



Meridian® Insurance
Meridian Mutual Insurance Company
Meridian Security Insurance Company
Meridian Citizens Mutual Insurance Company
Meridian Citizens Security Insurance Company

Legal Division

December 5, 2000

F99000004848

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

200003489432--7
-12/06/00--01070--006
*****87.50 *****87.50
43.75

RE: Meridian Citizens Mutual Insurance Company
Meridian Citizens Security Insurance Company

To Whom it May Concern:

Meridian Citizens Mutual Insurance Company and Meridian Citizens Security Insurance Company were redomesticated from the State of Minnesota to Indiana effective October 30, 2000.

One of the requirements of the Florida Department of Insurance is that we forward them a certificate from you acknowledging our filing of Amended Articles of Incorporation. I have enclosed Articles for both of the referenced companies. Please forward to us a Certificate acknowledging these filings so I might forward same on to the Florida Department of Insurance. I understand from talking with Marquita in your office that the charge for this is \$35.00 for the filing of the Articles and \$8.75 for each Certificate.

Therefore, I enclose a check in the amount of \$87.50 for these services.

Thanks so much, and please call me at 317-931-7249 if you have any questions.

Sincerely,

Lois J. Beam
Legal Assistant

Amended
FILED
01 JAN 31 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JAN 31 2001
T. LEWIS



Meridian® Insurance

Meridian Mutual Insurance Company
Meridian Security Insurance Company
Meridian Citizens Mutual Insurance Company
Meridian Citizens Security Insurance Company

Legal Division

February 7, 2001

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Attention: Thelma Lewis
Corporate Specialist Supervisor

RE: Letter Number: 000A00062512

Dear Ms. Lewis:

Per our telephone conversation today, enclosed is the correct form that should have been submitted to you for Meridian Citizens Mutual Insurance Company. The one you have on file is a form for a profit corporation." Meridian Citizens Mutual Insurance Company is a NOT-FOR-PROFIT entity. I previously sent you a certified copy of Articles of Incorporation from the domiciliary state of Indiana.

I am sorry for any inconvenience or extra work. Please acknowledge receipt of this filing so I can proceed with our filing with the Florida Department of Insurance.

Thank you so much, and if you have any questions, please call me at 317-931-7249 or 1-800-777-7324, extension 7249.

Sincerely,

Lois J. Beam
Paralegal and Legal Assistant



Meridian® Insurance
Meridian Mutual Insurance Company
Meridian Security Insurance Company
Meridian Citizens Mutual Insurance Company
Meridian Citizens Security Insurance Company

Legal Division

January 23, 2001

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Attention: Thelma Lewis
Corporate Specialist Supervisor

RE: Letter Number: 700A00062500

Dear Ms. Lewis:

Per your letter (see copy enclosed) of December 12, 2000, to me, I enclose herewith our Application by Foreign Not For Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida and a certification of Articles of Incorporation of Meridian Citizens Mutual Insurance Company from the domicile state of Indiana.

Once we receive acknowledgment of this filing with your office, we can then proceed with the documentation necessary to be filed with the Florida Department of State.

Thank you so much for your assistance, and if you have any questions, please call me at 317-931-7249.

Sincerely,

Lois J. Beam
Paralegal and Legal Assistant

lb/encs.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 12, 2000

LOIS J. BEAM, LEGAL ASSISTANT
MERIDIAN INSURANCE
P. O. BOX 1980
INDIANAPOLIS, IN 46206-1908

SUBJECT: MERIDIAN CITIZENS MUTUAL INSURANCE COMPANY
Ref. Number: F99000004848

We have received your document for MERIDIAN CITIZENS MUTUAL INSURANCE COMPANY and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A foreign corporation which has changed its jurisdiction, should file an amended application. The form should be accompanied by an original certificate from the domicile state.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 700A00062500

NOT FOR PROFIT CORPORATION
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA
(Pursuant to s. 617.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Meridian Citizens Mutual Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Minnesota 3. September 17, 1999
Incorporated under laws of Date authorized to conduct affairs 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? n/a
5. n/a
Name of corporation after the amendment, adding suffix "corporation" or "incorporated", or appropriate abbreviation, if not contained in new name of the corporation. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.
6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.
n/a n/a
New Duration Date
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.
Indiana October 30, 2000
New Jurisdiction Date
8. If the purpose which the corporation intends to pursue in Florida has changed indicate new purpose.

n/a

n/a
The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation.

Susan Bowron-White
Signature

February 7, 2001
Date

Susan Bowron-White
Typed or printed name

Corporate Secretary
Title

Certificate of Similarity
11-9-33

INSURANCE DEPARTMENT
STATE OF INDIANA
office of
COMMISSIONER OF INSURANCE

Indianapolis, Indiana **November 17, 2000**

I, Sally McCarty, Commissioner of Insurance of the state of Indiana, do hereby certify that I have caused to have compared the annexed copy of the **Articles of Incorporation of the Meridian Citizens Mutual Insurance Company** with the original on file at this Department and find the same to be a correct transcript of the whole of said original.

