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PRONATIONAL INSURANCE COMPANY

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State of Michigan
Department of Energy, Labor & Economic Growth
**CERTIFICATION OF ARTICLES OF
INCORPORATION OR AMENDMENTS TO
ARTICLES OF INCORPORATION**

Office of Financial & Insurance Regulation

P. O. Box 30220
Lansing, MI 48909

I, *Ken Ross*, Commissioner
have examined the

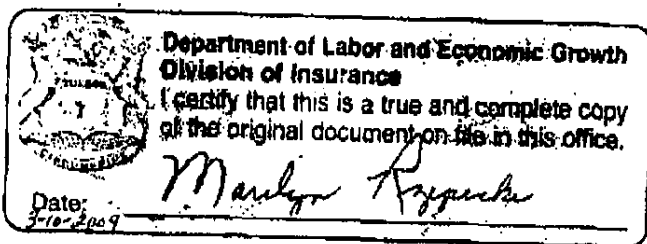
Restated Articles of Incorporation of
ProNational Insurance Company

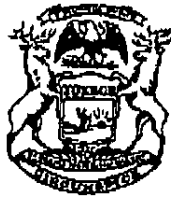
and certify that the same is in accordance with the requirements
of the act under which this company is organized.



Signed this 27 day of January, 2009
at Lansing, Michigan

Ken Ross
Commissioner





STATE OF MICHIGAN

Attorney General's Department
Lansing, Michigan

I Herby Certify, That I have examined the

AMENDMENT TO ARTICLES OF INCORPORATION
OF
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 21st day of January, 2009.

A handwritten signature in black ink, appearing to read "Michael P. Farrell", written over a horizontal line.

Michael P. Farrell
Assistant Attorney General

No. 879

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JAN 22 2009

OFIS
LANSING, MICHIGAN

Amendment or Restatement of Michigan Articles of Incorporation

Fees and attachments must accompany this filing. Please use the checklist and remittance stub on page 2 of this form to complete your filing.

Validation code: 96-11-88 26.00

Name of Corporation ProNational Insurance Company		This corporation is organized under the provisions of Public Act 218 of 1956, as amended; Chapter <u>6</u>		
Details about meeting where amendment vote was taken: Type of meeting (select one): Date of meeting: <input type="checkbox"/> Annual <input checked="" type="checkbox"/> Special November 10, 2008		The vote on amendments was:		
City meeting was held in: Birmingham, Alabama				
		<i>In person</i>	<i>By proxy</i>	<i>Total</i>
	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 full text of Fourth Restated Articles of Incorporation as attached.

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LANSING, MICHIGAN

Corporate Certification

We certify that we are the president and secretary of this corporation, transacting business under Michigan Public Act 218 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, details of which are described above.

Signature of the President of the corporation <i>Darryl K. Thomas</i>	Date	Signature of the Secretary of the corporation <i>Kathryn A. Neville</i>	Date <i>12/17/08</i>
President's name typed or printed Darryl K. Thomas		Secretary's name typed or printed Kathryn A. Neville	

P.A. 218 of 1956 as amended requires submission of this form by domestic insurance corporations that intend to amend their articles of incorporation. Amendments are not approved until this form is filed with, and approved by, the Commissioner.



Michigan Department of Labor & Economic Growth

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Fourth Amended and Restated

Articles of Incorporation

of

PROASSURANCE CASUALTY COMPANY, SING, MICHIGAN

(formerly known as ProNational Insurance Company)

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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 Fourth Amended and Restated Articles of Incorporation (which amend, restate and supersede the existing Third 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 November , 2008, the name assumed by this Corporation and by which it shall be known in law as ProAssurance Casualty 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 third Wednesday in May, 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 nor 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 five nor more than seven Directors and the legally required number of Directors will be residents of Michigan.

Section 2. Each Director shall be elected for a term of one year and until their successors are elected and qualified.

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 has 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, 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, 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 President 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 attorneys' 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.

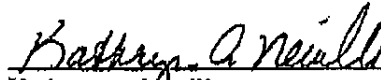
ARTICLE XIV
AMENDMENTS OF BYLAWS

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 Fourth Restated Articles of Incorporation were adopted by the shareholders of the corporation on November 10, 2008 in accordance with the provisions of Section 5214 of the Insurance Code and amend and restate the Third Restated Articles of Incorporation as adopted by the shareholders of the corporation on July 1, 2004.



