



SAFECO INSURANCE COMPANIES

SAFECO PLAZA
SEATTLE, WASHINGTON 98185

September 18, 1997

800525

TELEPHONE 1-800-545-5000

State of Florida
Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314-6327

FILED
97 SEP 22 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sirs:

Name Change - American Loyalty Insurance Company (NAIC #11215) to
SAFECO Insurance Company of Pennsylvania

General Insurance Company of America, a subsidiary company of SAFECO Corporation,
recently purchased American Loyalty Insurance Company. We submit the following
documents and information in support of our request to change the name as indicated above:

1. Completed Profit Corporation Application.
2. A certified copy of our Amended Articles of Incorporation.
3. Contact information -

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*****52.50 *****52.50

Registered Office -

c/o CT Corporation System
1635 Market Street
Philadelphia, PA 19103

Business Office and Mailing Address -

Regulatory Compliance T-5
SAFECO Plaza
Seattle, WA 98185-0001
Attn: Dick Mills, CPCU

Phone - (800) 544-2614

We believe this completes the requirements for this name change and look forward to your
concurrence on this matter. If I may be of further assistance, please do not hesitate to contact
me.

Sincerely,

SAFECO Insurance Company of Pennsylvania

Dick Mills, CPCU
Senior Analyst
Regulatory Compliance T-5
800-544-2614
enc.

Commonwealth of Pennsylvania



INSURANCE DEPARTMENT

I, M. Diane Koken, Acting Insurance Commissioner of the Commonwealth of Pennsylvania, do hereby certify that the

attached is a full, true and correct copy of the Articles of Incorporation and Amendment of SAFECO INSURANCE COMPANY OF PENNSYLVANIA, (FORMERLY AMERICAN LOYALTY INSURANCE COMPANY) as the same appears of record and remains on file with this Department.

In Witness Whereof, I have hereunto set my hand, and affixed the Official Seal of this Department at the City of Harrisburg this 10th day of September, 1997.

M. Diane Koken

Acting Insurance Commissioner



Microfilm Number _____

9738-1291

Filed with the Department of State on

MAY 16 1997

Entity Number 2072381

[Signature]
Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: American Loyalty Insurance Company, being changed to
SAFECO Insurance Company of Pennsylvania

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 1635 Market Street, Philadelphia, PA 19103
Number and Street City State Zip County

(b) c/o: CT Corporation System
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Minnesota Statutes Secs. 300.025 and 60A.06 et seq.

4. The date of its incorporation is: 3/25/71 - incorporated; 6/1/92 - redomiciled to PA.

5. (Check, and if appropriate complete, one of the following):

- The amendment shall be effective upon filing these Articles of Amendment in the Department of State.
- The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

- The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).
- The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

- The amendment adopted by the corporation, set forth in full, is as follows:
Article 1st. The name by which the Company shall be known is SAFECO Insurance
Company of Pennsylvania.

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

PA DEPT. OF STATE

MAY 16 1997

ARTICLES OF INCORPORATION
AMERICAN LOYALTY INSURANCE COMPANY

(amended and restated)

1st. The name by which the Company shall be known is American Loyalty Insurance Company.

2nd. The classes of insurance for which the Company is constituted are Clause (b) paragraphs (1) through (3) inclusive and Clause (c) paragraphs (1) through (13) inclusive as provided for in Section 202 of the above recited Act, viz: For making insurances -

(b) (1) On dwelling houses, stores, and all kinds of buildings, and household furniture and other property, - against loss or damage, including loss of use or occupancy, by fire, smoke, smudge, lightning, and explosion, whether fire ensue or not, and by tornadoes, cyclones, windstorms, earthquakes, hail, frost, sleet, snow, or flood; against loss or damage by water to any goods or premises, arising from the breakage or leakage of sprinklers, pumps, or other apparatus erected for extinguishing fires, and of water pipes; against accidental injury to such sprinklers, pumps, or other apparatus; against loss or damage caused by the caving in of the surface of the earth above coal mines; against perils to property arising from the ownership or maintenance or from the use of aircraft, automobiles or other motor vehicles; against loss or damage caused by bombardment, invasion, insurrection, riot, civil war, or commotion, and military or usurped power; and against damage to property as specified in this paragraph by any or all risks not herein specifically designated; and to effect reinsurance of any risk provided for in this clause.

(2) Upon vessels, boats, cargoes, goods, personal property, merchandise, freight and other property, - against loss or damage by all or any of the risks of lake, river, canal, and inland navigation and transportation, including all personal property floater risks; upon automobiles, airplanes, seaplanes, dirigibles, or other aircraft, whether stationary or in operation or in transit, against loss or damage by fire, explosion, transportation, collision, or by burglary, larceny, or theft; not including in any case, insurances against loss by reason of bodily injury to the person; and to effect reinsurance of any risk provided for in this clause.

