

P20063

STATE OF FLORIDA
OFFICE OF THE COMPTROLLER
APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: IGF Insurance Company EIN or SS#: _____
Attn: Mike Gooding
Address: 2882 106th Street
Des Moines IA 50322

Amount: \$78.75 Date Paid 7/28/97

Reason for claim: Overpayment of amendment filing fee for IGF INSURANCE COMPANY, #P20063.

Certified true and correct this _____ day of _____, 19 _____.

Signature _____

* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only

Agency recommends approval of above claim and submits the following information to substantiate the claim: Amount of recommended refund \$ 78.75

The amount requested above was originally deposited into the State Treasury as a part of the funds deposited on State Treasurer's Receipt No. 0115-010 dated 7/28/97

Name of Account _____
45202130001453000000000010000

Statutory Authority for Collection 607.0122

It is requested that payment be made from the following account:

NAME OF ACCOUNT _____
452021300014530000000022002000

Certified true and correct this _____ day of _____, 19 _____.

Department of State, Division of Corporations _____
(Agency) (Authorized Signature and Title)

P20063

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

500002249635--5
-07/28/97--01151--010
****122.50 ****122.50

SUBJECT: IGF Insurance Company
(Name of corporation - must include suffix)

Dear Sir or Madam:

W97-17451

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Mike Gooding
(Name of Person)
IGF Insurance Company
(Firm/Company)
2882 106th Street
(Address)
Des Moines, IA 50322
(City, State and Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 14 PM 12:55

Should you need to call someone concerning this matter, please call:

Mike Gooding at () 800 - 477-6724
(Name of Person) Area Code & Daytime Telephone Number

Amend
8/14/97 SF
Change of
Juris.

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Ref. # 78.75

~~Not a conflict~~
P20063



IGF INSURANCE COMPANY
AGRIBUSINESS PROTECTION SPECIALISTS

August 12, 1997

Jennifer Sindt
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: IGF Insurance Company
Certified Certificate of Status

Dear Ms. Sindt:

Per our phone conversation on 8/12/97, I am sending you the "Amendment Form" to revise IGF Insurance Company's state of domicile from Iowa to Indiana. You were going to run this form up to the revisions section department, and after the revision was made, return the amended certified Certificate of Status to IGF.

A little background on IGF's situation. IGF is filing an application to become licensed in the State of Florida. The application requests that the "Secretary of State" will mail a Certificate of Status to IGF upon request. On 7/25/97, I sent you a request for a certified Certificate of Status. On 7/29/97, you stated that IGF Insurance Company was already authorized in Florida, but domiciled in Iowa instead of Indiana. Thus the request for the amendment. I had previously sent your department \$122.50 for the certified Certificate of Status. As we spoke earlier, this amount should also cover the cost of the amendment.

I appreciate all your help in this matter. If you have any questions, please call me at 800-477-6724, ext. 8183.

Sincerely,

Mike Gooding
Senior Product Regulation Specialist

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)

1. IGF Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Iowa 3. 7/14/88
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? _____
5. _____
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.

Indiana
New Jurisdiction


Signature

8/12/97
Date

Dennis G. Daggett
Typed or printed name

President, COO
Title

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 14 PM 12:55

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that records of this office disclose that

IGP INSURANCE COMPANY

filed Articles of Incorporation on April 24, 1972, and is a corporation duly organized and existing under and by virtue of the laws of the State of Indiana.

I further certify this corporation has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Sixteenth day of July, 1997.

Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

[Signature]
Deputy

Certificate of Similarity
11-9-33

INSURANCE DEPARTMENT
STATE OF INDIANA
office of
COMMISSIONER OF INSURANCE

Sally McCarty, Indianapolis, Indiana, May 7, 1997
I, Acting Commissioner, Commissioner of Insurance of the State
of Indiana, do hereby certify that I have caused to have compared
the annexed copy of the Amended And Restated
Articles Of Incorporation
of IGF INSURANCE COMPANY
as of December 1, 1992

with the original of 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
Acting Commissioner of Insurance

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
IGF INSURANCE COMPANY

APPROVED
DEPARTMENT OF INSURANCE

DEC 01 1992
Randolph A. Ambrose
STATE OF INDIANA
INSURANCE COMMISSIONER

The undersigned incorporators, desiring to redomesticate IGF Insurance Company, an insurance corporation organized pursuant to the laws of the State of Iowa (the "Corporation"), to the State of Indiana pursuant to the provisions of the Indiana Insurance Law, as amended (I.C. 27-1-6-1 et seq.) (hereinafter referred to as the "Act"), execute the following Amended and Restated Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is IGF INSURANCE COMPANY.

