

P33353

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

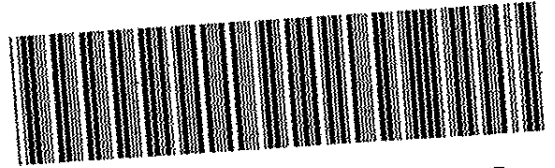
(Document Number)

Certified Copies _____

Certificates of Status ☒

Special Instructions to Filing Officer:

Office Use Only



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Lewis*

02/01/07-01039-003 **43.75

07 FEB -8 MID 3c
STATE
TALLAHASSEE, FLORIDA

*Amend
sf*



COLODNY • FASS • TALENFELD • KARLINSKY • ABATE

Sandy P. Fay
sfay@cftlaw.com

January 31, 2007

VIA FEDERAL EXPRESS

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Fireman's Fund Insurance Company of Nebraska, n/k/a
Pegasus Insurance Company, Inc.
Filing of Amendment and Articles of Merger
Our File No. 03-233

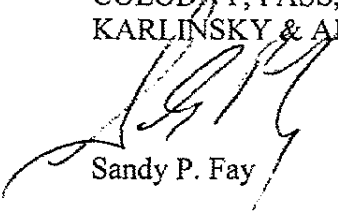
Dear Sir/Madam:

Enclosed please find the above-named corporation's Amended and Restated Certificate of Incorporation and Articles of Merger, along with filing fees in the amounts of \$43.75 and \$70.00, respectively. Please return any correspondence concerning this matter to me.

Thank you in advance for your assistance.

Very truly yours,

COLODNY, FASS, TALENFELD,
KARLINSKY & ABATE, P.A.


Sandy P. Fay

SPF/lkt
Enclosures

WWW.CFTLAW.COM

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Fireman's Fund Insurance Company of Nebraska
(Name of Corporation)

DOCUMENT NUMBER: P33353

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Sandy P. Fay
(Name of Contact Person)

Colodny, Fass, Talenfeld, Karlinsky & Abate, P.A.
(Firm/Company)

100 Southeast Third Ave., 23rd Floor
(Address)

Ft. Lauderdale, FL 33394
(City/State and Zip Code)

For further information concerning this matter, please call:

Sandy P. Fay at (954) 492-4010
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

<input type="checkbox"/> \$35.00 Filing Fee	<input checked="" type="checkbox"/> \$43.75 Filing Fee & Certificate of Status	<input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)	<input type="checkbox"/> \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)
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Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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)

P33353

(Document number of corporation (if known))

FILED
2007 FEB -8 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Fireman's Fund Insurance Company of Nebraska
(Name of corporation as it appears on the records of the Department of State)
2. Nebraska
(Incorporated under laws of)
3. March 26, 1991
(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? December 29, 2006

5. Pegasus Insurance Company, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Oklahoma

(New jurisdiction)

Nathan Wayne Stark
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Nathan Wayne Stark

(Typed or printed name of person signing)

President

(Title of person signing)

FILED
2007 FEB -8 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NEBRASKA DEPARTMENT OF INSURANCE

CERTIFICATION

November 2, 2006

I, L. TIM WAGNER, Director of Insurance of the State of Nebraska, do
hereby certify that the attached is a full and correct copy of the

ORDER

CAUSE NO. C-1581

**IN THE MATTER OF THE
REDOMESTICATION OF
FIREMAN'S FUND INSURANCE COMPANY OF NEBRASKA
FROM
NEBRASKA TO OKLAHOMA**

FILED SEPTEMBER 15, 2006

Now on file and forming a part of the records of this Department.

I hereto subscribe my name under the seal of my office, at Lincoln, Nebraska.



L. Tim Wagner

DIRECTOR OF INSURANCE

FILED

SEP 15 2006

BEFORE THE DEPARTMENT OF INSURANCE
STATE OF NEBRASKANEBRASKA DEPARTMENT
OF INSURANCE

IN THE MATTER OF THE)	ORDER
REDOMESTICATION OF)	
FIREMAN'S FUND INSURANCE)	CAUSE NO.: C-1581
COMPANY OF NEBRASKA)	
FROM NEBRASKA TO)	
OKLAHOMA)	

Fireman's Fund Insurance Company of Nebraska, ("FFNE"), is a Nebraska domestic property and casualty company which has applied to the Director of Insurance ("Director") in the State of Nebraska for approval to redomesticate from Nebraska to Oklahoma. After reviewing the filings, correspondence and all pertinent information provided to the Nebraska Department of Insurance ("Department"), the Director hereby approves the application and Finds, Concludes and Orders as follows:

FINDINGS OF FACT

1. FFNE is a Nebraska domiciled property and casualty insurer that was initially licensed in the State of Nebraska on July 19, 1991.
2. FFNE filed an application to redomesticate from Nebraska to Oklahoma pursuant to *Neb. Rev. Stat.* §44-161 through §44-164 (redomestication provisions) and the provisions of the Nebraska Business Corporation Act, *Neb. Rev. Stat.* §21-2001 *et seq.* This redomestication filing is part of a merger transaction between FFNE and Pegasus Insurance Company, an Oklahoma domiciled insurer. Once redomiciled to Oklahoma, FFNE will be the subject of a Form A, Statement Regarding The Acquisition of Control of or Merger With A Domestic Insurer, and will be the survivor of a merger

with Pegasus Insurance Company. Subsequently, its name will be changed to Pegasus Insurance Company.

3. The application for redomestication is subject to the approval of the Director of the Nebraska Department of Insurance and the Oklahoma Department of Insurance.

4. FFNE has submitted all documents, information, and filings as required by Nebraska law and the Department.

5. On or about June 5, 2006, the Oklahoma Department of Insurance notified the Department that it generally supported the FFNE redomestication to Oklahoma, but that a formal filing had not yet been received. On or about September 7, 2006, FFNE notified this Department that the Oklahoma Department of Insurance approved the redomestication of FFNE to Oklahoma.

6. As FFNE has filed all pertinent and required documents with the Nebraska Department of Insurance in support of its application, the transfer of FFNE's domicile from Nebraska to Oklahoma should be approved.

CONCLUSIONS OF LAW

1. The Department of Insurance has jurisdiction over the subject matter and the parties of this transaction.

2. The approval of the application will not in any manner impair the rights, remedies, or securities of the creditors.

3. After the redomestication, FFNE will meet all of the requirements for a Certificate of Authority as a foreign property and casualty insurer.

ORDER

IT IS THEREFORE ORDERED that the request of FFNE to transfer domicile from Nebraska to Oklahoma is approved subject to the Department's receipt of a certified copy of the FFNE Articles of Incorporation as filed with the Oklahoma Secretary of State's Office reflecting the effective date of the redomestication, and a copy of the Oklahoma Department of Insurance approval of the redomestication.

Upon satisfaction of this condition, the Nebraska Department of Insurance will issue FFNE a Certificate of Authority to do business as a foreign insurer in the State of Nebraska effective as of the date of redomestication.

Dated this 15th day of September, 2006.


STATE OF NEBRASKA
DEPARTMENT OF INSURANCE



L. TIM WAGNER
Director of Insurance

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Order was sent to Fireman's Fund Insurance Company of Nebraska, Claudia Aron Ross, 777 San Marin Drive, Novato, CA 94998 on this 18th day of September, 2006, by U.S. Mail, postage prepaid.



FILED

SEP 25 2006

**BEFORE THE INSURANCE COMMISSIONER OF THE
STATE OF OKLAHOMA**INSURANCE COMMISSIONER
OKLAHOMA

In Re: Redomestication of FIREMAN'S FUND)
INSURANCE COMPANY OF)
NEBRASKA, a Nebraska insurance) Case No. 06-1215-TRN
corporation to the State of Oklahoma)
State of Oklahoma)

ORDER

On the 7TH day of September, 2006, the above matter came on for review by the Oklahoma Insurance Commissioner. The Applicant, Fireman's Fund Insurance Company of Nebraska, (hereinafter "FFIN" or "Applicant") was represented by J. Angela Ables of the law firm of Kerr, Irvine, Rhodes and Ables, and the Oklahoma Insurance Commissioner was represented by Karl F. Kramer, First Assistant General Counsel. Leslie L. Conner, Jr. was appointed by the Insurance Commissioner for the purpose of acting as Hearing Officer and making all determinations pertinent to the redomestication of FFIN to the State of Oklahoma. John McCarter, Chief Financial Analyst, appeared and testified on behalf of the Financial Division of the Oklahoma Insurance Department and Elaine Kang, Financial Analyst, also was present at the Hearing on behalf of the Oklahoma Insurance Department. J. Terry Griffith, Vice President and Associate General Counsel of Fireman's Fund Insurance Company, the sole shareholder of FFIN, appeared and testified on behalf of the Applicant as did J. John Wortman, President of Fidelity Risk Managers and Nathan Wayne Stark, President of Pegasus Insurance Company. The Hearing Officer, having reviewed the Form R (Redomestication) Application and all documentation relating thereto, received evidence and being fully advised in the premises, finds as follows:

JURISDICTION

1. That the Oklahoma Insurance Commissioner has jurisdiction of this cause pursuant to the provisions of the Oklahoma Insurance Code, 36 O.S. §101 et seq. and the Administrative Procedures Act, 75 O.S. §250 et seq.