(3) Upon vessels, freight, goods, wares, merchandise, specie, bullion, jewels, profits, commissions, bank notes, bills of exchange, and other evidence of debt, bottomry and respondentia interests, and every insurance appertaining to or connected with marine risks, and risks of transportation and navigation; and to effect reinsurance of any risk provided for in this clause.

And for all of the following purposes -

(c) (1) Guaranteeing the fidelity of persons holding places of public or private trust; guaranteeing the performance of contract, other than insurance policies; guaranteeing the performance of insurance contracts, where surety bonds are accepted from insurance companies by States or

municipalities in lieu of actual deposits; executing or guaranteeing bonds and undertakings required or permitted in all actions or proceedings or by law allowed; and indemnifying banks, bankers, brokers, financial or moneyed associations, or financial or moneyed corporations, against the loss of any bills of exchange, notes, drafts, acceptances of drafts, bonds securities, evidences of debt, deeds, mortgages, warehouse receipts, bills of lading, documents, currency, money, gold, platinum, silver, and other precious metals, refined or unrefined, and articles made therefrom, jewelry, watches, necklaces, bracelets, gems, precious and semi-precious stone, and also against loss resulting from damage, except by fire, to the insured's premises, furnishings, fixtures, equipment, safes and vaults therein, caused by burglary, robbery, holdup, theft, or larceny, or attempt thereat, except against loss caused by marine risks or risks of transportation of navigation: provided, however, that indemnification against the loss of such property may include loss occurring during transportation by an armored motor vehicle accompanied by one or more armed guards. Also guaranteeing any Federal Land Bank against loss by reason of defective title or encumbrances on real property on which any such Federal Land Bank may make a loan secured by a mortgage.

(2) To insure against injury, disablement, or death resulting from traveling or general accident, and against disablement resulting from sickness, and every insurance appertaining thereto, including a funeral benefit to an amount not exceeding one hundred dollars.

(3) To insure against loss of, and damage to, glass including lettering and ornamentation thereon, and the frame in which the glass is set, resulting from breakage of the insured glass.

(4) To insure any one against loss or damage resulting from accident to, or injury, fatal or non-fatal, suffered by, and employee or other person, for which the person insured is liable; to insure against medical, hospital, surgical and funeral expenses incurred by or on behalf of the persons accidentally injured, including the person insured, and in case of automobile liability insurance, including also an obligation of the insurer to pay disability benefits to injured persons and death benefits to dependents, beneficiaries or personal representatives of persons who are killed, irrespective of the legal liability of the insured when such insurance is issued with and supplemental to such liability insurance; to insure against loss or damage to property caused by horses, or by any vehicle drawn by animal power, for which loss or damage the person insured is liable; and to insure against loss or damage to property, for which loss or damage the person insured is liable, but not including any kind of property damage insurance specified in other paragraphs of this section.

(5) To insure steam boilers, and pipes, flywheels, engines, and machinery connected therewith or operated thereby, against loss caused by explosion or accident; and against loss of or damage to life, person, or property resulting therefrom; and against loss of use and occupancy caused thereby; and to make inspection of, and issue certificates of inspection upon, such boilers, pipes, flywheels, engines and machinery.

(6) To insure against loss or damage by burglary, larceny, theft, robbery, forgery, fraud, vandalism or malicious mischief (or any one or more of such hazards), and to insure against any and all kinds of loss or destruction of, or damage to, moneys, securities, currencies, scrip, coins, bullion, bonds, notes, drafts, acceptance drafts, bills of exchange, and other valuable papers or documents, except while in the custody or possession of, and being transported by, a carrier for hire or in the mail, and against loss or damage to automobiles and aircraft by burglary, larceny or theft, vandalism or malicious mischief, confiscation or wrongful conversion, disposal or concealment, whether held under conditional sale contract or subject to chattel mortgages or otherwise, or any one or more of such hazards.

(7) To carry on the business of credit insurance or guaranty, either by agreeing to purchase uncollectible debts or otherwise; and to insure against loss or damage from the failure of persons indebted to the insured to meet their liabilities.

(8) To insure any goods or premises against loss or damage by water or other fluid, caused by the breakage or leakage of sprinklers, pumps, or other apparatus erected for extinguishing fires, or of other conduits or containers, or of water pipes, or caused by casual water entering through leaks or openings in buildings; and against accidental injury, from causes other than fire or lightning, to such sprinklers, pumps, water pipes, conduits, containers, or other apparatus; and against damage from use or occupancy of premises by reason of such loss or damage.

(9) To insure against loss or damage to elevators or other property, except loss or damage by fire, caused by the maintenance, operation, or use of elevators and machinery; loss or legal liability for damage to property resulting from such operation, maintenance, or use of elevators.