In witness whereof, I have hereunto
set my hand and affixed my official
seal the day and year first above
written.



Sally McCarty

Insurance Commissioner

Commissioner's Certification Seal is in red

RECEIVED
INCORPORATIONS DIV.

APPROVED
DEPARTMENT OF INSURANCE

OCT 18 2000

Mark P. Pugh

ARTICLES OF INCORPORATION OF
MERIDIAN CITIZENS MUTUAL INSURANCE COMPANY
(An Existing Minnesota Corporation Redomesticating to Indiana)
PURSUANT TO THE PROVISIONS OF THE INDIANA CODE
(I.C. 27-1-6 and 27-1-6.5)

STATE OF INDIANA
INSURANCE COMMISSIONER
Deputy
JOE ATHE GILROY

The undersigned, Meridian Citizens Mutual Insurance Company, a corporation currently domiciled under the laws of the State of Minnesota, for the purpose of continuing its existence, without interruption, as a corporation organized under the laws of the State of Indiana, does hereby elect, pursuant to the laws of the State of Indiana, (I.C. 27-1-6.5 and I. C. 27-1-6), to become redomesticated as an Indiana corporation. Upon the taking of effect of these Articles of Incorporation, Meridian Citizens Mutual Insurance Company shall be and continue to be possessed of all privileges, franchises, and powers to the same extent as if it had been, at all times during its corporate existence, incorporated under the laws of the State of Indiana; and all privileges, franchises, and powers belonging to said Corporation, and all property, real, personal and mixed, and all debts due on whatever account, all certificates of authority, agent appointments, outstanding insurance policies, capital structure, and all choses in action, shall be and the same are hereby ratified, approved, confirmed and assured to Meridian Citizens Mutual Insurance Company, with like effect and to all intents and purposes as if it had been, at all times during its corporate existence, incorporated under the laws of the State of Indiana. Without limitation of the foregoing, Meridian Citizens Mutual Insurance Company shall be given recognition as a domestic insurance company of the State of Indiana for all purposes, from and after March 20, 1914, the date of its initial incorporation in its original domiciliary state.

For the purpose of setting forth its Articles as an Indiana corporation, Meridian Citizens Mutual Insurance Company hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall remain Meridian Citizens Mutual Insurance Company.

ARTICLE II

The post office address of the Corporation's principal office shall be located within the County of Marion and State of Indiana at 2955 North Meridian Street, P. O. Box 1980, Indianapolis, Indiana, 46206. The Corporation shall have power to conduct its business wherever authorized by law and may establish such other and additional offices for the conduct of its business either within or without the State of Indiana as its Board of Directors shall deem necessary.

ARTICLE III

The duration of the Corporation shall be perpetual.

ARTICLE IV

The Corporation shall be authorized to engage in and transact insurance and reinsurance under Class 2 (a), (b), (c), (d), (e), (f), (g), (h), (i), (j), (k, excluding bail bonds), (l), and (m) and Class 3 (a), (b), (c), and (d) of Section 27-1-5-1 of the Indiana Code, as now in force or hereafter to be amended.

ARTICLE V

The amount of surplus as regards policyholders which the Corporation has is \$9,030,323.00 as of March 31, 2000. The Corporation shall maintain no less than the minimum capital and surplus required by Indiana law to continue conducting the business of insurance.

ARTICLE VI

The Board of Directors of the Corporation shall consist of the five (5) persons named below who are presently serving as Directors of the Corporation and who shall continue to serve as Directors of the Corporation until the next annual meeting of policyholders of the Corporation or until their successors are duly elected and qualified. Thereafter, in accordance with the bylaws of the Corporation, the Board of Directors shall consist of not less than five (5) Directors or more than nine (9) Directors who shall hold office for the ensuing year and until their successors are duly elected and qualified. The actual number of Directors of the Corporation within the limits specified shall be fixed from time to time as provided in the bylaws of the Corporation.

The Board of Directors shall be the governing body of the Corporation and shall have the power and authority to prescribe such bylaws and rules for the regulation of the Corporation as may be necessary or proper, not inconsistent with the laws of the State of Indiana for the purpose of managing the affairs of the Corporation, and to elect such officers as may be deemed necessary, and shall prescribe their term of office together with their powers, duties, and compensation.

The five (5) current Directors of the Corporation are:

1. Norma J. Oman, Chairman of the Board and Director
2. Steven R. Hazelbaker, Director
3. Carl W. Buedel, Director
4. Timothy J. Hanrahan, Director
5. Joel E. Brown, Director

The officers of the Corporation shall be elected each year by the Directors at the annual meeting thereof, or by unanimous written consent and shall hold office until the next annual meeting of Directors or until their respective successors are elected and qualified.

