

F97000005532

DYKEMA GOSSETT
PROFESSIONAL LIMITED LIABILITY COMPANY

800 MICHIGAN NATIONAL TOWER
LANSING, MICHIGAN 48933-1742

ANN ARBOR, MICHIGAN
BLOOMFIELD HILLS, MICHIGAN
CHICAGO, ILLINOIS

TELEPHONE (517) 374-9100
FACSIMILE (517) 374-9191
WWW.DYKEMA.COM

DETROIT, MICHIGAN
GRAND RAPIDS, MICHIGAN
WASHINGTON, DC

JULIA A. GOATLEY

DIRECT DIAL: (517) 374-9194
E-MAIL: JGOATLEY@DYKEMA.COM

December 28, 2000

Florida Secretary of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 29 AM 9:16

Re: Mutual Insurance Corporation of America

Ladies and Gentlemen:

Mutual Insurance Corporation of America ("MICOA") holds a Charter to do business in the state of Florida. Effective December 13, 2000, MICOA has converted from a mutual insurance company to a stock insurance company. In connection with the conversion, MICOA has changed its name to American Physicians Assurance Corporation. Enclosed are the following documents:

1. Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida; and
2. A check made payable to the "Department of State" in the amount of \$43.75.

Please issue a new Certificate of Status for the Company under the new name. We have submitted the original Certificate of Authority to the Department of Insurance. If you should have any questions concerning the enclosed documents, please do not hesitate to call me.

Sincerely,

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-01/02/01--01107--012
*****52.50 *****52.50

DYKEMA GOSSETT PLLC

Julia A. Goatley
Julia A. Goatley

LAN01\73449.3
ID\JAG

~~WAG-627~~

N/C

V. SHEPARD JAN 30 2001



JAN 18 2001

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 10, 2001

JULIA A. GOATLEY
800 MICHIGAN NATIONAL TOWER
LANSING, MI 48933-1742

SUBJECT: MUTUAL INSURANCE CORPORATION OF AMERICA
Ref. Number: F97000005532

We have received your document for MUTUAL INSURANCE CORPORATION OF AMERICA and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 201A00001479

Rec'd 1/18

LAW OFFICES
DYKEMA GOSSETT
PROFESSIONAL LIMITED LIABILITY COMPANY

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JULIA A. GOATLEY

DIRECT DIAL: (517) 374-9194
E-MAIL: JGOATLEY@DYKEMA.COM

January 16, 2001

Velma Shepard
Corporate Specialist
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Mutual Insurance Corporation of America -
Reference Number: F97000005532

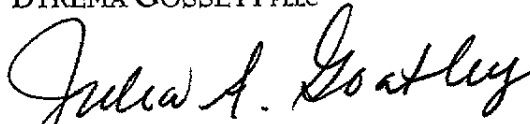
Dear Ms. Shepard:

As you requested in your correspondence dated January 10, 2001, enclosed is a certified Certificate of Authority from the State of Michigan which evidences the change of name of the above referenced company to American Physicians Assurance Corporation. Also enclosed is a copy of your letter.

If you have any questions or concerns regarding this application, please feel free to give me a call.

Sincerely,

DYKEMA GOSSETT PLLC


Julia A. Goatley

LAW OFFICES
DYKEMA GOSSETT
PROFESSIONAL LIMITED LIABILITY COMPANY

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LANSING, MICHIGAN 48933-1742

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CHICAGO, ILLINOIS

JULIA A. GOATLEY

DIRECT DIAL: (517) 374-9194
E-MAIL: JGOATLEY@DYKEMA.COM

January 22, 2001

VIA FEDERAL EXPRESS

Velma Shepard
Corporate Specialist
Division of Corporations
Florida Department of State
200 East Gaines Street
Tallahassee, FL 32399-0329

Re: Mutual Insurance Corporation of America
Reference Number: F97000005532

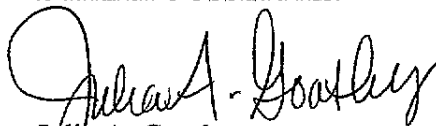
Dear Ms. Shepard:

As discussed in our conversation of today, enclosed are the Amended and Restated Articles of Incorporation of American Physicians Assurance Corporation. I hope the Certification of the Michigan Division of Insurance provides proper evidence of the name change.

