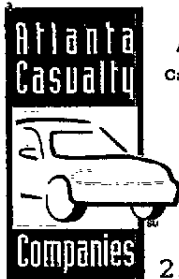


P03484



Watch Quality  
Atlanta Service,  
Casualty Affordable  
Now Price

23, 1998

Attn: Susan Payne

800002479518--1  
-04/06/98--01019--023  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Amendment Section  
Division of Corporations  
Secretary of States Office  
P.O. Box 6237  
State of Florida  
Tallahassee, FL 32314

Re: Filing of Amended Articles of Incorporation for  
Atlanta Specialty Insurance Company, NAIC #084-31925

Gentlemen:

Enclosed is a certified copy of our Articles of  
Incorporation where our company has redomiciled from  
the State of Iowa to the State of Ohio. We have enclosed  
our check for \$43.75 to cover the cost of filing and the  
copy of a status form.

Please send me the necessary certificate acknow-  
ledging that these have been filed in order that I may  
complete the redomestication transaction with the  
Department of Insurance.

Sincerely,

David M. Schaffer,  
Vice President

DMS:cp

Enclosure

FILED  
SECRETARY OF STATES  
DIVISION OF CORPORATIONS  
98 APR -6 PM 10:18

Amend - jurisdiction  
change

FILING 35  
R. AGENT \_\_\_\_\_  
CERT. COPY \_\_\_\_\_  
CUS 8.75  
OVERPAYMENT \_\_\_\_\_  
TOTAL 43.75

4/6/98  
SP

**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. Atlanta Specialty Insurance Company  
Name of corporation as it appears on the records of the Department of State.

2. Iowa incorporated under laws of 3. 9/25/84 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.

\_\_\_\_\_ Ohio \_\_\_\_\_  
New Jurisdiction

*EB Stevens*  
Signature

\_\_\_\_\_ 3/31/98 \_\_\_\_\_  
Date

\_\_\_\_\_ Edward B. Stevens, \_\_\_\_\_  
Typed or printed name

\_\_\_\_\_ President \_\_\_\_\_  
Title

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR -6 PM 10:18

STATE OF OHIO  
DEPARTMENT OF INSURANCE  
2100 Stella Court  
Columbus, Ohio 43215-1067

IN THE MATTER OF:

THE REDOMESTICATION OF ATLANTA  
SPECIALITY INSURANCE COMPANY

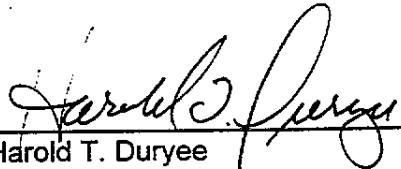
ORDER AND JOURNAL ENTRY

1. Atlanta Specialty Insurance Company, ("the Company"), presently domiciled in the state of Iowa, has applied to the Superintendent for approval to redomesticate to Ohio pursuant to Section 3913.31 of the Ohio Revised Code (repealed and renumbered R.C. Section 3913.40, effective September 16, 1997). The Company currently is admitted to transact the business of fire and casualty insurance in the state of Ohio.
2. The Company has designated its mailing address and principal place of business in this state and its telephone number as: 580 Walnut Street, Cincinnati, Ohio 45202; (513) 369-5000.
3. No evidence has been submitted that the proposed transfer of domicile is not in the interest of the policyholders of the state of Ohio.

NOW THEREFORE IT IS ORDERED that:

1. The redomestication of the Company from Iowa to Ohio is approved as of the date below.
2. The Company will be issued an amended certificate of authority that shows that it is domiciled in the state of Ohio as of its original date of incorporation in Iowa (February 6, 1974). The Department also will issue new agent appointments and licenses reflecting the Company's new name, for which the Company will be billed per agent.

Dated: 12-23-97  
Columbus, Ohio

  
Harold T. Duryee  
Superintendent of Insurance

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, BOB TAFT, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 6 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at  
Columbus, Ohio, this 31st day of  
December A.D. 1947



Bob Taft

BOB TAFT  
Secretary of State

By: Christy Porter

NOTICE: This is an official certification only when reproduced in red ink

**ARTICLES OF INCORPORATION AND REDOMESTICATION**  
**OF**  
**ATLANTA SPECIALTY INSURANCE COMPANY**

By: CR  
Date: 12-24-97  
Amount: 2850.00  
0712265900

**PREAMBLE.** The undersigned corporation desires to transfer its corporate domicile from the State of Iowa to the State of Ohio pursuant to the approval of the Ohio Superintendent of Insurance under the authority of Section 3913.31 of the Ohio Revised Code and to be recognized as a corporation from its original date of incorporation of February 6, 1974, in the State of Iowa.

On February 6, 1974, Principal Casualty Insurance Company was incorporated in Iowa. Its Articles were amended and restated effective 3:00 p.m., Central Standard Time, on November 30, 1994. Among other changes, the corporate name was changed to Atlanta Specialty Insurance Company.