FINDINGS OF FACT and CONCLUSIONS OF LAW

1. That the subject Hearing was held pursuant to the Administrative Procedures Act, 75 O.S. §250 et seq., and the Oklahoma Insurance Code, 36 O.S. §101 et seq. and specifically 36 O.S. § 606.1.

2. That the proceeding was commenced with the filing of a Form R Redomestication Statement by FFIN, requesting the change of domestication from the State of Nebraska to the State of Oklahoma on the 19th of July, 2006 by Applicant herein and the issuing of a Notice of the subject Hearing on August 16, 2006 by the Oklahoma Insurance Commissioner to Applicant.

3. That the Notice of Hearing included the date, time and place of the Hearing and that said Notice notified Applicant of the appointment of Leslie L. Conner, Jr. as the Hearing Examiner appointed by the Oklahoma Insurance Commissioner for the purpose of making all determinations pertinent to the filing.

4. That the Hearing was, pursuant to statute, recorded electronically and a verbatim transcript was taken by Elizabeth Caudill, certified shorthand reporter, requested by the Applicant herein.

5. That the Applicant and the Commissioner's staff attended and participated in the Hearing, gave sworn testimony, produced documents and both Parties, at the conclusion of the Hearing, stated that they had nothing further to submit.

6. That said Form R and Exhibits detailed the identity and background of FFIN, the identity and background of individuals associated with FFIN, the future plans of FFIN, the regulatory history of the Applicant, the examination status of the insurer, its rates and reserves and financial statements.

7. That the Applicant is a property and casualty insurer licensed to do business in twenty-seven states including the State of Oklahoma, with a statutory home office c/o Kutak Rock, The Omaha Building, 1650 Farnam, Omaha, Nebraska 68102.

8. That FFIN is presently licensed to do business in the State of Oklahoma as a foreign insurer.

9. That the ultimate corporate parent of FFIN is Allianz A.G., a publicly traded German holding company owning a number of insurers and other entities world-wide.

10. That the immediate corporate parent of FFIN is Fireman's Fund Insurance Company, a California property and casualty insurer licensed in the State of Oklahoma and all other states.

11. That no individual or entity owns with the power to vote, as much as ten percent (10%) of the outstanding voting stock of Allianz A.G., the ultimate corporate parent of Applicant herein.

12. That pursuant to Biographical Affidavits filed by the Applicant, none of the officers or directors of Applicant or of its ultimate or immediate corporate parent, have been convicted of a felony or been the subject of a disciplinary proceeding.

13. That the financial statements of Applicant herein reflected capital and surplus as follows for the past five years:

2001: \$34.7 million
2002: \$37.6 million
2003: \$46.7 million
2004: \$37.6 million
2005: \$34.7 million

14. That the financial statements of the ultimate controlling person of FFIN, Allianz A.G. reflected stockholders' equity of 39.4 billion Euro as of 12-31-05.

15. That Applicant's future plans for FFIN will be to sell it to Pegasus Insurance Company, (hereinafter "Pegasus") an Oklahoma domestic insurer, merge the insurer with Pegasus continue writing workers compensation in the State of Oklahoma, Florida and other states, with FFIN as the surviving entity, thereby preserving the twenty-seven licenses. Post acquisition and merger, the insurer's name will be changed to Pegasus.

16. That the future business plans Pegasus has for FFIN post-redomestication acquisition and merger includes the possibility of employing Oklahomans in a regional office capacity should the business warrant same.

17. That information regarding the methodologies utilized by the insurer post redomestication acquisition and merger in establishing its insurance rates and reserves was filed with the Oklahoma Insurance Commissioner's office with the Form R.

FINDINGS OF FACT

1. That based upon a preponderance of the evidence presented at the Hearing, Applicant FFIN has complied with the provisions of the statutes, specifically 36 O.S. § 606.1 relating to the change of domestication of insurers from another state to the State of Oklahoma.

2. That based upon a preponderance of the evidence submitted at the Hearing, the Hearing Officer finds that no evidence was submitted that, after the proposed change of domestication to the State of Oklahoma, that Applicant would not be able to satisfy the requirements for the issuance of a license to write the line or lines of insurance for which it is presently licensed.