(10) To insure horses, cattle, or other live stock.

(11) To insure against loss or damage to automobiles and airplanes, seaplanes, dirigibles, or other aircraft (except loss or damage by fire or while being transported in any conveyance by land or water), including loss by legal liability for damage to property resulting from the maintenance and use of automobiles and airplanes, seaplanes, dirigibles, or other aircraft.

(12) To insure against loss or damage to machinery, pumps, transporting, hoisting and ventilating apparatus, and equipment of mines while located underground, and loss or damage to underground passageways, gangways, airways, drifts, slopes, shafts, overcasts, and stoppings in the mines:

Provided, however, that any casualty company which is authorized to transact business in this Commonwealth shall not expose itself to any loss or hazard on any one risk authorized by this paragraph in an amount exceeding ten per centum of its capital and surplus, unless it shall be protected in excess of that amount by reinsurance.

(13) To insure by means of an all-risk type of policy, commonly known as "The Personal Property Floater Policy", against all risks of loss of or damage to personal property owned by any individual other than merchandise, motor vehicles, aircraft, water-craft (excepting canoes, rowboats, sailboats less than twenty-one feet in length and outboard motor boats), or, personal property, pertaining to the business, trade or profession of the insured (excepting professional books, instruments and other professional equipment owned by the insured)."

3rd. The plan or principle on which the business is to be conducted is the joint stock plan or principle.

4th. The place in which the Company is to be located is 414 Walnut Street, Philadelphia, Pennsylvania.

5th. The amount of capital stock of the Company is Three Million Dollars (\$3,000,000), divided into Three Hundred Thousand (300,000) shares of common stock with a par value of Ten Dollars (\$10.00) per share. The authorized shares and Five Hundred Thousand (500,000) shares.

6th. The general objects of the Company are to make insurances on the joint stock principle against losses as set forth in Article 2nd above.

7th. The proposed duration of the Company is perpetual.

8th. The powers which the Company proposes to have and exercise are:

To have succession as herein before provided; to adopt and have a common seal; and the same to alter at pleasure; to sue and be sued; and in general, to exercise the powers of a corporate body, and make such contracts as may be necessary to carry out the objects fire, marine and casualty insurance on the plan provided for in this agreement; to purchase or lease such real estate as may be necessary for a place of business, and for the security of investments; and to adopt such by-laws as may from time to time be deemed necessary.

9th. The Board of Directors of the Company shall consist of not less than seven (7) nor more than fifteen (15) members. The exact number of Directors shall be determined from time to time by the shareholders at each of their annual meetings. Directors shall be elected for such terms and in such manner as the By-laws shall provide.

**AMENDED & RESTATED ARTICLES OF INCORPORATION
AMERICAN LOYALTY INSURANCE COMPANY**

CERTIFICATION

WHEREAS, it is desired that the capital stock of the Company be increased from Two Million Five Hundred Thousand Dollars (\$2,500,000) to Three Million Dollars (\$3,000,000) and that the authorized shares be increased from 250,000 to 500,000 with 300,000 shares outstanding, at Ten Dollars (\$10) par value.

NOW, THEREFORE, be it resolved that the Charter of American Loyalty Insurance Company as heretofore amended, is amended and restated in its entirety, to supersede the original certificate and all amendments thereto, in the form attached herewith as Appendix A.

The undersigned David P. Madigan and Russell A. Brundage, President and Secretary, respectively, of the Company verify that:

1. By written unanimous consent, the Board of Directors of the Company, as of February 15, 1993, adopted the follow resolutions:

RESOLVED, that the Articles be amended and restated in their entirety to increase the capital stock of the company from Two Million Five Hundred Thousand Dollars (\$2,500,000) to Three Million Dollars (\$3,000,000) and that the authorized shares be increased from 250,000 to 500,000 with 300,000 shares outstanding at Ten (\$10) Dollars par value.

RESOLVED, that the question of amending the Articles of Incorporation of the Company as set forth in the amendment be submitted to the shareholders of the Company for their consent at a special meeting to be held on February 16, 1993, at 9:00 A.M., at Philadelphia, Pennsylvania.

2. A Special Meeting (the "Special Meeting") of the Shareholders of the Company was held on February 16, 1993, at 414 Walnut Street, Philadelphia, Pennsylvania pursuant to a Call and Waiver of Notice, duly executed by the holders of all the shares of the capital stock of the Company, a duplicate original of such Notice is attached thereto as Appendix "B".

3. At the Special Meeting, 250,000 shares of capital stock of the Company were voted in person in favor of the adoption of the following resolutions and no votes were cast against the adoption of the following resolutions:

RESOLVED, that the Articles of Incorporation of the Company be amended and restated in their entirety as attached herewith as Appendix A.