outstanding and entitled to vote, represented in person or by proxy, shall constitute a quorum at all meetings of the shareholders for the transaction of all business to be transacted thereat except as otherwise provided by law. Once the meeting has been commenced and a quorum established, the shareholders present in person or by proxy at such meeting may continue to do business until adjournment, notwithstanding the withdrawal of sufficient shareholders to leave less than a quorum.

ARTICLE VII  
CAPITAL STOCK

Section 1. The aggregate number of shares which the Corporation shall have the authority to issue is ten million (10,000,000) consisting of one class only, designated as Common Shares at a par value of One (\$1.00) Dollar per share, amounting in the aggregate to Ten Million (\$10,000,000) Dollars and the minimum capital of the Corporation which shall be paid in before the Corporation shall commence business shall be One Million (\$1,000,000) Dollars.

Section 2. No shareholder shall, because of his or her ownership of shares have a pre-emptive or other right to purchase, subscribe for or take any additional Common Shares of the Corporation.

Section 3. The Board of Directors shall issue the Common Shares pursuant to such terms and consideration, not less than par value, as is established by the Board of Directors and permitted by the Michigan Insurance Code.

Section 4. The Corporation may acquire shares of its outstanding Common Stock from time to time upon authorization by the Board of Directors, by purchase in the market, privately negotiated transactions, or in other transactions authorized by the Board of Directors. Shares purchased by the

Corporation shall not reduce or impair the minimum capital of the Corporation required by the Michigan Insurance Code. Shares purchased by the Corporation shall have the status of treasury shares unless the Board of Directors gives the shares the status of authorized but unissued shares. Treasury shares may be sold by the Corporation in such transactions and for such consideration as the Board of Directors may from time to time approve.

## ARTICLE VIII ELECTION AND TERMS OF DIRECTORS

Section 1. The Board of Directors shall consist of not less than six nor more than eighteen Directors.

Section 2. Each Director shall be elected for a term of three years and until their successors are elected and qualified; provided, however, Directors may initially be elected for shorter terms, as established by the Board of Directors, so that approximately one-third of the Directors are elected each year.

Section 3. The number of Directors serving on the Board shall be established by the shareholders.

Section 4. At any duly called annual or special meeting of shareholders, any Director may be removed from office with cause or without cause by the vote of the holders of a majority of shares entitled to vote at an election of Directors.

Section 5. Any vacancy in the Board of Directors, unless otherwise provided by law, shall be filled by a majority vote of the Directors then in office, though less than a quorum, at any regular or special meeting of the Board of Directors or at any annual or special meeting of shareholders by the affirmative vote of a majority of shares entitled to vote thereat for the election of Directors; provided however, that any newly established seats on the Board of Directors shall be filled by a vote of the shareholders. Any person elected by the Board of Directors to fill a vacancy on the Board shall serve until the next election of Directors by the shareholders. If elected by the shareholders, the person elected to fill the vacancy shall serve for the balance of the unexpired term.

Section 6. A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

## ARTICLE IX POWERS OF DIRECTORS

Except as otherwise provided by law or by these Articles, the powers of the Corporation shall be exercised by or under the authority of the Board of Directors. In addition to such other powers as are provided by law, the Board of Directors have the power:

- a) To make, amend or repeal the Bylaws;



- b) To elect officers and fix their compensation;
- c) To remove any officer of the corporation elected by the Board as permitted by law;
- d) To establish committees of Directors and other committees and to delegate to such committees those powers which by law it may so delegate;
- e) To fix fees to be paid to Directors for attendance at meetings of the Board of Directors, and committees thereof, and for such other duties as the Board may deem appropriate; provided, however, that this provision shall not be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor;
- f) Subject to the provisions of law, from time to time to fix and declare dividends to shareholders of the corporation as permitted by law;
- g) To authorize, and cause to be executed, mortgages, liens and other encumbrances upon the real and personal property of the corporation;
- h) To grant such powers and assign such duties to officers of the corporation as they may from time to time deem advisable;
- i) In addition to the duties and powers enumerated in the Insurance Code, these Articles, or the Bylaws of the Corporation, the Board of Directors shall have all powers and duties necessary or incident to their office.