3. That no evidence was submitted that the redomestication of FFIN to the State of Oklahoma would substantially lessen competition or tend to create a monopoly in the State of Oklahoma.

4. That no evidence was submitted that the financial condition of Applicant or its parent is such as to jeopardize the interests of present or future policyholders of the Applicant herein.

5. That the future plans of Applicant post redomestication appear fair and reasonable based upon the documentation filed with the Insurance Commissioner and submitted at the Hearing.

6. That Applicant's future plans appear to be fair and reasonable and in the public interest based upon the information presented to the Insurance Department.

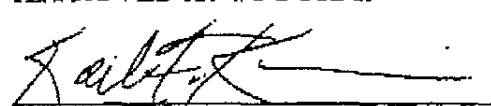
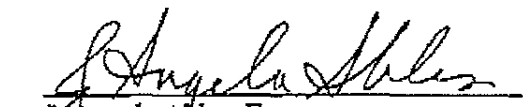
7. That no evidence was submitted that the competence, experience and integrity of the persons who control Applicant is such that the interests of the public or present or future policyholders will be affected adversely by the redomestication to Oklahoma.

CONCLUSIONS OF LAW

By

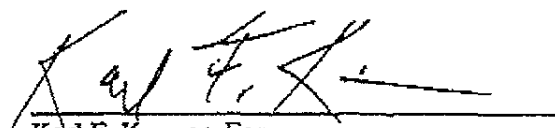

Leslie L. Conner, Jr., Esq.
Hearing Officer

APPROVED AS TO FORM:


Karl F. Kramer,
First Assistant General Counsel
Oklahoma Insurance Commissioner's Office
J. Angela Ables, Esq.
Kerr, Irvine, Rhodes and Ables
Attorney for ApplicantCERTIFICATE OF MAILING

I hereby certify that a true and correct copy of the foregoing Order was mailed on the 25
day of September, 2006, postage pre-paid to the following:

J. Angela Ables
Attorney for Applicant
Kerr, Irvine, Rhodes and Ables
201 Robert S. Kerr, Suite 600
Oklahoma City, Oklahoma 73102


Karl F. Kramer, Esq.
Assistant General Counsel

1. That these proceedings were commenced pursuant to the Administrative Procedures Act, 75 O.S. § 250 et seq. and pursuant to the Commissioner's statutory authority set forth at 36 O.S. § 101 et seq.
2. That the Oklahoma Insurance Commissioner has jurisdiction of this matter pursuant to 36 O.S. § 606.1 and OAC 365:25-7-10 et seq.
3. The Applicant was given lawful service of the Notice of Hearing and did appear and participate in said Hearing.
4. That the Hearing Examiner was properly and legally appointed to hear the matter and make all determinations pertinent thereto.
5. That the Applicant requested a full stenographic record of the proceeding and same was designated by the Hearing Examiner as the official record of the Hearing.
6. The Parties were given full opportunity to present their case, conduct the Hearing and present witnesses and documents.

ORDER

THEREFORE, no criteria for disapproval specified in 36 O.S. §606.1 or it OAC 365:25-7-11 et seq. having been found, **IT IS HEREBY ORDERED** that the application of Fireman's Fund Insurance Company of Nebraska to redomesticate in the State of Oklahoma is hereby **APPROVED** as of the date of the Hearing first set forth hereinabove.

WITNESS MY HAND and official seal this 26 day of September, 2006.

KIM HOLLAND
INSURANCE COMMISSIONER
STATE OF OKLAHOMA



OFFICE OF THE SECRETARY OF STATE



**RESTATED
CERTIFICATE OF INCORPORATION**

WHEREAS, the Restated Certificate of Incorporation of

PEGASUS INSURANCE COMPANY, INC.

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



*Filed in the city of Oklahoma City this
29th day of December, 2006.*

M. Susan Savage

Secretary of State



AMENDED and RESTATED
CERTIFICATE OF INCORPORATION
OF

FIREMAN'S FUND INSURANCE COMPANY OF NEBRASKA

The Honorable Kim Holland
Oklahoma Insurance Commissioner

The Honorable Susan Savage
Oklahoma Secretary of State

APPROVED
KEK
DEC 1
INSURANCE COMMISSIONER
STATE OF OKLAHOMA

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, the undersigned officers being persons legally competent to amend this Certificate of Incorporation hereby adopt the following Amended and Restated Certificate of Incorporation:

ARTICLE I
Name

As Amended:

The name of this Corporation is amended to be: Pegasus Insurance Company, Inc.

