

ARCADIA HORIZON INSURANCE COMPANY

P20372

March 17, 1999

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

FILED  
99 MAR 19 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Name Change from Arcadia General Insurance Company  
FEIN # 86-0551676 to American Horizon Insurance Company

Dear Sir or Madam:

On behalf of Arcadia Horizon Insurance Company, I am enclosing an executed Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida relating to the above captioned name change.

I am also enclosing an original certificate from the State of Arizona Corporation Commission which evidences the amendment of Arcadia General Insurance Company's Articles of Incorporation changing its name to American Horizon Insurance Company (see reverse side of last page of Articles of Amendment to and Restatement of The Articles of Incorporation of Arcadia General Insurance Company).

I also request that you send me a New Certificate of Status which American Horizon Insurance Company is required to file with the Florida Department of Insurance as proof of this filing with the Secretary of State.

I am enclosing a check for \$43.75 in payment of the filing fee (\$35) and the Certificate of Status (\$8.75).

We appreciate your cooperation.

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-03/19/99--01094--004  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Sincerely,  
AMERICAN HORIZON INSURANCE COMPANY

By: Kieran T. Ridge  
Kieran T. Ridge

NK  
3-24-99  
DHE

cc: Myron J. Resnick

**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE  
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**  
( Pursuant to s. 607.1504, F.S.)

FILED  
99 MAR 19 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(1-3 must be completed)

- (4-7 complete only the applicable changes)

- Signature \_\_\_\_\_

Raymond W. Tibbitts, Jr.  
Typed or printed name

March 18, 1999

Date \_\_\_\_\_

Chairman and Chief Executive Officer  
Title

FILED

99 MAR 19 PM 12:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AZ. CORP. COMMISSION  
FILED

FEB 22 1999

APPR. Baralyn Lemon  
TERM \_\_\_\_\_  
DATE 2-22-99

0183826-4

AMERICAN HORIZON INSURANCE COMPANY

ARTICLES OF AMENDMENT TO AND RESTATEMENT  
OF  
THE ARTICLES OF INCORPORATION  
OF  
ARCADIA GENERAL INSURANCE COMPANY

The undersigned, secretary of Arcadia General Insurance Company (the Corporation), being duly authorized to do so, hereby certifies as follows:

1. The name of the Corporation is Arcadia General Insurance Company.
2. The text of the amendment to the Articles of Incorporation of the Corporation which has been adopted by the Corporation reads as follows:

ARTICLE I

The name of the corporation shall be:

American Horizon Insurance Company.

3. The Amended and Restated Articles of Incorporation of the Corporation, attached hereto, contains an amendment to the Articles of Incorporation requiring shareholder approval.

A. The amendment does not provide for an exchange, reclassification or cancellation of issued shares.

B. The amendment was approved by the board of directors of the Corporation and adopted by its sole shareholder on the 8<sup>th</sup> day of February, 1999.

The voting group consisting of 3,000,000 outstanding shares of common [class or series] stock is entitled to 3,000,000 votes. There were 3,000,000 votes present at the meeting. The voting group cast 3,000,000 votes for and - 0 - votes against approval of the amendment. The number of votes cast for approval of the amendment was sufficient for approval by the voting group.

ARIZONA INSURANCE STATUTES. THE NAME IS NOT NOW IN CONFLICT WITH THAT OF ANY INSURER AUTHORIZED TO TRANSACT INSURANCE IN ARIZONA ON THIS DATE. FEBRUARY 19, 1999.

DOCUMENT(S) CONSIST(S) OF SIX (6) PAGES.

FOR THE DIRECTOR OF INSURANCE  
STATE OF ARIZONA

AUTHORIZED REPRESENTATIVE

*Kelly Stephens*

02 1999

CF:0045

Rev: 1/96

The voting group consisting of N/A outstanding shares of \_\_\_\_\_ [class or series] stock is entitled to \_\_\_\_\_ votes. There were \_\_\_\_\_ votes present at the meeting. The voting group cast \_\_\_\_\_ votes for and \_\_\_\_\_ votes against approval of the amendment. The number of votes cast for approval of the amendment was sufficient for approval by the voting group.

DATED as of this 8th day of February, 19 99.

American Horizon Insurance Company

[name of corporation]

By Myron J. Resnick

Myron J. Resnick, Secretary

[name]

[title]

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
AMERICAN HORIZON INSURANCE COMPANY

ARTICLE I

The name of the corporation shall be:

American Horizon Insurance Company.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The purpose for which this corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as such laws may exist and as they may be amended from time to time.

The corporation initially intends to engage in the Casualty and Property insurance business pursuant to the provisions of Title 20, Chapter 4, Article 10, Arizona Revised Statutes.

Upon authorization by the Director of Insurance of the State of Arizona, the company shall be authorized to engage in the following kinds of insurance, as such kinds of insurance are now or may hereafter be set forth and described in the Insurance Laws of the State of Arizona: Casualty Insurance, including but not limited to liability insurance, workmen's compensation and employer's liability insurance, burglary and theft insurance, personal property

floaters insurance, glass insurance, boiler, machinery and fire extinguishing equipment insurance, credit insurance, malpractice insurance, entertainments insurance and miscellaneous insurance; Disability Insurance; Marine and Transportation Insurance; Property Insurance; Surety Insurance; and Vehicle Insurance.

