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APPROVED
DEPARTMENT OF INSURANCE

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APPROVED
AND
FILED

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

JAN 13 1991

CLASSIC FIRE & MARINE INSURANCE COMPANY

STATE OF INDIANA
INSURANCE COMMISSIONER

Joseph F. Hoge
SECRETARY OF STATE OF INDIANA

ARTICLE ONE

The name of the Company is Classic Fire & Marine Insurance Company.

ARTICLE TWO

The principal office of the Company is to be located at the following post office address: Classic Fire & Marine Insurance Company, 1227 Royal Dublin Lane, Dyer, Indiana 46311.

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NOT OFFICIAL!

ARTICLE THREE

The duration of the Company shall be perpetual.

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the Lake County Recorder!

ARTICLE FOUR

The purpose of the Company is to transact the kinds of insurance business specified in Class 2 and Class 3 of Section 27-1-5-1 of the Indiana Insurance Code as follows:

Class 2. Casualty, Fidelity and Surety.

(a) To insure any persons against bodily injury, disablement or death resulting from accident and against disablement resulting from disease and every insurance appertaining thereto;

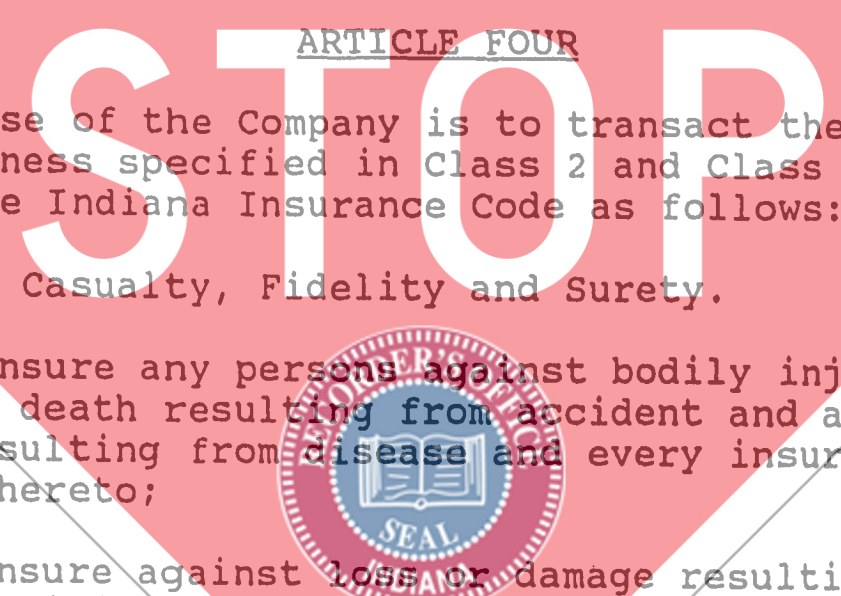
(b) To insure against loss or damage resulting from accident to, or injury sustained by, an employee or other persons for which accident or injury the insured is liable;

(c) To insure against loss or damage by burglary, theft or housebreaking;

(d) To insure glass, its fittings or lettering thereon, against breakage or damage;

(e) To insure against loss from injury to persons or property which results accidental from steam-boilers, elevators, electrical devices, engines and all machinery and appliances used in connection therewith or operated thereby; and to make inspection of and issue certificates of inspection upon such boilers, elevators, electrical devices, engines, machinery and appliances;

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CORPORATIONS DIV.
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STATE OF INDIANA / S.S. NO.
LAKE COUNTY
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FEB 22 9 00 AM '91
ROBERT HOSSEY
RECORDER



Lord, Bissell & Brook
115 S. La Salle St
Chicago Ill. 60603

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(f) To insure against any loss expense and/or liability resulting from the ownership, maintenance, use and/or operation of any automobile or other motor vehicle, including complete line coverage on automobiles or other motor vehicles;

(g) To insure against loss or damage by water to any goods or premises arising from the breakage or leakage of sprinklers and/or water pipes;

(h) To insure against any loss or damage resulting from accident to or injury suffered by any person, for which loss or damage the insured is liable; excepting employer's liability insurance as authorized under subsection (b) of class 2 of this section;

(i) To insure persons, associations or corporations against loss or damage by reason of the giving or extending of credit;

(l) To insure against any other casualty or insurance risk which lawfully may be made the subject of insurance under the laws of Indiana;

(m) To insure against legal expenses, such as attorneys fees, court costs, witness fees and incidental expenses incurred in connection with the use of the professional services of attorneys at law, in consideration of a specified payment for an interval of time, regardless of whether payment is made by the beneficiaries individually or by a third person for them, so that the total cost incurred by assuming the obligation is spread directly or indirectly among the group, except those expenses resulting from the following:

(1) Retainer contracts made with a single client with the fee based on an estimate of the nature and the amount of services that will be provided to that client, and similar contracts made with a group of clients involved in the same or closely related legal matters (such as class actions).