ARTICLE II

Principal Office and Registered Agent

Section 2.1 Principal Office.

The post office address of the principal office of the Corporation is 4720 Kingsway Drive, Indianapolis, Indiana 46205.

Section 2.2. Registered Agent.

The name and post office address of the registered agent of the Corporation is Robert A. Rose, Esq., 135 N. Pennsylvania Street, Suite 2100, Indianapolis, IN 46204-2456.

ARTICLE III

Purposes and Powers

The Corporation is formed to conduct the business of, and act as, an insurance company with the power to write such insurance as is authorized under Class 2 and 3 of Indiana Code § 27-1-5-1, as amended. The Corporation shall have all of the rights and powers set forth in Indiana Code § 27-1-7-2, as may be amended from time to time, as well as, all other rights and powers set forth in any other provision of the Act.

ARTICLE IV

Period of Existence

The period during which the Corporation shall continue is perpetual, having originally commenced April 24, 1972.

ARTICLE V

Capital Stock and Paid-In Capital

Section 1. Paid-In Capital.

The Corporation shall have at least \$1,000,000 in paid-in capital.

Section 2. Number of Shares.

The total authorized number of shares of capital stock which the Corporation is to have authority to issue is three million (3,000,000) shares of common voting stock of the par value of Two and 00/100 Dollars (\$2.00) per share, and two million five hundred thousand (2,500,000) shares of cumulative, convertible preferred voting stock of the par value of one and 00/100 Dollar (\$1.00) per share, which capital stock shall be non-assessable.

Section 3. Terms of Shares.

(a) The authorized shares of the Corporation may be issued for such consideration as may be fixed from time to time by the Board of Directors. The amount of the consideration received by the Corporation, less the amounts allocated to capital surplus, from time to time, shall be the stated capital of the Corporation.

(b) The holder of each share of the capital stock, whether common or preferred, of the Corporation, subject to the provisions of the Act, shall be entitled to one (1) vote for each share of such stock standing in his or her name on the books of the Corporation at all meetings of the shareholders of the Corporation.

(c) To the extent not inconsistent with the Act, dividends on the issued and outstanding shares of stock in this Corporation shall be declared if, when, and as the Board of Directors in its sole discretion shall deem advisable, and only from the net profits or surplus of the Corporation as is fixed and determined by the Board. The Board is expected to give priority in its determination to pay dividends to shareholders of the cumulative convertible preferred voting stock and may declare dividends payable only to this class of stock without any requirement or obligation to declare and pay dividends to the holders of common stock. The determination of the Board of Directors at any time of the amount of net profits or surplus available for the payment of dividends

shall be binding and conclusive on the holders of all the stock, preferred or common, of the Corporation at the time outstanding. Such payments shall be to shareholders of the particular class thereof of record at the close of business on such date preceding the payment thereof as may be fixed by the Board in declaring any such dividend.

(d) On the vote of a majority of the Board of Directors of this Corporation, at any regular meeting or at a special meeting called for that purpose, the Corporation may, from time to time, by amendment to these Articles in conformity with Article IX, increase the authorized capital stock, common or preferred, of this Corporation. The preferred stock so authorized may include preferences allowing cumulative voting, priority with respect to dividends as provided in Section 3(c) of this Article, preferences on liquidation as provided in Section 3(e) of this Article, and rights of conversion as provided in Section 3(f) of this Article. These rights, preferences, and powers granted to the holders of shares of cumulative convertible preferred voting stock shall not be changed without the affirmative vote at a meeting, the notice of which shall state the general character of the matters to be submitted at such meeting, or the written consent with or without a meeting of the holders of at least 66-2/3% of the then outstanding shares of cumulative convertible preferred stock; nor may the Board and shareholders increase the authorized amount of convertible preferred stock; or authorize or create or increase the authorized amount of any additional class of stock ranking prior to or on a parity with the cumulative convertible preferred voting stock as to dividends or assets; or authorize or create, or increase the authorized amount of, any other class of stock or obligations convertible into or evidencing the right of purchase of any class of stock ranking prior to or on a parity with the cumulative convertible preferred voting stock as to dividends or assets without the same affirmative vote at a meeting, the notice of which shall state the general character of the matters to be submitted at such meeting of holders of at least 66-2/3% of the then outstanding shares of the cumulative convertible preferred voting stock.