ARTICLE II
Duration

As Restated:

The duration of the existence of this Corporation is perpetual.

ARTICLE III
Purpose

As Amended:

The kinds of insurance this Corporation is authorized to transact, and the objects, powers, and purposes to be transacted, promoted, and carried on are:

1. To engage in the insurance business as a domestic, stock property and casualty insurer, as defined by Title 36, §609, §703, §704, §705, §706, §707, §708, §709 and § 2102, Oklahoma Statutes, and all amendments, additions, and supplements thereto and

RECEIVED
OK SEC. OF STATE

DEC 29 2006

APPROVED
KEK
DEC 21 2006
INSURANCE COMMISSIONER
STATE OF OKLAHOMA

replacements thereof, and generally to make, write, execute and issue contracts and policies of insurance as follows:

- (a) Against bodily injury, disablement, or death by accident or accidental means, or the expenses thereof, or against disablement or expense resulting from sickness and every insurance appertaining thereto;
- (b) Hospitalization and dread disease coverage;
- (c) Group health and accident insurance;
- (d) Credit health and accident insurance;
- (e) On real or personal property of every kind and interest therein, against loss or damage from any or all hazards or cause, and against loss consequential upon such loss or damage, other than non-contractual legal liabilities for any such loss or damage;
- (f) All forms of Marine insurance including, but not limited to, any and all kinds of loss or damage to vessels, craft, aircraft, cars, automobiles and vehicles of every kind, as well as all goods, freight, cargoes, merchandise, effects, disbursements, profits, moneys, bullion, precious stones, securities, choses in action, evidence of debt, valuable papers, bottomry, and respondentia interests and all other kinds of property and interest therein, in respect to, appertaining to or in connection with any and all risks or perils of navigation, transit, or transportation, including war risks, or on under any seas or other waters, on land or in the air, or while being assembled, packed, crated, baled, compressed or similarly prepared for shipment or while awaiting the same or during any delays, storage, transshipment, or reshipment incident thereto, including marine builders' risks and all personal property floater risks;
- (g) Against any and all kinds of loss or damage to person or to property in connection with or appertaining to a marine, inland marine, transit or

transportation insurance, including liability for loss of or damage to either, arising out of or in connection with the construction, repair operation, maintenance or use of the subject matter of such insurance (but not including life insurance);

- (h) Against any and all kinds of loss or damage to precious stones, jewelry, gold, silver or other precious metals, whether used in business or trade or otherwise and whether the same be in course of transportation or otherwise;
- (i) Against all kinds of loss or damage to bridges, tunnels and other instrumentalities of transportation and communication;
- (j) Against any and all kinds of loss or damages to piers, wharves, docks and slips, excluding the risks of fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion and each of them;
- (k) Against any and all kinds of loss or damage to other aids to navigation and transportation, including dry docks and marine railways, dams and appurtenant facilities for the control of waterways;
- (l) Marine protection and indemnity insurance, which is insurance against, or against legal liability of the insured for, loss, damage or expense arising out of, or incident to, the ownership, operation, chartering, maintenance, use, repair or construction of any vessel, craft or instrumentality in use in ocean or inland waterways, including liability of the insured for personal injury, illness or death or for loss of or damage to the property of another person;
- (m) Against loss of or damage to any land vehicle or aircraft or any draft or riding animal or to property while contained therein or thereon or being loaded or unloaded therein or therefrom, from any hazard or cause, and against any loss, liability or expense resulting from or incident to ownership, maintenance or use of any such vehicle, aircraft or animal; together with insurance against accidental

death or accident injury to individuals, including the named insured, while in, entering, alighting from, adjusting, repairing, cranking, or caused by being struck by vehicle, aircraft or draft or riding animal, if such insurance is issued as a part of insurance on a vehicle, aircraft or draft or riding animal;

- (n) Liability insurance, which is insurance against legal liability for the death, injury, or disability of any human being or for damage to property; and provision of medical, hospital, surgical, disability benefits to injured persons and funeral and death benefits to dependents, beneficiaries or personal representatives of persons killed, irrespective of legal liability of the insured, when issued as an incidental coverage with or supplemental to liability insurance;
- (o) Workers' compensation and employers' liability insurance, which is insurance of the obligations accepted by, imposed upon, or assumed by employers for death, disablement, or injury of employees;
- (p) Burglary and theft insurance, which is insurance against loss or damage by burglary, theft, larceny, robbery, forgery, fraud, vandalism, malicious mischief, confiscation, or wrongful conversion, disposal, or concealment, or from any attempt at any of the foregoing, including supplemental coverages for medical, hospital, surgical, and funeral benefits sustained by the name insured or other person as a result of bodily injury during the commission of a burglary, robbery, or theft by another; also insurance against loss of or damage to moneys, coins, bullion, securities, notes, drafts, acceptances, or any other valuable papers and documents, resulting from any cause;
- (q) Personal property floater insurance, which is insurance upon personal effects against loss or damage from any cause;
- (r) Glass insurance, which is insurance against loss or damage to glass, including its lettering, ornamentation, and fittings;

