

Mortgage Guaranty Insurance Corporation

Terrance R. Wright  
Vice President

P03405

July 17, 1997

800002254718--8  
-08/01/97--01037--011  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Ms. Louise Flemming-Jackson  
Corporate Specialist Supervisor  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
97 JUL 28 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: MGIC Assurance Corporation  
Ref. Number: P03405

Dear Ms. Flemming-Jackson:

Pursuant to your letter of July 2, 1997, enclosed please find the following:

1. Application to File Amendment for Authorization to Transact Business.
2. Certified copies of the Amended and Restated Articles of Incorporation and the Amendment to the Articles of Incorporation.
3. Certified copy of the Wisconsin Certificate of Authority.
4. Check in the amount of \$43.75 is resubmitted.

Your early approval of these changes would be appreciated. Please call if there are questions.

Sincerely,

*Terrance R. Wright*

Terrance R. Wright

TRW/blb  
Enclosures

*Amend changing  
jurisdiction  
LFG  
7-31-97*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 2, 1997

Terrance R. Wright  
% MORTGAGE GUARANTY INSURANCE CORP.  
Post Office Box 756  
Milwaukee, WI 53201

SUBJECT: MGIC ASSURANCE CORPORATION  
Ref. Number: P03405

Upon receipt of your letter and/or check(s) totaling \$43.75, no document was found. Please send your document with any fees due to:

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

Please return a copy of this letter to ensure your money is properly credited.

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 the enclosed check for \$43.75 or a newly issued check with your corrected document.

If you have any questions concerning the filing of your document, please call (850) 487-6910.

Louise Flemming-Jackson  
Corporate Specialist Supervisor

Letter Number: 097A00034716

**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.)

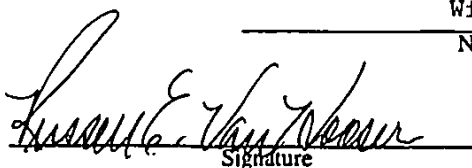
**SECTION I**  
**(1-3 MUST BE COMPLETED)**

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TALLAHASSEE, FLORIDA

1. MGIC Assurance Corporation  
Name of corporation as it appears on the records of the Department of State.
2. Oklahoma 3. 9-17-84  
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? NA
5. NA  
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.
- NA  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

  
Signature

Russell E. Van Hooser

Typed or printed name

July 17, 1997

Date

Senior Vice President

Title

Wisconsin

New Jurisdiction



*State of Wisconsin*  
*Office of the Commissioner of Insurance*

*P.O. Box 7873*

*Madison, Wisconsin 53707-7873*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATION OF THE AUTHENTICITY OF COPY OF DOCUMENT ON FILE**

The Commissioner of Insurance of the State of Wisconsin certifies that the attached copy of

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION**

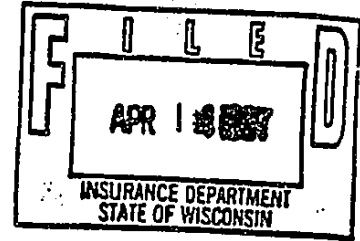
for **MGIC ASSURANCE CORPORATION**

is a true and correct copy of the original now on file with the Office of the Commissioner of Insurance.

Dated at Madison, Wisconsin, this 15th day of July, 1997

*Josephine W. Tinsley*  
Commissioner of Insurance

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
MGIC ASSURANCE CORPORATION**



The undersigned authorized officers of MGIC Assurance Corporation, a Wisconsin stock insurance corporation organized under Chapter 611 of the Wisconsin Statutes (the "Corporation"), hereby certify that, in accordance with all applicable provisions of Chapter 611 (and the incorporated provisions of the Wisconsin Business Corporation Law) as described below, Article II of the Corporation's Articles of Incorporation shall be amended by deleting it in its entirety and replacing it with the following:

**ARTICLE II**

**PURPOSES**

The purposes for which the Corporation is organized are to engage in the businesses of issuance of surety insurance and of mortgage guaranty insurance on junior liens or charges on residential real estate as defined in Wisconsin Administrative Code Chapter 6, Ins. 6.75(2)(g) and (i)(1)(d), respectively, or any successor provisions of such Code or applicable law, and reinsurance of any such insurance. The Corporation shall have all powers, rights and privileges, to the full extent permitted by applicable law, in furtherance of the foregoing purposes.


The undersigned authorized officers of the Corporation hereby certify as follows:

1. The foregoing amendment of Article II of the Articles of Incorporation of the Corporation was duly adopted by the Corporation's Board of Directors and by the Corporation's sole shareholder, each on March 27, 1997, in accordance with Section 611.29 of the Wisconsin Statutes (and Section 180.1003 of the Wisconsin Business Corporation Law).
2. The adoption of the foregoing amendment of Article II of the Corporation's Articles of Incorporation does not provide for an exchange, reclassification or cancellation of issued shares nor effects any change in the number of authorized shares of the Corporation.


Executed on behalf of the Corporation on April 11, 1997, by the following duly authorized officers of the Corporation.

MGIC ASSURANCE CORPORATION

By:

  
Jeffrey H. Lane  
Senior Vice President, General Counsel  
and Secretary

Attest:

  
Joseph J. Ziino, Jr.  
Assistant Secretary

This document was drafted by Joseph J. Ziino, Jr., Assistant Secretary of MGIC Assurance Corporation.