(e) In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, or any reduction in its capital resulting in any distribution of assets to its stockholders, the then holders of shares of cumulative convertible preferred voting stock of the Corporation shall be entitled to receive in cash out of the net assets of the Corporation, whether from capital, surplus, or from earnings, an amount equal to the contribution by these holders of cumulative convertible preferred voting stock to the capital and surplus accounts (statutory and negative) of the Corporation as required at the time of issue of the cumulative convertible preferred stock. The holders of the common stock or the stock of any other class of the Corporation ranking junior to this cumulative convertible preferred voting

stock are subject in the event of liquidation, dissolution, or winding up of the Corporation, to the prior rights of the preferred stock, as long as it remains outstanding. The purchase or redemption by the Corporation of stock of any class, in any manner permitted by law, shall not for the purpose of this paragraph be regarded as a liquidation, dissolution, or winding up of the Corporation, or a reduction of its capital. Neither the consolidation nor merger of the Corporation with or into any other corporation or corporations, nor the sale or transfer by the Corporation of all or any part of its assets will be deemed a liquidation, dissolution, or winding up of the Corporation for purposes of this Section 3(e). Dividends or distributions to stockholders from the net profits or surplus earned after the date of any reduction of capital shall not be deemed to be a distribution resulting from such reduction in capital. No holder of shares of cumulative convertible preferred voting stock shall be entitled to receive any amounts with respect thereto upon any liquidation, dissolution, or winding up of the corporation other than the amount provided for in this Section 3(e).

(f) The holders of shares of cumulative convertible preferred voting stock shall have the right, at their option, to convert such shares into shares of common stock on the basis of one share of common stock for each share of cumulative convertible preferred voting stock converted. This conversion can be made without cost to the holders of the cumulative convertible preferred voting stock and without any requirement for an additional contribution to capital.

Article VI

Plan or Principal

The Corporation plans to issue, for adequate consideration, fully paid, non-assessable policies of insurance as permitted by the Act, and by the laws of such other jurisdictions in which the Corporation is licensed to do the business of insurance.

ARTICLE VII

Incorporators

The names, occupations and post office addresses of the incorporators of the Corporation are:

| <u>Name</u> | <u>Occupation</u> | <u>Number and Street or Building</u> | <u>City</u> | <u>State</u> | <u>Zip Code</u> |
|---------------------|--|--|--------------|--------------|-----------------|
| Dennis G. Daggett | Vice President, IGF Insurance Company | 2882 106th Street | Des Moines | IA | 50322 |
| Donald D. Dennis | Vice President, PAFCO General Insurance Company | 4720 Kingsway Dr., Suite 100 | Indianapolis | IN | 46205 |
| Terry E. Diers | Vice President, PAFCO General Insurance Company | 4720 Kingsway Dr., Suite 100 | Indianapolis | IN | 46205 |
| Donald J. Goodenow | Executive Vice President, PAFCO General Insurance Company | 4720 Kingsway Dr., Suite 100 | Indianapolis | IN | 46205 |
| William L. McDonald | President, IGF Insurance Company | 2882 106th Street | Des Moines | IA | 50322 |
| Douglas H. Symons | President, PAFCO General Insurance Company | 4720 Kingsway Dr., Suite 100 | Indianapolis | IN | 46205 |
| Carol J. Sorvik | Secretary-Treasurer, IGF Insurance Company | 2882 106th Street | Des Moines | IA | 50322 |

ARTICLE VIII

Officers and Directors

Section 1. Number of Directors.

The Board of Directors is composed of six (6) members. The number of directors may be from time to time fixed by the Bylaws of the Corporation at any number so long as the number of directors so fixed is not less than five (5). In the absence of a Bylaw fixing the number of directors, the number shall be six (6).

Section 2. Names, Post Office Addresses and Terms of the Officers and Directors.