- (s) Boiler and machinery insurance, which is insurance against any liability and loss or damage to property or interest resulting from accidents to or explosion of boilers, pipes, pressure containers, machinery, or apparatus, and to make inspection of and issue certificates of inspection upon boilers, machinery, and apparatus of any kind, whether or not insured;
- (t) Leakage and fire extinguishing equipment insurance which is insurance against loss or damage to any property or interest caused by the breakage or leakage of sprinklers, hoses, pumps, and other fire extinguishing equipment or apparatus, water pipes and containers, or by water entering through leaks or openings in buildings, and insurance against loss or damage to such sprinklers, hoses, pumps, and other fire extinguishing equipment or apparatus;
- (u) Credit insurance, which is insurance against loss or damage resulting from failure of debtors to pay their obligations to the insured
- (v) Malpractice insurance, which is insurance against legal liability of the insured, and against loss, damage, or expense incidental to a claim of such liability, and including medical, hospital, surgical, and funeral benefits to injured persons, irrespective of legal liability of the insured, arising out of the death, injury, or disablement of any person, or arising out of damage to the economic interest of any person, as the result of negligence in rendering expert, fiduciary, or professional services;
- (w) Entertainments insurance, which is insurance indemnifying the producer of any motion picture, television, radio, theatrical, sport, spectacle, entertainment, or similar production, event, or exhibition against loss from interruption, postponement, or cancellation thereof due to death, accidental injury or sickness of performers, participants, directors, or other principals;

- (x) Fidelity insurance, which is insurance guaranteeing the fidelity of persons holding positions of public or private trusts;
- (y) Insurance guaranteeing the performance of contracts other than insurance policies, and guaranteeing and executing bonds, undertaking and contracts of suretyship;
- (z) Insurance indemnifying banks, bankers, brokers, financial or moneyed corporations or associations against loss, resulting from any cause, of bills of exchange, notes, bonds, securities, evidences of debt, deeds, mortgages, warehouse receipts or other valuable papers, documents, money, precious metals and articles made therefrom, jewelry, watches, necklaces, bracelets, gems, precious and semi-precious stones, including any loss while the same are being transported in armored motor vehicles, or by messenger; also against loss or damage to such an insured's premises or to his furnishings, fixtures, equipment, safes, and vaults therein, caused by burglary, robbery, theft, vandalism or malicious mischief, or any attempt thereat;
- (aa) "Title insurance", which is insurance of owners or property or others having an interest therein, or liens or encumbrances thereon, against loss by encumbrance, or defective title, or invalidity, or adverse claim to title;
- (bb) And, against any other kind of loss, damage, or liability properly a subject of insurance and not within any other kind of insurance as defined in this article, if such insurance is not disapproved by the Insurance Commissioner as being contrary to law or public policy;
- (cc) To reinsurance and to accept reinsurance, and to make and enter into contracts pertaining to the same;
- (dd) To grant, issue, purchase or dispose of any and all forms and types of insurance defined now or in the future under the provisions of Title 36, §703, §704, §705,

§706, §707, §708, and §709, Oklahoma Statutes, and all amendments, additions, and supplements thereto and replacements thereof.

2. To acquire, and pay for in cash, stock, or bonds of this Corporation or otherwise, the good will, rights, assets, and property, and to undertake or assume the whole or any part of the obligations or liabilities of, any person, firm, association, or corporation engaged in the same or similar business.
3. To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks, and trade names, relating to or useful in connection with any business of this Corporation.
4. To issue bonds, debentures, or obligations of this Corporation from time to time, for any of the objects or purposes of this Corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.
5. To purchase, hold, sell, and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such would cause any impairment of its capital except as otherwise permitted by law; and provided further that the shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.
6. To have one or more offices to carry on all or any of its operations and business; and, without restriction or limitation as to the amount, to purchase or otherwise acquire, hold, own, operate, manage, supervise, maintain, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories, or colonies of the United States, and in any foreign countries, subject to the law of such state, district, territory, colony or country.