ARTICLE X  
LIMITED PERSONAL LIABILITY OF DIRECTORS

Section 1. Except as provided in Section 2 below, a Director shall not be personally liable to the corporation, its shareholders, or its policyholders for any monetary damages arising out of a breach, or a claim thereof, of the Director's fiduciary duty to the corporation, its shareholders or policyholders.

Section 2. The limitation of liability of a Director stated in Section 1 does not apply to any of the following:

- (a) A breach of the Director's duty of loyalty to the corporation, its shareholders or policyholders;
- (b) Acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law;
- (c) A transaction from which the Director derived an improper personal benefit; and
- (d) An act or omission occurring before January 1, 1989.

ARTICLE XI  
OFFICERS

Section 1. The officers of the Corporation shall be a Chairman of the Board, one or more Vice-Chairmen of the Board, a President, one or more Vice-Presidents, a Secretary and a Treasurer and such other officers specifically designated as officers by the Board of Directors.

Section 2. The Board of Directors, at its organizational meeting, and thereafter at the meeting of the Board of Directors following each annual meeting of shareholders, shall elect a Chairman of the Board, one or more Vice-Chairmen of the Board, a President, such number of Vice-Presidents as the Board of Directors may determine, a Secretary and a Treasurer. The Board of Directors may from time to time fill any vacancies, create such other offices and elect such other officers as it may determine. Any two or more offices, except President and Vice-President, may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity. The Chairman of the Board and the Vice-Chairman of the Board shall be members of the Board, but other officers need not be members of the Board. Officers of the Corporation shall hold office until the next meeting of the Board of Directors following the annual meeting of shareholders and until their successors are elected and qualified, subject however to removal by the Board of Directors, as permitted by law, or prior death or resignation.

ARTICLE XII  
INDEMNIFICATION

Subject to statutory limitations, the Corporation shall have the power to indemnify and reimburse any person for expenses (including attorney's fees, judgments, fines, settlements and other costs) reasonably incurred by him or her and for liabilities imposed upon him or her in connection with or arising out of any action, suit or proceeding, civil or criminal, or threat thereof, in which he or she may be involved by reason of being or having been a Director, officer, employee, trustee or agent of the Corporation or of any firm, corporation or organization with respect to which he or she served in any capacity at the request of the Corporation.

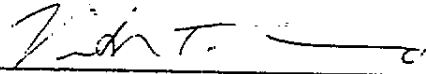
ARTICLE XIII  
AMENDMENTS OF ARTICLES

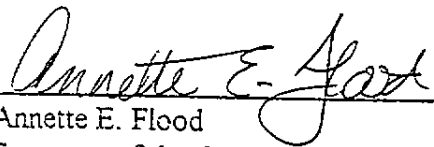
Amendments to these Articles of Incorporation may be made at any special meeting of shareholders duly called for that purpose, or at any annual meeting of the shareholders, provided that a statement of the nature of the proposed amendment is included in the notice of the meeting, upon receiving the affirmative vote of the holders of a majority of the outstanding shares entitled to vote thereon.

ARTICLE XIV  
AMENDMENTS OF BYLAWS

The Bylaws of the Corporation may be amended at any regular or special meeting of the Board of Directors by a vote of the majority of the Directors present at a meeting at which a quorum is present. The Bylaws may also be amended at any regular or special meeting of the shareholders upon receiving the affirmative vote of the holders of at least the majority of the shares voting at a meeting at which a quorum, provided that a statement of the nature of the proposed change is included in the notice of the meeting of shareholders.

These Second Restated Articles of Incorporation were adopted by the shareholders of the corporation on June 3, 1998 in accordance with the provisions of Section 5214 of the Insurance Code and amend and restate the First Restated Articles of Incorporation as adopted by the shareholders of the corporation on February 25, 1998.

  
\_\_\_\_\_  
Victor T. Adamo  
President of the Corporation

  
\_\_\_\_\_  
Annette E. Flood  
Secretary of the Corporation