The name, office or offices held, post office addresses and terms of the officers and directors of the Corporation are:

| <u>Name</u> | <u>Office</u> | <u>Address</u> | <u>Term</u> |
|------------------------|---|--|-------------|
| Charles Leroy Crawford | Director | 1001 8th Ave. N. Winterset, IA 50002 | 1 Year |
| Dennis G. Daggett | Vice President/ Director | 2882 106th Street Des Moines, IA 50322 | 1 Year |
| William L. McDonald | President/Director | 2882 106th Street Des Moines, IA 50322 | 1 Year |
| Carol J. Sorvik | Secretary-Treasurer | 2882 106th Street Des Moines, IA 50322 | 1 Year |
| Alan G. Symons | Director | 181 University Ave. Suite 1101 Box 11 Toronto, Ontario M5H 3M7 | 1 Year |
| Douglas H. Symons | Vice Chairman, Chief Operating Officer, Director | 4720 Kingsway Dr. Suite 100 Indianapolis, IN 46205 | 1 Year |
| Gerald G. Symons | Chairman of the Board, Chief Executive Officer, Director | 33-35 Reid Street PO Box HM1752 Hamilton, Bermuda | 1 Year |
| John M. Willer | Assistant Treasurer | 2882 106th Street Des Moines, IA 50322 | 1 Year |

Section 3. Qualifications of Officers and Directors.

The qualifications of officers and directors of the Corporation shall be prescribed by the Bylaws of the Corporation.

ARTICLE IX

Provisions for Regulation of Business
and Conduct of Affairs of Corporation

Section 1. Additional Powers.

In addition to the powers and authorities hereinabove or by statute expressly conferred, the Board of Directors is hereby authorized to exercise all such powers and do all such acts and things as may be exercised or done by a corporation organized and existing under the provisions of the Act.

Section 2. Conflict of Interest Transactions.

If the Corporation enters into contracts or transacts business with one or more of its Directors, or with any firm of which one or more of its Directors are members, or with any other corporation of which one or more of its Directors are stockholders, directors or officers, or in which they are financially interested, such contract or transaction shall not be invalidated or in any way affected by the fact that such Director or Directors have or may have interests therein, provided that the material facts of the contract or transaction, and of such Director's interest, is disclosed or known to the Board of Directors and a majority of the Directors who have no direct or indirect interest in such contract or transaction shall nevertheless authorize, approve and/or ratify such contract or transaction as required by Indiana Code § 27-1-7-12.5. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

Section 3. Limited Liability of Shareholders.

The private property of the stockholders shall not be subject in any event to the payment of any debts or obligations of the Corporation.

Section 4. Meetings.

Meetings of the stockholders and Board of Directors shall be held at such place, within or without the State of Indiana, as may be provided or authorized by the provisions of the Corporation's Bylaws.

Section 5. Amendment of Articles.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, or to add any provision thereto, in any manner now or hereafter prescribed or permitted by the provisions of the Act or any amendment thereto, or by the provisions of any other applicable statute of the State of Indiana; and all rights conferred upon shareholders in these Articles or any amendments thereto, are granted subject to this reservation.

Section 6. Amendment of Bylaws.

The Board of Directors shall have the power, without the consent or vote of the stockholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a majority of the Board of Directors at the time shall be necessary to effect any alteration, amendment or repeal.

(Remaining portion of page
intentionally left blank)

IN WITNESS WHEREOF, the undersigned, being all of the incorporators designated in Article VII, executes these Amended and Restated Articles of Incorporation and certify to the truth of the facts herein stated, this 24th day of November, 1992.

Dennis G. Daggett
Dennis G. Daggett

- Donald E. Dennis

Terry E. Diers

Donald J. Goodenow

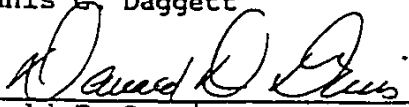
- William L. McDonald
William L. McDonald

Douglas H. Symons

Carol J. Sorvik
Carol J. Sorvik

IN WITNESS WHEREOF, the undersigned, being all of the incorporators designated in Article VII, executes these Amended and Restated Articles of Incorporation and certify to the truth of the facts herein stated, this 24th day of November, 1992.