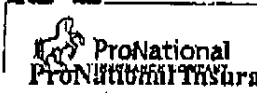
Darryl K. Thomas
President of the Corporation



Kathryn A. Neville
Secretary of the Corporation

ProAssurance

ProNational Insurance Company



ProNational Insurance Company
Board of Directors Meeting November 10, 2008
Excerpt of Minutes

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Fax 205/802-4775

DEC 19 2008

OFIS

LANSING, MICHIGAN

NAME CHANGE - AMENDMENT TO ARTICLES OF INCORPORATION & BYLAWS

WHEREAS, pursuant to the Company's parent company's recent branding initiative the Company desires to amend its Articles of Incorporation to accomplish the following purpose:

Article 1: The name of the corporation is ProAssurance Casualty Company.

WHEREAS, the Directors deem this amendment to be in the best interest of the Company,

NOW, THEREFORE, the following resolutions are adopted by written unanimous consent:

RESOLVED, that the Fourth Amended and Restated Articles of Amendment to the Articles of Incorporation in the form attached to these minutes, and incorporated herein by reference, be adopted and are recommended to the shareholders for adoption; and,

FURTHER RESOLVED, that the Officers of the Company are directed to submit the Fourth Amended and Restated Articles of Incorporation to a vote of the shareholders at a special meeting of shareholders called for the purpose of voting thereon; and

FURTHER RESOLVED, that the Bylaws of the Company have been amended to change the name of the Company to ProAssurance Casualty Company, in the form attached to these minutes, and incorporated herein by reference; and

FURTHER RESOLVED, that, upon the approval of the amendment to the Articles of Incorporation, the Officers of the Company be directed to take all steps necessary to file the Fourth Amended and Restated Articles of Incorporation and the Fourth Amended and Restated Bylaws with the Michigan Office of Financial and Insurance Regulation.

FURTHER RESOLVED, that Kathryn A. Neville, as Secretary of the Company and any other proper officers of the Company are hereby authorized, empowered and directed in the name and on behalf of the Company to execute and file with the Commissioner of Insurance of Michigan and any other appropriate governmental office, the Articles, and to take such actions and execute and deliver such instruments, agreements, notices and documents as may be required or as any such officers may deem necessary, advisable or proper for purposes of effectuating the name change;

FURTHER RESOLVED, that Kathryn A. Neville, as Secretary of the Company, and any other proper officers of the Company are hereby authorized, empowered and directed to execute and deliver, in the name and on behalf of the Company, any and all such additional agreements, instruments, certificates, notices, consents and other documents, and to do and perform any and all such acts as such officers may deems necessary, appropriate or desirable in order to effectuate the foregoing resolutions; and the Company does hereby ratify, confirm and approve and adopt in all respects all acts heretofore done or to be performed by any such persons in connection with the actions contemplated by and approved in the foregoing resolutions.

WHEREAS, in conjunction with the name change of the Company, certain administrative tasks are necessary.

RESOLVED, that the Board of Directors of ProAssurance Casualty Company (the "Company") hereby authorizes the Officers of the Company, if necessary, to amend the Statutory Deposit Agreement and Custodial Fund Account Agreement in the State of Alabama; and


FURTHER RESOLVED, that the Board of Directors of the Company hereby authorizes the Officers of the Company to complete all required documentation to facilitate the amendment to the Company's Certificates of Authority and any other legal documents, including but not limited to, bank accounts, financial holdings or contracts as may be determined to be necessary; and

FURTHER RESOLVED, the Officers are further authorized to execute the standard bank and custodial account resolutions and any other resolutions as authorized by the Board of Directors as may be required with respect to any of the above agreements using November 10, 2008 as the date of such resolutions; and

FURTHER RESOLVED, that the President, Senior Vice President, Treasurer, Secretary or any other officer designated by the President is hereby authorized and directed to execute such documents and to take such additional action as may be appropriate to carry out the purposes of these resolutions.

The original of this consent, after execution by the undersigned directors, shall be filed in the appropriate order in the minute book of the Company. This unanimous written consent may be executed by the directors in one or more counterparts, each of which shall be considered an original and all of which taken together shall be considered one and the same instrument.


Darryl K. Thomas, President


Kathryn A. Neville, Secretary

Dated: December 18, 2008