Please feel free to contact me if you have any additional questions or concerns.

Sincerely,

DYKEMA GOSSETT PLLC


Julia A. Goatley

Enclosure

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
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 29 AM 9:16

1. Mutual Insurance Corporation of America
Name of corporation as it appears on the records of the Department of State.
2. Michigan 3. 10/20/97
Incorporated under laws of 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? Effective Date: December 13, 2000
5. American Physicians Assurance Corporation
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.
- _____
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____
New Jurisdiction

Monte D. Jahnke
Signature

December 14, 2000
Date

Monte D. Jahnke
Typed or printed name

Secretary
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**

Office of Financial Evaluation
Michigan Division of Insurance
P. O. Box 30220
Lansing, MI 48909

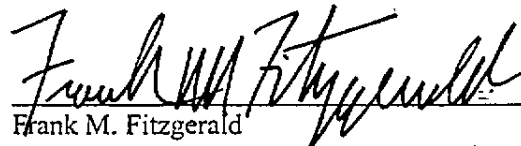
I have examined the

Amended and Restated Articles of Incorporation of

AMERICAN PHYSICIANS ASSURANCE CORPORATION
(fka: Mutual Insurance Corporation of America)

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




Frank M. Fitzgerald
Commissioner

Dated: December 13, 2000



STATE OF MICHIGAN

Attorney General's Department
LANSING, MICHIGAN

I Hereby Certify, That I have examined the

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF MUTUAL INSURANCE CORPORATION OF AMERICA

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 13th day of December, 19x 2000


LARRY F. BRVA
Assistant Attorney General.

Nº 778

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

(517) 373-6854

NAME OF THE CORPORATION: American Physicians Assurance Corporation (formerly Mutual Insurance Corporation of America)		THIS CORPORATION IS ORGANIZED UNDER THE PROVISIONS OF PUBLIC ACT: <u>218</u> OF <u>1956</u> CHAPTER: <u>50/59</u>													
DETAILS ABOUT MEETING WHERE AMENDMENT VOTE WAS TAKEN: Type of meeting (select one): <input type="checkbox"/> Annual <input checked="" type="checkbox"/> Special Date of meeting: Nov. 29, 2000 City meeting was held in: East Lansing		THE VOTE ON AMENDMENTS WAS: <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>261</td> <td>106,299</td> <td>106,560</td> </tr> <tr> <td>Votes AGAINST</td> <td>96</td> <td>21,288</td> <td>21,384</td> </tr> </tbody> </table>			In person	By proxy	Total	Votes FOR	261	106,299	106,560	Votes AGAINST	96	21,288	21,384
	In person	By proxy	Total												
Votes FOR	261	106,299	106,560												
Votes AGAINST	96	21,288	21,384												

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 Amended and Restated Articles of Incorporation

DIVISION OF INSURANCE
RECEIVED

DEC 1 2000

LANSING, MICHIGAN

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, the details of which are described above.

Signature of the President of the corporation <i>William B. Cheeseman</i> 12-13-00 President's name typed or printed William B. Cheeseman	Signature of the Secretary of the corporation <i>Monte D. Jahnke</i> 12-13-00 Secretary's name typed or printed Monte D. Jahnke
--	--

**MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES
OFFICE OF FINANCIAL AND INSURANCE SERVICES
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
(Domestic)**

The name of the corporation is American Physicians Assurance Corporation.

We, the undersigned, desiring to become incorporated under the provisions of Act 218 of the Public Acts of 1956, as amended, do hereby make, execute, and adopt the following amended and restated articles of incorporation, to wit:

**ARTICLE I
NAME**

The name assumed by this Corporation and by which it shall be known in law is American Physicians Assurance Corporation.

**ARTICLE II
PRINCIPAL OFFICE**

The Corporation's principal office for the transaction of business shall be in the State of Michigan at the specific address as is reported in the most recent annual or quarterly financial statement as filed with the Office of Financial and Insurance Services for the State of Michigan. The Corporation may maintain other offices in states where it is admitted or applying for admission to do business.