(2) Plans providing no benefits other than a limited amount of consultation and advice on simple matters either alone or in combination with referral services or the promise of fee discounts for other matters.

(3) Plans providing limited benefits on simple legal matters on a voluntary and informal basis, not involving a legally binding promise, in the context of an employment or educational or similar relationship.

(4) Legal services provided by unions or employee associations to its members in matters solely relating to

employment or occupation, and provided, further, that nothing in this chapter shall prohibit group legal services of any other kind.

(5) Payment of fines, penalties, judgments or assessments.

Class 3. Fire and marine, etc.

(a) To make insurance on buildings and personal property of every description against loss or damage, including loss of use or occupancy, caused by fire, smoke or smudge, lighting or other electrical disturbance, earthquake, windstorm, cyclone, tornado, tempest, hail, frost or snow, ice, sleet, weather or climatic conditions, including excess or deficiency of moisture, flood, rain or drought, rising of the waters of the ocean, or its tributaries, bombardment, invasion, insurrection, riot, civil war or commotion, military or usurped power, and by explosion, whether fire ensues or not, except explosion of steam-boilers;

(b) To insure against loss or damage from any cause, to crops or farm products and loss of rental value of land used in producing such crops or products;

(c) To insure against loss or damage by water or other fluid to any goods or premises arising from the breakage or leakage of sprinklers, pumps, or other apparatus erected for extinguishing fires or of other conduits or containers or by water entering through leaks or openings in buildings and/or water pipes, and against accidental injury to such sprinklers, pumps, or other apparatus, conduits, containers or water pipes;

(d) To insure vessels, boats, cargoes, goods, merchandise, freight, specie, bullion, jewels, profits, commissions, bank notes, bills of exchange, other evidences of debt, bottomry and respondentia interests, and other property against loss or damage by any or all of the risks of lake, river, canal and inland navigation and transportation, and other insurances appertaining to or connected with marine risks, including complete line coverage automobile insurance, and also insurance on any other property or risk, or the use thereof, by reason of any contingency unless the granting of such insurance is contrary to public policy. However, such companies may not grant or make insurance against: (1) losses arising from explosion of steam boilers; (2) losses arising from breakage of plate or other glass, except when caused by fire, wind, or hail storm, and except when the loss occurs to glass which is a part of any dwelling house; (3) risks of the classes commonly known as fidelity insurance and surety bonds; (4) risks of the classes commonly known as burglary or theft insurance, except as above specifically permitted, and except for the risks to any dwelling

house; and (5) the risk of legal liability by reason of bodily injury to the person except as such liability may result from the ownership, maintenance, use or operation of an automobile.

With respect to the kinds of insurance business set forth in this Article, the Company shall be authorized and empowered to effect reinsurance of all risks taken by it and to assume reinsurance of risks taken by other insurers and reinsurers to do any and all acts and things necessary, convenient or expedient to transact any or all of the kinds of insurance and reinsurance set forth herein.

ARTICLE FIVE

1. The business of the Company shall be managed by a Board of Directors consisting of not less than five (5) nor more than twenty-one (21) natural persons as fixed from time to time in the Company's by-laws. Directors shall be at least eighteen years of age, and at least one (1) of whom shall be a resident of the State of Indiana and a majority thereof shall be citizens of the United States or Canada.

2. The full Board of Directors shall be elected annually by the shareholders at a duly held meeting. Any vacancy in the Board may be filled by election at a special meeting of shareholders called for that purpose. All directors elected by the shareholders shall hold office until the annual meeting of shareholders next succeeding their election and until their successors are elected and qualified.