Please return file-stamped copy of this document to:

Joseph J. Ziino, Jr.  
MGIC Assurance Corporation  
250 East Kilbourn Avenue  
Milwaukee, WI 53202



*State of Wisconsin*  
*Office of the Commissioner of Insurance*  
*P.O. Box 7873*  
*Madison, Wisconsin 53707-7873*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATION OF THE AUTHENTICITY OF COPY OF DOCUMENT ON FILE**

The Commissioner of Insurance of the State of Wisconsin certifies that the attached copy of

**CERTIFICATE OF AUTHORITY**

for **MGIC ASSURANCE CORPORATION**

is a true and correct copy of the original now on file with the Office of the Commissioner of Insurance.

Dated at Madison, Wisconsin, this 13th day of June, 1997

*Josephine W. Tinslee*  
Commissioner of Insurance



# *Certificate of Authority* *State of Wisconsin*

Office of the Commissioner of Insurance  
P.O. Box 7873  
Madison, Wisconsin 53707-7873

*Certificate No.* 00012229

*Date Issued:* 05-01-1997

*License Chapter:* 611 Wis. Stat.

**This Is To Certify,** That pursuant to the Insurance Laws of the state of Wisconsin,

MGIC Assurance Corporation  
Wisconsin

has paid the fees and taxes required by law and that it is hereby authorized to transact the business of:

- (2) (G) Surety insurance
- (2) (I) Mortgage guaranty insurance (THROUGH SEGREGATED ACCOUNT ONLY)

subject to the following limitations:

None

in the state of Wisconsin as long as the insurer continues to conform to the authority granted by this certificate, is in full compliance with all, and not in violation of any, of the the applicable laws and lawful requirements made under authority of the laws of the state of Wisconsin.

*Josephine W. Tinsley*  
Commissioner of Insurance





*State of Wisconsin*

*Office of the Commissioner of Insurance*

*P.O. Box 7873*

*Madison, Wisconsin 53707-7873*

**CERTIFICATION OF THE AUTHENTICITY OF COPY OF DOCUMENT ON FILE**

The Commissioner of Insurance of the State of Wisconsin certifies that the attached copy of

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

for **MGIC ASSURANCE CORPORATION**

is a true and correct copy of the original now on file with the Office of the Commissioner of Insurance.

Dated at Madison, Wisconsin, this 20th day of November, 1996

*Josephine W. Tinsley*  
Commissioner of Insurance

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
of  
MGIC ASSURANCE CORPORATION**

The undersigned, acting as the sole shareholder of an insurance corporation organized under the laws of the State of Oklahoma, amends and restates the Articles of Incorporation for such corporation, superseding and taking the place of the existing Articles of Incorporation and any amendments thereto, effective November 18, 1996 and provided that the Wisconsin Commissioner of Insurance has approved the corporation's Application for a Certificate of Incorporation and Certificate of Authority, as follows:

**ARTICLE I**

**CORPORATE NAME**

The name of the corporation is MGIC Assurance Corporation (the "Corporation"). The Corporation is a continuance of the corporate existence of a former Oklahoma corporation with a Wisconsin domicile. The September 27, 1937 date of incorporation of the Corporation shall continue notwithstanding the change of its domicile to Wisconsin. The Corporation is organized under Chapter 611 of the Wisconsin Statutes.

**ARTICLE II**

**PURPOSES**

The purpose for which the Corporation is organized is to engage in the business of mortgage guaranty insurance on junior liens or charges on residential real estate as defined in Wisconsin Administrative Code Chapter 6, Ins. 6.75(2)(I)(1)(d) or any successor provision of such Code or applicable law. The Corporation shall have all powers, rights and privileges, to the full extent permitted by applicable law, in furtherance of the foregoing purpose.

**ARTICLE III**

**CAPITAL STOCK**

The amount of capital of the Corporation shall be Three Million Five Hundred Thousand Dollars (\$3,500,000) and shall consist of an aggregate of three hundred fifty thousand (350,000) shares of common stock represented by one class only, having a par value of Ten Dollars (\$10) per share.

#### ARTICLE IV

##### PREEMPTIVE RIGHTS

No holder of any stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The address of the initial registered office of the Corporation is 44 East Mifflin Street, Madison, Wisconsin 53703 and the name of its registered agent at such address is C T Corporation System. Such registered office and agent may be changed or amended by the Board of Directors of the Corporation from time to time.

The undersigned further certified that:

- (a) The foregoing Amended and Restated Articles of Incorporation of the Corporation have been duly approved and authorized by the written consent of the Board of Directors of the Corporation and of the sole shareholder of the Corporation as of the 18th day of November, 1996, in accordance with the provisions of Section 611.29 of the Wisconsin Statutes.
- (b) The class and number of shares voted for and against such Amended and Restated Articles of Incorporation was:

<u>CLASS</u>	<u>NUMBER SHARES</u>	<u>VOTED FOR</u>	<u>VOTED AGAINST</u>
Class A Common	350,000	350,000	-0-

Executed on behalf of the Corporation on this 18th day of November, 1996 by the following duly authorized officers of the Corporation.

MGIC ASSURANCE CORPORATION

By: 

J. Michael Lauer, Executive Vice  
President and Chief Financial Officer

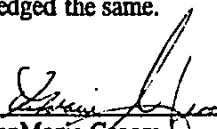
Attest: 

Jeffrey H. Lane, Secretary

STATE OF WISCONSIN     )  
                                      )§  
COUNTY OF MILWAUKEE    )

Personally came before me this 18th day of November, 1996, the above-named J. Michael Lauer and Jeffrey H. Lane, known to me to be the Executive Vice President and Chief Financial Officer, and Secretary, respectively, of MGIC Assurance Corporation and the persons who executed the foregoing Amended and Restated Articles of Incorporation and acknowledged the same.



  
AnnMarie Groom  
Notary Public, State of Wisconsin  
My commission expires 12/07/97