DIVISION OF INSURANCE
RECEIVED

DEC 1 1999

LANSING, MICHIGAN

ARTICLE III

PURPOSES

The Corporation is organized for the following purposes as authorized by Chapters 6, 50 and 52 of the Insurance Code, as amended, namely:

1. To make contracts of insurance or reinsurance, including endorsements, with any persons (including individuals, partnerships or corporations) to insure against any hazard upon any risk, except life insurance, which is not prohibited from being the subject of insurance by the law of the State of Michigan, or of any other jurisdiction in which the Corporation is authorized or admitted to do business where such contracts are written.
2. To exercise any other corporate power or take any other corporate action permitted under the law of the State of Michigan or of any other jurisdiction where it is authorized or admitted to do business.

ARTICLE IV

TERM

The term of existence of the Corporation shall be perpetual.

ARTICLE V

CORPORATE POWERS; DIRECTORS; OFFICERS

A. Manner of Exercising Corporate Powers. The corporate powers are to be exercised by the Board of Directors. Matters to be voted on by the Board shall be approved if a majority of the directors present at a meeting of the directors vote in favor of such action.

Upon written notice of the time and place and purpose or purposes of any special meeting, any of the directors may consent in writing to any specific action to be taken by the corporation; if approved by a majority of the directors at such special meeting, including those consenting in writing, such action shall be valid as a corporate action as though authorized at a regular meeting of the Board of Directors. The minutes of such approval and actions shall be fully recorded, each

written consent shall be made a part thereof, and such minutes and written consent shall be reviewed at the next regular meeting of the Board of Directors.

B. Directors. The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) directors. The number of directors shall be determined by resolution of the Board of Directors. At least one director of the Corporation shall be a resident of the State of Michigan. No person shall be disqualified from becoming or remaining a director because he or she also holds a directorship or is an officer of any subsidiary, division or affiliate of the Corporation. To the extent provided in the Bylaws, Directors shall be elected at the annual meeting of shareholders. Directors shall be elected by a plurality vote of the shareholders represented (in person or by proxy).

C. Officers. The Officers of the Corporation shall be as appointed by the Board of Directors. Officers shall be elected by the directors present at any annual meeting or special meeting called for the purpose of electing an officer or officers.

D. Quorum of Directors. The majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors and the acts of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If a quorum shall not be in attendance, the meeting of the Board of Directors shall be adjourned from time to time until a quorum shall be present.

E. Filling Vacancies. Vacancies occurring on the Board of Directors for reasons other than removal by a vote of the shareholders shall be filled by a majority vote of the remaining directors. Any director so appointed shall hold office for the term of the vacancy, or until his or her respective successor is duly elected or qualified. If a director has been removed by a vote of the shareholders, the vacancy may only be filled by a vote of the shareholders.

F. Removal of Directors. A director may be removed with or without good cause as determined in the sole discretion of the shareholders pursuant to a vote of a majority of the shareholders present and voting, whether by person or by proxy, at a special meeting of the shareholders called for that purpose, or at any annual meeting.

ARTICLE VI
SHAREHOLDERS MEETING

The annual meeting of shareholders shall be held on the second Wednesday in May at a time set by the Board of Directors or on such other day as may be designated by the Board of Directors. The annual meeting of the shareholders of the corporation shall be held at a place as may be designated by the Board of Directors either within or without the State of Michigan unless otherwise required by law. The Board of Directors shall properly call and give notice of the annual meeting of the shareholders.

ARTICLE VII
STOCK

The amount of capital stock of the corporation shall be 1000 common shares of a par value of \$1.00 each. All stock shall be issued for cash or property as provided by law and when issued shall be fully paid and non-assessable and shall be issued at such times, in such amounts and under such conditions as the Board of Directors of the corporation shall from time to time determine, subject to such approval of the Commissioner of the Office of Financial and Insurance Services of the State of Michigan to the extent required by law. The holders of shares of common stock shall be entitled to one vote for each share of common stock held in the shareholder's name on the books of the corporation on each matter submitted to a vote of the shareholders.

No holder of any shares of this Corporation shall have any pre-emptive rights to subscribe for or to purchase any shares of this Corporation of any class whether such shares or such class be now or hereafter authorized.

ARTICLE VIII
DIVIDENDS

Dividends and distributions on shares of common stock may be declared and paid out of surplus earnings with such frequency, in such form and in such amount as the Board of Directors may from time to time determine, unless otherwise prescribed by law.

Dividends and distributions may be paid in cash or shares, including authorized but unissued shares, or a combination of any of the foregoing, as determined by the Board of Directors or pursuant to any programs the Board of Directors may have in effect at the time.