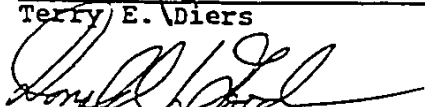
Dennis G. Daggett



Donald B. Dennis

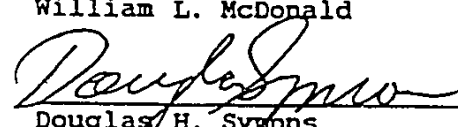


Terry E. Diers



Donald J. Goodenow

William L. McDonald



Douglas H. Symons

Carol J. Sorvik

STATE OF IOWA)
COUNTY OF Polk) SS:

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Iowa, certify that Dennis G. Daggett, being an Incorporator referred to in Article VII of the foregoing Amended and Restated Articles of Incorporation, personally appeared before me; acknowledged the execution thereof; and swore to the truth of the facts therein stated.

Witness my Hand and Notarial Seal this 23rd day of November, 1992.

My commission expires:

9-14-94

My county of residence:

Polk


Signature

Richard J. Howes
Printed Name of Notary



STATE OF INDIANA)
COUNTY OF MARION) SS:

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Indiana, certify that Donald D. Dennis, being an Incorporator referred to in Article VII of the foregoing Amended and Restated Articles of Incorporation, personally appeared before me; acknowledged the execution thereof; and swore to the truth of the facts therein stated.

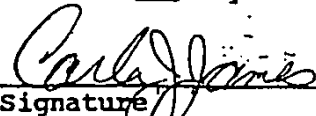
Witness my Hand and Notarial Seal this 24th day of November, 1992.

My commission expires:

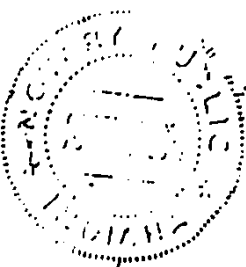
5-22-94

My county of residence:

Marion


Signature

Carla J. James
Printed Name of Notary



STATE OF INDIANA)
COUNTY OF Marion) SS:

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Indiana, certify that Terry E. Diers, being an Incorporator referred to in Article VII of the foregoing Amended and Restated Articles of Incorporation, personally appeared before me; acknowledged the execution thereof; and swore to the truth of the facts therein stated.

Witness my Hand and Notarial Seal this 24th day of November, 1992.

My commission expires:

5-22-94

My county of residence:

Marion

Carl J. James
Signature

CARL J. JAMES
Printed Name of Notary

STATE OF INDIANA)
COUNTY OF Marion) SS:

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Indiana, certify that Donald J. Goodenow, being an Incorporator referred to in Article VII of the foregoing Amended and Restated Articles of Incorporation, personally appeared before me; acknowledged the execution thereof; and swore to the truth of the facts therein stated.

Witness my Hand and Notarial Seal this 24th day of November, 1992.

My commission expires:

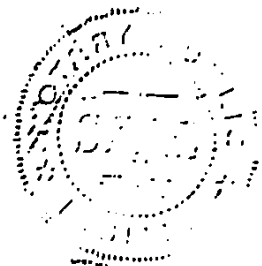
5-22-94

My county of residence:

Marion

Carl J. James
Signature

CARL J. JAMES
Printed Name of Notary



STATE OF IOWA)
COUNTY OF Polk) SS:

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Iowa, certify that William L. McDonald, being an Incorporator referred to in Article VII of the foregoing Amended and Restated Articles of Incorporation, personally appeared before me; acknowledged the execution thereof; and swore to the truth of the facts therein stated.

Witness my Hand and Notarial Seal this 23rd day of November, 1992.

My commission expires:

9-14-94

My county of residence:

Polk

[Signature]
Signature

Richard J. Howes
Printed Name of Notary



STATE OF Indiana)
COUNTY OF Marion) SS:

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Indiana, certify that Douglas H. Symons, being an Incorporator referred to in Article VII of the foregoing Amended and Restated Articles of Incorporation, personally appeared before me; acknowledged the execution thereof; and swore to the truth of the facts therein stated.

Witness my Hand and Notarial Seal this 27th day of November, 1992.

My commission expires:

5-22-94

My county of residence:

Marion

[Signature]
Signature

Carla J. James
Printed Name of Notary

STATE OF IOWA)
COUNTY OF Polk) SS:

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Iowa, certify that Carol J. Sorvik, being an Incorporator referred to in Article VII of the foregoing Amended and Restated Articles of Incorporation, personally appeared before me; acknowledged the execution thereof; and swore to the truth of the facts therein stated.