7. To acquire by purchase, subscription, contract or otherwise, and to hold, sell, exchange, mortgage, pledge, or otherwise dispose of, or turn to account or realize upon, and generally to deal in and with, all forms of securities, including, but not by way of limitation, shares, stocks, bonds, debentures, coupons, notes, scrip, mortgages, evidences of indebtedness, commercial paper, certificates of indebtedness, and certificates of interest issued or created in any and all parts of the world by corporations, associations, partnerships, firms, trustees, syndicates, individuals, governments, states, municipalities, and other political and governmental divisions and subdivisions, or by any combinations, organizations, or entities whatsoever, or issued or created by others, irrespective of their form or the name by which they may be described, and all trust participation and other certificates of, and receipts evidencing interest in, any such securities; and while the owner thereof, to exercise all the rights, powers, and privileges of ownership thereof.
8. In general, to carry on any other similar business in connection with the foregoing, and to have and exercise all the powers conferred upon corporations by the laws of the State of Oklahoma, and to do any and all things hereinbefore set forth to the same extent as natural persons might or could do.
9. The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

ARTICLE IV
Stock Company

As Amended:

This Corporation is and shall be a stock company and not a mutual company. The amount of the total authorized capital stock is One Million Five Hundred Thousand Dollars (\$1,500,000.00), divided into Five Hundred Thousand (500,000) shares of common stock, Three Dollars (\$3.00) per share par

value. Each shareholder of common stock shall be entitled to cast one (1) vote for each share of stock standing in his name on the books of the Corporation and will be entitled to share in any dividend declared by the Corporation.

In the event of dissolution of the Corporation, whether voluntary or involuntary, the holder of each share of common stock will share in the assets distributed in such dissolution equally.

ARTICLE V
Stated Capital

As Amended:

The amount of stated capital with which the Corporation will begin business is One Million Five Hundred Thousand Dollars (\$1,500,000.00), which has been fully paid in.

ARTICLE VI
Shares

As Amended:

The number and class of shares to be allotted by the Corporation before it shall begin business and the consideration to be received by the Corporation therefore are:

<u>CLASS OF SHARES</u>	<u>NUMBER OF SHARES</u>	<u>CONSIDERATION</u>
Common	500,000	\$1,500,000.00

ARTICLE VII
Board of Directors

As Amended:

The property, affairs and business of this Corporation shall be managed, controlled and conducted by a Board of Directors which shall be composed of not less than five (5) person and not more than fifteen (15) persons. The number within the limits herein provided the tenure, the qualifications, and the procedure for the election of the members of the Board of Directors shall be as provided in the Bylaws of this Corporation.

ARTICLE VIII
Authority of Board of Directors

As Amended:

In furtherance and not in limitation of the powers conferred by the laws of the State of Oklahoma, the Board of Directors of this Corporation is expressly authorized:

1. To exercise all such powers of this Corporation and do all such lawful acts and things as are not prohibited by statute or by these Articles of Incorporation as from time-to-time amended, directed, or required to be exercised or done by the shareholders.
2. To make, adopt, alter, amend, add to, revise, or repeal the Bylaws of this Corporation to the fullest extent authorized by law; provided, however, the Board of Directors shall not adopt, or alter any Bylaw provision fixing their number, qualifications, or term of office.
3. To authorize and cause its officers to perform any act, enter into any transaction, execute any instrument or document on behalf of this Corporation, in pursuance of the objects, powers, and purposes of the Corporation.
4. To designate, by resolution passed by a majority of the whole Board of Directors, one (1) or more committees, each to consist of three (3) or more Directors, which committees, to the extent provided in such resolution or in the Bylaws of this Corporation, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of this Corporation and shall have power to authorize the seal of this Corporation to be affixed by its officers to all papers which may require it.

ARTICLE IX
Principal Place of Business

As Amended:

The location of the principal place of business of the Corporation in Oklahoma is 201 Robert S. Kerr Avenue, Suite 600, Oklahoma City, Oklahoma County, State of Oklahoma and the Corporation is authorized to transact business in all the counties of said state, and in such other states and counties as the Board of Directors may from time to time determine.

ARTICLE X
Shares Non Assessable

As Amended:

The shares of stock of the Corporation are not subject or liable to assessment.