ARTICLE IX **PROXIES**

Shareholders of the corporation may vote through a properly designated representative or through a properly executed proxy. All proxies must be filed with the Secretary at least one (1) day prior to an election or meeting at which such proxy is to be used or such additional time as may be provided by the Bylaws.

ARTICLE X **SHAREHOLDER PROPERTY**

The private property of the shareholders of the corporation shall be exempt from corporate liabilities, and this Article X may not be amended.

ARTICLE XI **DIRECTOR LIABILITY**

No director of the corporation shall be personally liable to the corporation's shareholders or policyholders for monetary damages for breach of the director's fiduciary duty, provided that the foregoing shall not eliminate or limit the liability of a director for any of the following:

- i. a breach of the director's duty of loyalty to the corporation or its shareholders or policyholders;
- ii. acts or omissions not in good faith or that involve intentional misconduct or knowing violations of law;

iii. a violation of Section 5036, 5276 or 5280 of the Michigan Insurance Code, being MCL 500.5036, 500.5276 and 500.5280;

iv. a transaction from which the director derived an improper personal benefit; or

v. an act or omission occurring on or before January 1, 1989.

If the Michigan Insurance Code is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation and personal liability contained herein, shall be eliminated or limited to the fullest extent permitted by the Michigan Insurance Code as so amended. No amendment or appeal of this Article XI shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or appeal.

ARTICLE XII

INDEMNIFICATION

A. **Indemnification: Claims by Third Parties.** The Corporation shall indemnify any officer or director of the Corporation and may indemnify any other individual who was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that he or she 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, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation or its shareholders, and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of an action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed, to be in or not opposed to the best interests of the corporation or its shareholders, and, with respect to a criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

B. Indemnification: Claims Brought by or In the Right of the Corporation. The Corporation shall indemnify any director or officer of the Corporation and may indemnify any other individual who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses, including actual and reasonable attorneys' fees, and amounts paid in settlement incurred by the person in connection with the action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or its shareholders. However, indemnification shall not be made for claim, issue, or matter in which the person has been found liable to the Corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

C. Approval of Indemnification. An indemnification under subsection A or B above, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subsections A and B. This determination shall be made in any of the following ways:

1. By a majority vote of a quorum of the Board consisting of directors who were not parties to the action, suit, or proceeding.
2. If the quorum described in subsection 1 is not obtainable, then by a majority vote of a committee of directors who are not parties to the action. The committee shall consist of not less than 2 disinterested directors.
3. By independent legal counsel in a written opinion.
4. By the shareholders.

D. Partial Indemnification. If a person is entitled to indemnification under subsections A or B above for a portion of expenses including attorneys' fees, judgments, penalties, fines and amounts paid in settlement, but not for the total amount thereof, the Corporation may indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

E. Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in subsection A or B above shall be paid by the Corporation in

advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director or officer of the Corporation to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made and may, but need not be, secured as determined by the Board of Directors in its discretion.

F. Other Rights of Indemnification. The indemnification or advancement of expenses provided under subsections A to E above is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under these Articles of Incorporation, the Bylaws of the Corporation, or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided for in subsections A to E continues as to a person who ceases to be a director or officer of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of the person.

G. Application to a Resulting of Surviving Corporation or Constituent Corporation. The definition for "corporation" found in Section 5242d of the Insurance Code, as the same exists or may hereafter be amended, is and shall be, specifically excluded from application to this Article XII. The indemnification and other obligations of the Corporation set forth in this Article XII shall be binding upon any resulting or surviving corporation after any merger or consolidation of the Corporation. Notwithstanding anything to the contrary contained herein or in Section 5242d of the Insurance Code, no person shall be entitled to the indemnification and other rights set forth in this Article XII for acting as a director or officer of another corporation prior to such other corporation entering into a merger or consolidation with the Corporation.

H. Insurance. Unless expressly contrary to law, the corporation may purchase and maintain insurance on behalf of any director or officer who is or was a director, officer, partner, trustee, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against any liability asserted against and incurred by such person in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify such person against such liability under this Article XII.