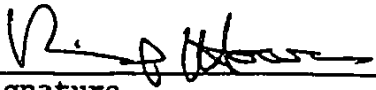
Witness my Hand and Notarial Seal this 23rd day of November, 1992.

My commission expires:

9-14-94

My county of residence:

Polk


Signature

Richard J. Howes
Printed Name of Notary



This instrument was prepared by David A. Shelton, Klineman, Rose, Wolf and Wallack, 135 N. Pennsylvania Street, Suite 2100, Indianapolis, IN 46204-2456.

SUBDIVISION B

MANNER OF ADOPTION AND VOTE

A certificate by the President and Secretary of IGF Insurance Company regarding the action taken by the Directors and Shareholders of the Company in respect to the adoption of the Amended and Restated Articles of Incorporation contained in Subdivision A, is attached hereto:

(Remaining portion of page
intentionally left blank)

CERTIFICATE REGARDING ACTION TAKEN
BY DIRECTORS AND SHAREHOLDERS OF
IGF INSURANCE COMPANY

ACTION BY DIRECTORS

The Board of Directors of the Corporation, by unanimous written consent, duly adopted resolutions proposing to the Shareholders of the Corporation entitled to vote in respect to amending the Articles of Incorporation, that the provisions and terms of the Corporation's Articles of Incorporation be amended and restated so as to read as set forth in Subdivision A; and called a meeting of such Shareholders, held on November 19, 1992, to adopt or reject the Amended and Restated Articles of Incorporation.

ACTION BY SHAREHOLDERS

The Shareholders of the Corporation entitled to vote in regard to the Amended and Restated Articles of Incorporation at a meeting, duly called, constituted and held on November 19, 1992, at which the Shareholders were present in person or by proxy, adopted the Amended and Restated Articles of Incorporation.

VOTING

The number of shares entitled to vote in respect to the Amended and Restated Articles of Incorporation, the number of shares voted in favor of the adoption of the Amended and Restated Articles of Incorporation, and the number of shares voted against such adoption are as follows:

| Designation of <u>Group</u> | Shares <u>Outstanding</u> | Votes Entitled to be Cast on <u>Amendment</u> | Votes Represented <u>at Meeting</u> |
|--|------------------------------|---|---|
| Voting Common Stock | 79,769 | 40,865 | 7,746 |
| Cumulative Convertible Preferred Voting Stock | 2,144,000 | 2,144,000 | 2,144,000 |

The total number of undisputed votes cast for the amendment by each voting group was:

| <u>Voting Group</u> | <u>Votes For</u> | <u>Votes Against</u> |
|--|------------------|----------------------|
| Voting Common | 7,746 | -0- |
| Cumulative Convertible Preferred Voting Stock | 2,144,000 | -0- |

The number of votes cast for the amendment by each voting group was sufficient for approval by that voting group.

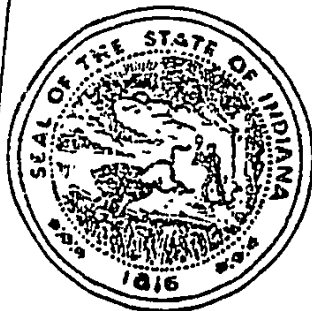
COMPLIANCE WITH LEGAL REQUIREMENTS

The manner of the adoption of the Amended and Restated Articles and the vote by which they were adopted, constitute full legal compliance with the provisions of applicable law, the Articles of Incorporation and the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned officers execute this Certificate, certifying to the truth of the facts therein stated, this 23rd day of November, 1992.

William L. McDonald
William L. McDonald, President

Carol J. Sorvik
Carol J. Sorvik, Secretary



STATE OF INDIANA
Office of the Secretary of State

I hereby certify that this is a true and complete copy of the
as filed in this office. 22 page document(s)

DATED December 2, 1922

Joseph H. Hager
Secretary of State

BY Michael W. [Signature]
This Certification Stamp replaces our previous Certification
System.

199212008

STATE OF INDIANA



INDIANAPOLIS

OFFICES OF ATTORNEY GENERAL

LINLEY E. PEARSON, ATTORNEY GENERAL

200 WEST WASHINGTON STREET
219 STATE HOUSE

46204-2794

December 1, 1992

APPROVED
AND
FILED
IND. SECRETARY OF STATE

CERTIFICATION

I have examined the Articles of Amendment of Articles of Incorporation of IGF Insurance Company and I certify that they conform to the provisions of the Indiana Insurance Law and are not inconsistent with the State and Federal Constitutions.