3. In all elections for directors, every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are directors to be elected, or to cumulate said shares, and give one candidate as many votes as the number of directors multiplied by the number of his shares shall equal, or to distribute them on the same principle among as many candidates as he shall think fit.

4. The full Board of Directors shall be elected annually by the shareholders at a duly held meeting. Any vacancy in the Board may be filled by election at a meeting of the remaining directors called for that purpose. All directors elected by the remaining directors to fill a vacancy caused by an increase in the number of directors or otherwise (except death, resignation or disqualification) shall hold office until the annual meeting of shareholders next succeeding their election. All directors elected by the remaining directors to fill a vacancy caused by the death, resignation or disqualification of a director shall

serve until their successors are elected and qualified upon the expiration of the prior directors term.

5. The Board of Directors shall have the sole power to make, alter, amend or repeal by-laws for the government and regulation of the Company's affairs.

ARTICLE SIX

The initial resident director shall be Mr. James H. Ryan, who shall reside at the following residence:

1227 Royal Dublin Lane
Dyer, Indiana 46311

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ARTICLE SEVEN

NOT OFFICIAL!

The Company's authorized capital is Five Million Dollars (\$5,000,000.00) and the total number of shares of common stock which the Company shall have authority to issue is Five Million (5,000,000) and the par value of each of such shares shall be One Dollar (\$1). The number of shares of common stock to be issued and sold as paid-up capital prior to the issuance of a Certificate of Authority to the Company shall be Two Million Five Hundred Thousand (2,500,000).

The initial Two Million Five Hundred thousand (2,500,000) shares of the One Dollar (\$1) par value common stock will be sold for Two Dollars (\$2) per share to provide paid-up capital of Two Million Five Hundred Thousand Dollars (\$2,500,000) and paid-in surplus of Two Million Five Hundred Thousand Dollars (\$2,500,000) prior to the issuance of a Certificate of Authority to the Company.

The Board of Directors shall have the power, by appropriate resolution, to authorize the issuance or sale, from time to time, of the whole or any part of the Company's Two Million Five Hundred Thousand (2,500,000) authorized but unissued shares of common stock in accordance with the provisions of the Indiana Insurance Code as additions to paid-up capital and paid-in surplus, pursuant to one or more permits issued from time to time by the Commissioner of Insurance of the State of Indiana.

ARTICLE EIGHT

The names and addresses of the initial directors and officers of the company who shall each serve for an initial term of one (1) year are as follows:

DIRECTORS:

JEFFREY BERESFORD-WOOD
227 Deer Oak Way
Danville, CA 94526

KAREL L. RUML
600 Millrace Road
Granville, OH 43023

ANTHONY D. PETILLO
2913 Blue Bonnet Court
Antioch, CA 94509

JAMES H. RYAN
1227 Royal Dublin Lane
Dyer, Indiana 46311

ARTHUR E. TORRINGTON
6 Albatross Lane
Smithtown, NY 11787

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the Lake County Recorder!

OFFICERS:

KAREL L. RUML
President
600 Millrace Road
Granville, OH 43023

JAMES H. RYAN
Treasurer and Secretary
1227 Royal Dublin Lane
Dyer, IN 46311

ANTHONY D. PETILLO
Vice President
2913 Blue Bonnet Court
Antioch, CA 94509

CHARLES J. PODCZERWINSKI
Assistant Secretary and Vice
President
8412 Rob Roy Drive
Orland Park, IL 60462

KEVIN GREENWOOD
Vice President
1 Liberta Court
Danville, CA 94526

RALPH BUTTERFIELD
Vice President
723 Walnut Avenue
Walnut Creek, CA 94598

ARTHUR E. TORRINGTON
Vice President
6 Albatross Lane
Smithtown, NY 11787

ARTICLE NINE

The names, occupations and addresses of the Incorporators are as follows:

Hugh C. Griffin
Attorney
3006 Northmoor Trail
Long Beach, Indiana 46360

Jama K. Emerson
Legal Secretary
1008 119th Street
Whiting, Indiana 46394

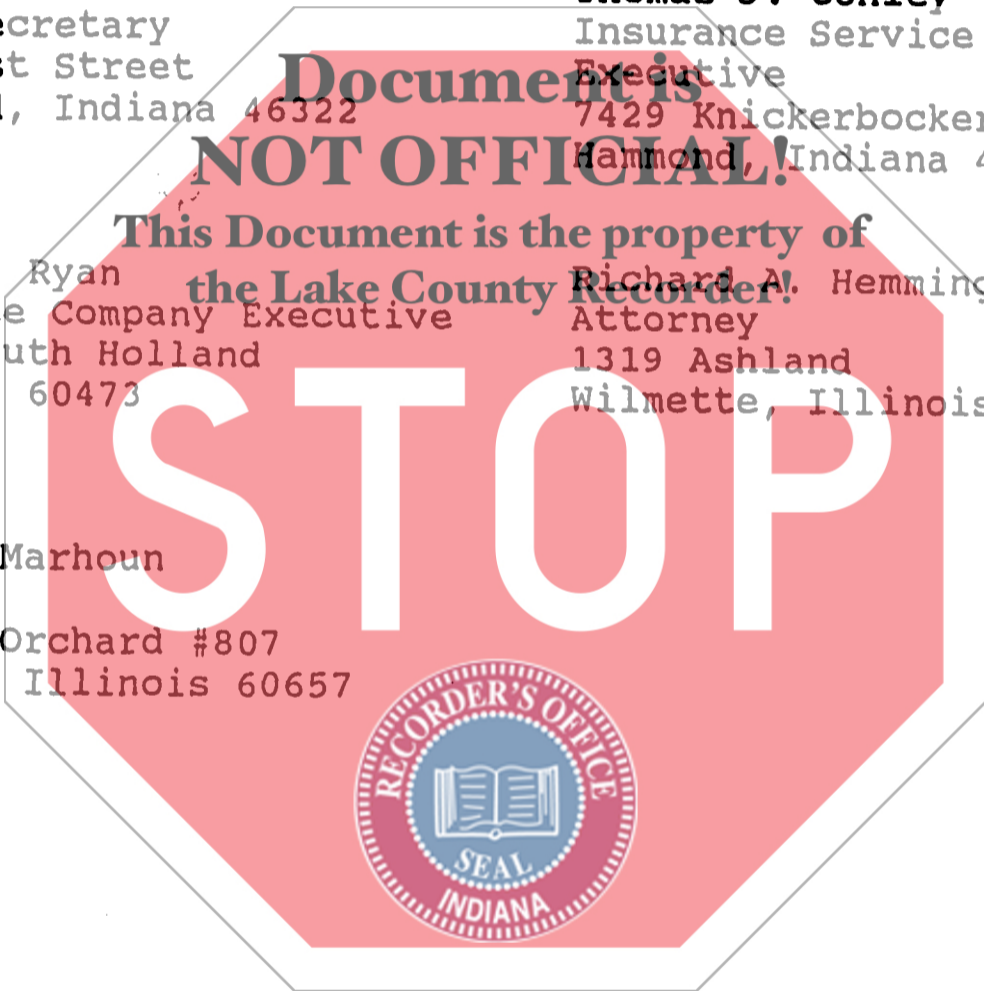
Mary A. Balestra
Legal Secretary
2720 41st Street
Highland, Indiana 46322

Thomas J. Conley
Insurance Service Company
Executive
7429 Knickerbocker Parkway
Hammond, Indiana 46323

James H. Ryan
Insurance Company Executive
17301 South Holland
Illinois 60473

Richard A. Hemmings
Attorney
1319 Ashland
Wilmette, Illinois 60091

Eric L. Marhoun
Attorney
2800 W. Orchard #807
Chicago, Illinois 60657



The original of this Amendment and Restatement of the Articles of Incorporation, after execution by the Sole Shareholder, shall be filed in the appropriate order in the minute book of Classic Fire & Marine Insurance Company, Indiana.

Dated: December 14, 1990.

CONCORD GENERAL CORPORATION

ATTEST:

Sheryl Orron

By: Jeffery Beresford-Wood
Jeffery Beresford-Wood
Its President

ATTEST:

Emilee Bottom

Carol J. Haynosch
Carol J. Haynosch
Its Secretary



STATE OF INDIANA



INDIANAPOLIS

OFFICES OF ATTORNEY GENERAL

LINLEY E. PEARSON, ATTORNEY GENERAL

219 STATE HOUSE

46204

January 17, 1991

CERTIFICATION

I have examined the Amended and Restated Articles of Incorporation of Classic Fire & Marine 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 G. Duga
Deputy Attorney General



TGD/mt:4458r