I. Contract With the Corporation. The right to indemnification conferred in this Article XII shall be deemed to be a contract between the Corporation and each director or officer who serves in any such capacity at anytime while this Article XII is in effect, and any repeal or modification of any such law or of this Article XII shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts. In the event this Article XII is repealed or modified, the corporation shall give written notice thereof

to the directors and officers and any such repeal or modification shall not be effective for a period of sixty (60) days after such notice is delivered.

J. Indemnification of Employees and Agents. Any person who is not covered by the foregoing provisions of this Article XII and who is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, partner, trustee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, may be indemnified to the extent authorized at any time or from time-to-time by the Board of Directors.

K. Savings Clause. Each and every paragraph, sentence, term and provision of this Article XII shall be considered severable in that, in the event a court finds any paragraph, sentence, term or provision to be invalid or unenforceable, the validity and enforceability, operation, or effect of the remaining paragraphs, sentences, terms, or provisions shall not be affected, and this Article XII shall be construed in all respects as if the invalid or unenforceable matter had been omitted.

ARTICLE XIII **AMENDMENTS**

Subject to the approval of the Commissioner of the Office of Financial and Insurance Services of the State of Michigan, these Articles of Incorporation, except Article X, may be amended at any annual meeting of the shareholders or at such special meeting thereof called for that purpose, and such amendment shall be made by the affirmative vote of a majority of the shares of common stock represented at such meeting and voting, in person or by proxy, provided, however, that a quorum is present for such meeting. At any meeting of the shareholders to consider or act upon any proposed amendment to the Articles of Incorporation, the shareholders may adopt any modification or revision thereof proposed at such meeting.

IN WITNESS WHEREOF, we, the parties hereby associating, for the purpose of giving legal effect to these articles, hereunto sign our names this 13th day of December, A.D. 2000.

NAMES	SIGNATURES
William B. Cheeseman	<i>William B. Cheeseman</i>

STATE OF MICHIGAN }
 } ss
County of Ingham }

On this 13th day of December, 2000, before me a notary public in and for said county, personally appeared William B. Cheeseman, known to me to be the person named above and who executed the foregoing instrument, and acknowledged that he executed the same freely and for the intents and purposes therein mentioned.

Kathleen M. Coffey

Notary Public, Ingham County, Michigan.
My commission expires: 7-11, 2003


LAN01\64760.12
ID\JAG

MUTUAL INSURANCE CORPORATION OF AMERICA

SECRETARY'S CERTIFICATE

December 13, 2000

I, Monte D. Jahnke, Secretary of Mutual Corporation of America certify by my signature below that attached are the true and accurate minutes of a Special Meeting of the policyholder members of the corporation held on November 29, 2000 at East Lansing, Michigan.



Monte D. Jahnke

DIVISION OF INSURANCE
RECEIVED

DEC 13 2000

LANSING, MICHIGAN

MUTUAL INSURANCE CORPORATION OF AMERICA
MINUTES OF THE SPECIAL MEETING OF THE POLICYHOLDERS
November 29, 2000

I. CALL TO ORDER: READ PROOF OF NOTICE

On call and notice, a Special Meeting of the Policyholders of Mutual Insurance Corporation of America was held at company headquarters in East Lansing, Michigan at 9:00 a.m.

Directors Present: Thomas R. Berglund, M.D., Board Chair
Myron R. Emerick, D.O.
John W. Hall, M.D.
AppaRao Mukkamala, M.D.
Thomas C. Payne, M.D.
Dawn E. Springer, M.D.

Others Present: Geoff Barker
Stephen L. Byrnes
Bridget Cheeseman
Georg Drake, Chase Mellon Shareholder Services
Don G. Davis, M.D.
Sandra S. Gould
Monte D. Jahnke, Kerr, Russell & Weber, PLC
Laura Hischke
Robert Kellogg
Kevin Kelly
Kenneth Laing
Paul Lipscomb
Thomas J. Lowry
Kathleen Opperwall
Jennifer Sanders
Karen A. Sawyer
Dawn Shattuck
Ann Storberg
Audrey R. Tien
Christopher J. Waterson
Fred Wendell

DIVISION OF INSURANCE
RECEIVED

DEC 1 2000

LANSING, MICHIGAN

Thomas R. Berglund, Chairman of the Board, called to order the meeting for the following purposes: To approve the Conversion Plan; to adopt Amended and Restated Articles of Incorporation; and to vote upon such other matters as may properly come before the meeting. He announced that ten minutes would be allotted following the close of regular business for questions from the floor. As meeting chair, Dr. Berglund stated he would exercise complete discretion as to the nature, scope and appropriateness of any such questions.