Respectfully submitted,

LINLEY E. PEARSON
Attorney General of Indiana

By:


Terry C. Duga
Deputy Attorney General

11
2002
12:55

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STATE OF INDIANA

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Attorney General of Indiana

By:


Terry C. Duga
Deputy Attorney General

200 2 2000
11:55

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

ARTICLES OF AMENDMENT

To Whom These Presents Come, Greeting:

WHEREAS, there have been presented to me at this office, Articles of Amendment for:

IGF INSURANCE COMPANY

- and said Articles of Amendment have been prepared and signed in accordance with the provisions of an Act entitled

"An Act concerning insurance, and declaring
an emergency," approved March 8, 1935,
Section 116 of Chapter 162 of the Acts
of 1935.

NOW, THEREFORE, I, JOSEPH H. HOGSETT, Secretary of State of Indiana,
hereby certify that I have this day filed said articles in this office.

The effective date of these Articles of Amendment is December 2, 1992.

In Witness Whereof, I have hereunto set my
hand and affixed the seal of the State of
Indiana, at the City of Indianapolis, this
Second day of December, 1992

JOSEPH H. HOGSETT, Secretary of State

By

Deputy

1992/20087

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
IGF INSURANCE COMPANY

APPROVED
AND
FILED
IND. SECRETARY OF STATE

The undersigned, William L. McDonald and Carol J. Sorvik, the President and Secretary, respectively, of IGF INSURANCE COMPANY, a corporation formed on April 24, 1972, under and pursuant to the laws of the State of Iowa (the "Corporation"), the Articles of Incorporation of which was amended effective May 29, 1973, March 15, 1977, November 15, 1979, February 6, 1984, June 27, 1985, March 26, 1986, August 18, 1987, January 22, 1988 and January 10, 1992, each such amendment being adopted by action of the Shareholders as authorized by the laws of the State of Iowa, hereby give notice of corporate action effectuating certain amendments to the Articles of Incorporation, which amendments constitute the Corporation's Indiana Amended and Restated Articles of Incorporation and supersede in their entirety and take the place of the Corporation's previously existing Articles of Incorporation, and which amendments were adopted to implement the Corporation's plan to redomesticate in Indiana, under the provisions of the Indiana Insurance Law, as amended, I.C. 27-1-2-1 et seq., compliance with said provisions effecting a change in the Corporation's status from that of a foreign to an Indiana domestic insurance company formed under the laws of Indiana as of April 24, 1972, the date of the Corporation's

incorporation in Iowa, its original domiciliary state, certify the following facts:

See: Subdivision A, Amended Articles of Incorporation

and

Subdivision B, Manner of Adoption and Vote

both of which are attached hereto and made a part hereof.

IN WITNESS WHEREOF, the undersigned officers execute these Articles of Amendment of the Articles of Incorporation of IGF Insurance Company, and certify to the truth of the facts contained therein, this 23rd day of November, 1992.

IGF INSURANCE COMPANY

By William L. McDonald
William L. McDonald, President

By Carol J. Sorvik
Carol J. Sorvik, Secretary

STATE OF IOWA)
COUNTY OF Polk) SS:

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Iowa, certify that William L. McDonald, President, and Carol J. Sorvik, Secretary, personally appeared before me; acknowledged the execution of the foregoing Articles of Amendment of Articles of Incorporation of IGF Insurance Company; and swore to the truth of the facts therein stated.


Witness my Hand and Notarial Seal this 23rd day of November, 1992.

My commission expires:

9-14-94

My county of residence:

Polk


Signature

Richard J. Hayes
Printed Name of Notary



This Instrument prepared by David A. Shelton, Attorney at Law, Klineman, Rose, Wolf and Wallace, 135 N. Pennsylvania Street, Suite 2100, Indianapolis, IN 46204, (317) 264-5000

SUBDIVISION A

AMENDED ARTICLES
OF
INCORPORATION

TEXT OF AMENDED ARTICLES

The exact text of the Amended Articles of Incorporation of IGF INSURANCE COMPANY, as now amended and restated, is as attached hereto:

(Remaining portion of page
intentionally left blank)