The following constitute the existing officers:

1. Norma J. Oman, President and Chairman of the Board
2. Carl W. Buedel, Senior Vice President
3. Timothy J. Hanrahan, Senior Vice President
4. Steven R. Hazelbaker, Vice President, Chief Financial Officer and Treasurer
5. William C. Paumen, Vice President
6. Susan Bowron-White, Assistant Secretary

The post office address for each Director and Officer is:

2955 North Meridian Street
P. O. Box 1980
Indianapolis, Indiana 46206-1980

ARTICLE VII

Other provisions, consistent with the laws of this state, for the regulation of the business and conduct of the affairs of the Corporation and creating, defining, limiting, or regulating the powers of the Corporation or the Directors are as follows:

This Corporation shall have the following authority and powers:

1. To continue as a corporation, under its corporate name, for the period set forth in its articles of incorporation.
2. To sue and be sued in its corporate name.
3. To have a corporate seal and to alter the same at pleasure.
4. To acquire, own, hold, lease, mortgage, pledge, convey or otherwise dispose of property, real and personal, tangible and intangible.
5. To acquire, subscribe for, own, hold, vote, mortgage, lend, pledge, convey, or otherwise dispose of, and to guarantee or otherwise deal in and with, shares or other interests in, or obligations of, any entity, including itself, except as otherwise prohibited or limited by this article.
6. To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust, or other entity.
7. To borrow money, and to issue its notes or debentures to evidence such borrowings, but any debentures so issued shall be subordinate to the rights of policyholders, members or creditors of such corporations.
8. To conduct business in this state and elsewhere; to have one (1) or more offices out of this state; to acquire, own, hold and use, and to lease, mortgage, pledge, sell, convey, or otherwise dispose of property, real and personal, tangible and intangible, out of this state.
9. To appoint such officers and agents as the business of the corporation may require, and to define their duties and fix their compensation.
10. To lend money, invest and reinvest its funds, and receive and hold real estate and personal property as security for repayment, except as otherwise limited in this title.

11. To pay pensions and establish and administer pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, welfare plans, qualified and nonqualified retirement plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents.

12. To make donations for the public welfare or for charitable, scientific, or education purposes.

13. To make bylaws for the government and regulation of its affairs.

14. To cease doing business and to dissolve and surrender its corporate franchise and authority and license to transact an insurance business in this state.

15. To do all acts and things necessary, convenient, or expedient to carry out the purposes for which it is formed.

16. To become a member of any federal home loan bank; to purchase stock therein, to borrow money or obtain advances from any such bank and to transfer, assign, and pledge property to or with such bank as security for the payment of such loans or advances, to do and perform all acts required of members of a federal home loan bank, and to possess and exercise all rights, powers, and privileges conferred upon such members under the provisions of the act of Congress entitled Federal Home Loan Bank Act.

17. To do all acts and things necessary, advisable, convenient or expedient to carry out the purposes, or to attain the objectives, or to further any of the powers herein set forth, for which this corporation is formed, and to do every other act or thing incidental thereto or connected therewith which is not forbidden by the laws of the State of Indiana or by these Articles of Incorporation.

ARTICLE VIII

The Corporation shall be bound by all the terms and provisions of the Indiana Code, applicable to similar domestic companies organized or incorporated thereunder, and shall be considered as organized under Title 27, Article 1, Chapter 6 of said Code.

ARTICLE IX

The power to make, alter, amend or repeal the bylaws of the new corporation is hereby vested in the Board of Directors.

ARTICLE X

These Articles may be amended at any annual meeting of the policyholders or at any special meeting thereof called for that purpose, and such amendment shall be made by the affirmative vote of a majority of the policyholders in attendance at said meeting, in person or by proxy, provided, however, that a quorum is present at said meeting.

Dated this 21 day of June, 2000.

MERIDIAN CITIZENS MUTUAL
INSURANCE COMPANY

By Norma J. Oman
Norma J. Oman
President and Chief Executive Officer

ATTEST:

Susan Bowron-White
Susan Bowron-White
Assistant Corporate Secretary

STATE OF INDIANA)
) SS:
COUNTY OF MARION)

On this 21 day of June, 2000, before me, the undersigned, a Notary Public in and for said County, in said State, personally appeared Norma J. Oman and Susan Bowron-White, to me personally known, who, being by me duly sworn, did say that they are the President and Assistant Secretary, respectively, of said Corporation; that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors; and that the seal affixed hereto is the seal of said Corporation; and that the said President and Assistant Secretary, as such officers, acknowledged the execution of said instrument to be the voluntary act and deed of said Corporation, by it and by them voluntarily executed.

Lois J. Beam
Lois J. Beam, Notary Public

My Commission Expires: 3-6-08
County of Residence: Marion