Monte Jahnke reported that he had possession of the policyholder transmittal letter which served as Notice of the Meeting, the form of proxy card and prospectus that were mailed on November 6, 2000, to all policyholders of record of the company as of June 28, 2000, the record date for this meeting. In addition, Mr. Jahnke is in possession of the mailing confirmation from Chase Mellon Shareholder Services who mailed the meeting materials.

Mr. Jahnke concluded by stating that each policyholder is entitled at this meeting to the number of votes allowed them by the bylaws of the company, being one vote for each \$100 of premium paid within the proceeding year.

II. ROLL CALL FOR QUORUM

Mr. Jahnke reported that at least 10 policyholders are present in person as required by law, and that at least 74,352 policyholders are present by proxy. These numbers satisfy the quorum requirements for this meeting.

III. APPROVAL OF MINUTES OF MAY 10, 2000, ANNUAL MEETING MINUTES

On a motion seconded and unanimously carried, the minutes of the May 10, 2000, Annual Meeting were approved as printed.

IV. UNFINISHED BUSINESS

There was no unfinished business.

V. NEW BUSINESS

A. Report of Proxy Collection

Ms. Georg Drake, Inspector of Election, reported that a majority of the policyholders present and voting, in person or by proxy, have voted in favor of the proposed motions: to approve the Plan of Conversion pursuant to which MICOA will be converted from a Michigan domiciled mutual insurance company to a Michigan domiciled stock insurance company, and would become a wholly owned subsidiary of American Physicians Capital, Inc.; and, secondly, to adopt Amended and Restated Articles of Incorporation; and they have otherwise granted their proxy to vote on other matters at this meeting. A master ballot confirming relevant voting totals will be prepared and attached to the minutes of this meeting.

B. Approval of Plan Conversion

A motion to approve the Plan of Conversion as amended was then made and seconded. Don G. Davis, M.D., a MICOA policyholder member, then spoke generally in opposition to approving the Plan and the Amended and Restated Articles of Incorporation. Dr. Davis confirmed that he cast his votes against both proposals. Following a discussion of his questions there were no further comments from the floor. The matter then passed with a majority exceeding 80% of policyholder votes present in person and by proxy.

C. Adoption of Amended and Restated Articles of Incorporation

The MICOA Board, at its meeting on June 28, 2000, approved proposed Amended and Restated Articles of Incorporation. The MICOA Board now recommends that its policyholders approve this restatement.

On a motion seconded and carried by majority exceeding 80%, the policyholders adopted the restated Articles of Incorporation.

D. Other

1. Questions and Answers

Dr. Berglund then declared the Question and Answer session open for ten minutes. No questions were posed, and no special actions were proposed by anyone present. The session was terminated.

2. Other

Mr. Jahnke then noted for the record that the statutory requirement of approval by two-thirds of the policyholders for the Plan of Conversion was both met and exceeded. The Plan will not be filed with documentation related to the adoption of Amended and Restated Articles with the Michigan Office of Financial and Insurance Services for final acceptance.

VII. ADJOURNMENT

There being no further business to come before the membership, Dr. Berglund adjourned the meeting at 9:16 a.m.


Thomas R. Berglund, M.D., Meeting Chair


Karen A. Sawyer, Meeting Secretary

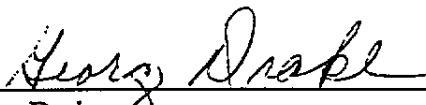
MUTUAL INSURANCE CORPORATION OF AMERICA
SPECIAL MEETING OF MEMBERS
NOVEMBER 29, 2000
OATH OF INSPECTOR OF ELECTION

STATE OF MICHIGAN

COUNTY OF INGHAM

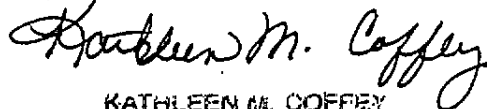
CITY OF EAST LANSING

I, Georg Drake, the undersigned, duly appointed and qualified Inspector of Election at the Special Meeting of Members of Mutual Insurance Corporation Of America., held on November 29, 2000, at 9:00 a.m., local time, at the Company's office at 1301 North Hagadorn Road, East Lansing, Michigan, upon my oath, do promise and swear that I will, faithfully, honestly and impartially perform my duties of Inspector of Election and will, to the best of my ability, tabulate proxies, and ballots cast by stockholders at said meeting with respect to any business which may properly come before the Meeting, and make a true report of the same.