#### ARTICLE IV

The authorized capital stock of this corporation shall be Three Million Dollars (\$3,000,000.00), and shall consist of Three Million (3,000,000.00) shares of common stock of the par value of One Dollar (\$1.00) per share each, any part of which shall be issued at such times and in such manner as the Board of Directors may designate, and as may be permitted by law. Each share of the capital stock shall be fully paid before being issued.

#### ARTICLE V

The affairs of the corporation shall be conducted by a Board of Directors consisting of not less than five (5) nor more than fifteen (15) directors as fixed by the shareholders from time to time and by such officers as the said directors may at any time elect or appoint. An officer or director need not be a shareholder of this corporation.

#### ARTICLE VI

The directors shall have power to adopt, amend and rescind By-Laws, to manage the corporate affairs and make all rules and regulations expedient for the management of the affairs of the corporation, to remove any officer and to fill all vacancies occurring in the Board

02 1999

and offices for any cause, and to appoint from their own number an executive committee and other committees and vest said committees with all the powers permitted by the By-Laws.

#### ARTICLE VII

All directors of the corporation shall be elected at the shareholders' annual meeting, which shall be held on the first Monday in July of each year, unless such day falls on a holiday, in which event the regular annual meeting shall be held on the next regular working day, or the annual meeting may be held at such other time as may be set by unanimous consent of the shareholders, or by resolution of the Board of Directors.

#### ARTICLE VIII

The principal place of business of this corporation shall be in Phoenix, Maricopa County, Arizona, but other places of business may be established and maintained within or without the State of Arizona, as the Board of Directors may designate, where business of the corporation, including meetings of shareholders and directors, may be conducted and held.

#### ARTICLE IX

The fiscal year for the corporation shall be the calendar year.

#### ARTICLE X

The corporation shall not incur indebtedness in excess of the amount authorized by law.



ARTICLE XI

The stock of the corporation, when issued, shall be nonassessable, except to the extent which may be required by the provisions of Article 14, Section 11, of the Constitution of the State of Arizona.

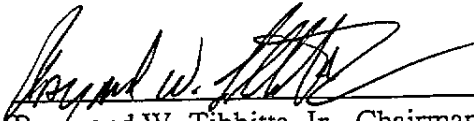
ARTICLE XII

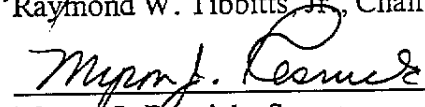
This corporation shall indemnify and hold harmless the directors and officers of the corporation from any claim or causes of action which may accrue or be brought against them by reason of their action or inaction in their capacity as directors or officers of this corporation, including indemnity for all attorneys' fees, expenses, loss of time from employment and damages in the event of any litigation or claims, and any and all other liabilities that might accrue.

ARTICLE VIII

The private property of the stockholders, directors and officers of the corporation shall be exempt from all corporate debts, liabilities and obligations of any kind.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed on this 8th day of February, 1999.

  
Raymond W. Tibbitts, Jr., Chairman & CEO

  
Myron J. Resnick, Secretary

ARTICLES OF RESTATEMENT  
OF

AMERICAN HORIZON INSURANCE COMPANY

1. The name of the corporation is American Horizon Insurance Company.
2. Attached hereto is as Exhibit A is a copy of the articles of incorporation fully restated to include all amendments to the articles of incorporation through the date of filing of this document.
3. The restatement does contain an amendment to the articles of incorporation requiring shareholder approval. As to that amendment:

- A. The amendment does not provide for an exchange, reclassification or cancellation of issued shares.

The amendment was adopted on the 8<sup>th</sup> day of February, 1999, by the shareholders. There is one voting group eligible to vote on approval of the amendment. The designation of voting groups entitled to vote separately on the amendment, the number of votes in each, the number of votes represented at the meeting at which the amendment was adopted and the votes cast for and against the amendment were as follows: NONE.

DATED as of this 8<sup>th</sup> day of February, 1999.

AMERICAN HORIZON INSURANCE COMPANY

By

Myron J. Resnick  
Myron J. Resnick, Secretary

PROPOSED ARTICLES AND/OR AMENDMENT(S) APPEAR TO CONFORM TO  
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WITH THAT OF ANY INSURER AUTHORIZED TO TRANSACT INSURANCE IN  
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FOR THE DIRECTOR OF INSURANCE  
STATE OF ARIZONA

AUTHORIZED REPRESENTATIVE

BY Kelly Stephens

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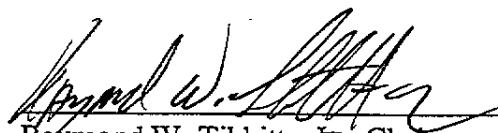
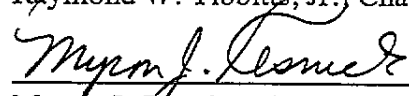
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Raymond W. Tibbitts, Jr., Chairman & CEO  
  
Myron J. Resnick, Secretary



STATE OF ARIZONA  
CORPORATION COMMISSION

I hereby certify this to be a true  
and complete copy of the document filed  
in this office and admitted to record in  
File No. 0183826-4

*Shunt R Brinkley*  
Executive Secretary

Dated: 2/24/99 By Carolyn Lemon