ARTICLE XI
Consideration for Shares

As Amended:

The shares of the Corporation may be issued by the Corporation from time to time and for such consideration as the Board of Directors may fix and determine, without action by the shareholders, provided such consideration shall be money or property, including intangibles, actually received; labor or services actually performed, shares, securities, or other obligations of the Corporation actually surrendered, cancelled or reduced, or funds or other assets transferred from surplus to capital upon the allotment of a share dividend. The Board of Directors may dispose of treasury shares and shares received by way of donation or by contract, for such consideration as the Board of Directors may fix and determine, without action by the shareholders, and without regard for the then fair value of the shares of the same class then outstanding.

ARTICLE XII
Quorum

As Amended:

The presence in person or by proxy of the holders of a majority of the shares entitled to vote at any meeting of the shareholders shall constitute a quorum for the transaction of business.

ARTICLE XIII
Shareholder Meetings

As Amended:

All meetings of the shareholders shall be held at the principal office of the Corporation with the State of Oklahoma or such other place or places within or without the State of Oklahoma as may be

designated by the Board of Directors, provided a majority of the incorporators shall designate the place of the Shareholders Organizational Meeting.

ARTICLE XIV
Service of Process

As Amended:

The name and address of its registered agent upon whom all process in any action or proceeding may be served is J. Angela Ables, 201 Robert S. Kerr Avenue, Suite 600, Oklahoma City, Oklahoma 73102.

- (a) The amendments contained in this Amended and Restated Certificate of Incorporation were proposed by Resolutions by the Board of Directors of Fireman's Fund Insurance Company of Nebraska on the 21st day of November, 2006 and the 15th day of December.
- (b) The amendments were adopted by a vote of the shareholders of Fireman's Fund Insurance Company of Nebraska in accordance with the provisions of 18 O.S. 2006, §§ 1073, 1077.
- (c) The meeting of the Board of Directors of the Corporation at which the amendments were adopted was held on the 21st day of November, 2006, by teleconference, with all Directors participating in the meeting able to hear all other participants and to speak and be heard by all other Directors participating in this meeting, and by unanimous written consent on December 15, 2006.
- (d) A copy of the Notice of the shareholder meetings, or waiver thereof pursuant to 18 O.S. 2006, § 1074, is attached hereto as Attachments 'A' and 'B.'
- (e) The class and number of shares voted for and against the amendments was:

CLASS	NUMBER OF SHARES	VOTED FOR	VOTED AGAINST
Common	500,000	500,000	0

FIREMAN'S FUND INSURANCE COMPANY OF NEBRASKA

By: Nathan Wayne Stark
Nathan Wayne Stark, President and Chairman of the Board

ATTEST:

W. May Jr.
Secretary

designated by the Board of Directors, provided a majority of the incorporators shall designate the place of the Shareholders Organizational Meeting.

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- (e) The class and number of shares voted for and against the amendments was:

CLASS	NUMBER OF SHARES	VOTED FOR	VOTED AGAINST
Common	500,000	500,000	0

FIREMAN'S FUND INSURANCE COMPANY OF NEBRASKA

By: Nathan Wayne Stark
Nathan Wayne Stark, President and Chairman of the Board

ATTEST:

Secretary

EXHIBIT 'A'

WAIVER OF NOTICE OF THE MEETING OF THE SHAREHOLDERS OF
PEGASUS INSURANCE, COMPANY, INC.

I, the undersigned, the sole shareholder of *Pegasus Insurance Company, Inc.*
(Fireman's Fund Insurance Company of Nebraska), an Oklahoma corporation, hereby
waive all objections to any lack of formal notice and to any defects in notice of the
meeting of the shareholders of that company, and consent that such meeting be held on
November 21, 2006 at 854 Airport Drive, in Alexander City, Alabama, and that such
business be transacted there as may lawfully come before that meeting.

PIC HOLDING COMPANY, INC.

By: Nathan Wayne Stark
Nathan Wayne Stark

Its: President and Chairman

WAIVER OF NOTICE OF THE MEETING OF THE SHAREHOLDERS OF
PEGASUS INSURANCE, COMPANY, INC.

I, the undersigned, the sole shareholder of Pegasus Insurance Company, Inc.
(Fireman's Fund Insurance Company of Nebraska), an Oklahoma corporation, hereby
waive all objections to any lack of formal notice and to any defects in notice of the
meeting of the shareholders of that company, and consent that such meeting be held on
December 18, 2006 at 854 Airport Drive, in Alexander City, Alabama, and that such
business be transacted there as may lawfully come before that meeting.

PIC HOLDING COMPANY, INC.

By: Nathan Wayne Stark
Nathan Wayne Stark

Its: President and Chairman