Georg Drake

SUBSCRIBED AND SWORN to before me this 29th day of November, 2000.

Notary Public in and for the State of Michigan
residing at Shiawassee County
My commission expires 7-11-2003.



KATHLEEN M. COFFEY
Notary Public, Shiawassee Co., MI
Acting in Ingham County, Michigan
My Comm. Expires July 11, 2003

Mutual Insurance Corporation Of America
Special Meeting of Members
9:00 a.m., November 29, 2000
1301 North Hagadorn Road
East Lansing, Michigan 48823

MASTER BALLOT

The undersigned duly appointed proxy(ies) (authority of which is attached hereto) for member(s) of Mutual Insurance Corporation of America, a Michigan corporation ("MICOA"), hereby vote(s) the number of policies indicated below FOR Proposal 1, the Plan of Conversion, and FOR Proposal 2, amended and restated Articles of Incorporation, except as otherwise specified below.

THE BOARD OF DIRECTORS OF MICOA RECOMMENDS
A VOTE FOR PROPOSAL 1 SET FORTH BELOW

1. The Plan of Conversion pursuant to which the Company will be converted from a Michigan domiciled mutual insurance company to a Michigan domiciled stock insurance company:

: FOR : WITHHOLD

104,597

No. of Votes Cast

22,990

No. of Votes Cast

THE BOARD OF DIRECTORS OF MICOA RECOMMENDS
A VOTE FOR PROPOSAL 2 SET FORTH BELOW

2. Amended and restated Articles of Incorporation:

: FOR : WITHHOLD

106,299

No. of Votes Cast

21,288

No. of Votes Cast

127,587

Number of Votes Cast

Monte D. Jahnke
Signature of proxy

November 29, 2000

Date

Monte D. Jahnke, Corporate Secretary

Print name of proxy

AFFIDAVIT OF MAILING

STATE OF NEW JERSEY)

) ss:

COUNTY OF BERGEN)

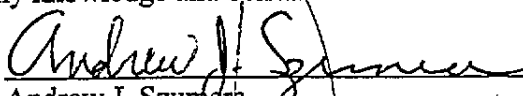
The undersigned, Andrew J. Szumera, after being first duly sworn, states under oath as follows:

1. I am a duly authorized Vice President of ChaseMellon Shareholder Services, L.L.C., and in such capacity caused ballots to be addressed to each member of Mutual Insurance Corporation Of America ("MICOA") eligible to vote under Michigan law and the Plan of Conversion, as their names and addresses appeared on the records of MICOA on the close of business on June 28, 2000.

2. Beginning on November 6, 2000 and completed on November 6, 2000 I caused to be mailed by priority mail at the United States Post Office, regularly maintained by the United States Government, the following described items (specimen copies of which are attached hereto) in a single envelope, postage prepaid to each member eligible to vote under Michigan law and the Plan:

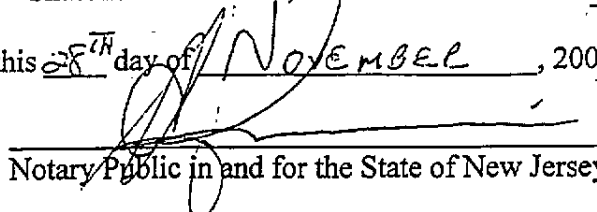
- Exhibit A Proxy, Subscription form
- Exhibit B President's Letter
- Exhibit C Question and Answer Booklet
- Exhibit D Notice of Special Meeting Of Members
- Exhibit E Prospectus
- Exhibit F Proxy Business Reply Envelope.
- Exhibit G Subscription Business Reply Envelope

The above is true and correct to the best of my knowledge and belief.



Andrew J. Szumera
Vice President of ChaseMellon
Shareholder Services, L.L.C.

Subscribed and sworn to before me this 28TH day of NOVEMBER, 2000.



Notary Public in and for the State of New Jersey

My Commission Expires:

CARLOS SEGUEN
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Dec. 12, 2000