These Articles supersede the existing Articles of Incorporation.

**FIRST.** The name of the corporation is Atlanta Specialty Insurance Company.

**SECOND.** The place in the State of Ohio where its principal office is located is the City of Cincinnati, Hamilton County. The corporation shall have full power and authority to establish offices and agencies in said city and in other parts of the State of Ohio, and in other states and territories and in foreign countries.

**THIRD.** The corporation is organized for the purpose of making, and it shall have the full power and authority to make and undertake, all of the kinds of insurance and reinsurance (except with respect to life insurance, contracts for the payment of annuities and title insurance) which are now or may hereafter be permitted to domestic stock fire, marine and casualty companies under the laws of the State of Ohio. The corporation shall have the power and authority to make

undertake any and all kinds of insurance and reinsurance (except with respect to life insurance, contracts for the payment of annuities and title insurance) in other states and outside the United States of America, its territories and possessions, so long as all other applicable requirements of law are met.

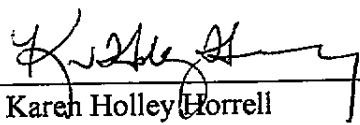
The foregoing statement of purpose shall not be held to limit or restrict the powers of the corporation to carry on, and the corporation shall have the power to carry on, any other business it may lawfully do.


**FOURTH.** The maximum number of voting common shares which the corporation is authorized to issue shall be Three Hundred Thousand (300,000) with a par value of Twelve Dollars (\$12.00) each. The capital and surplus of the corporation shall be in the aggregate amount of not less than Ten Million Dollars (\$10,000,000), which aggregate shall include paid-in capital of not less than Three Million Five Hundred Sixteen Dollars (\$3,000,516) and contributed surplus of not less than One Million Dollars (\$1,000,000).

**FIFTH.** The duration of the corporation shall be perpetual.

**IN WITNESS WHEREOF,** the undersigned have executed these Articles of Incorporation and Redomestication this 29th day of August, 1997.

**ATLANTA SPECIALTY  
INSURANCE COMPANY**

By:   
Karen Holley Horrell  
Vice President

By:   
Ronald C. Hayes  
Assistant Secretary



**Attorney General  
Betty D. Montgomery**

**RECEIVED**

**NOV 10 1997**

November **CORP. LEGAL DEPT.**

Rosalie Van Nuys  
Great American Insurance Company  
580 Walnut Street, 10th Fl.  
Cincinnati, OH 45202-3180

Re: Articles of Incorporation and Redomestication

Dear Ms. Van Nuys:

Enclosed are your original documents presented to the Department of Insurance, the Department's preclearance letters, and the Attorney General's approval letters. It is your responsibility to effect the filing with the Secretary of State.

Sincerely,

**BETTY D. MONTGOMERY**  
Attorney General

A handwritten signature in cursive script, appearing to read "Scott Myers".

**SCOTT MYERS**  
Assistant Attorney General  
Health and Human Services Section  
30 E. Broad Street, 26th Fl.  
Columbus, Ohio 43215-3428  
(614) 466-8600

SM:mnw  
Enclosures

cc: Carol S. Schaefer  
agr.app



**Attorney General  
Betty D. Montgomery**

November 5, 1997

The Honorable Robert Taft  
Secretary of State  
30 East Broad Street, 14th Floor  
Columbus, Ohio 43215

ATTN: KATHIE MCCLURG  
OFFICE MANAGER

Re: Atlanta Specialty Insurance Company

Dear Sir:

I have reviewed the August 29, 1997 Amendments to the Articles of Incorporation for and redomestication of Atlanta Specialty Insurance Company. I have consulted with the Ohio Department of Insurance which has expressed its approval of the amendment in question.

Based upon my examination of the articles and my review of the relevant statutes, I find the amendment to be in accordance with the constitution and laws of the State of Ohio and of the United States.

Sincerely,

**BETTY D. MONTGOMERY**  
Attorney General

A handwritten signature in black ink, appearing to read "Scott Myers", written over the printed name.

**SCOTT MYERS**

Assistant Attorney General  
Health and Human Services Section  
30 E. Broad Street, 26th Fl.  
Columbus, Ohio 43215-3428  
(614) 466-8600

SM:mnw  
Enclosures

cc: Rosalie Van Nuys  
Carol S. Schaefer

agr.app





State Of Ohio

## Department of Insurance

2100 Stella Court Columbus, Ohio 43215-1067  
Telephone (614) 644-2640 Facsimile (614) 644-3742

OCT 30 1997

George V. Volinovich  
Governor

Harold T. Duryee  
Director

October 28, 1997

Scott Myers  
Assistant Attorney General  
30 East Broad Street, 26th Floor  
Columbus, OH 43215

Re: Atlanta Specialty Insurance Company

Dear Mr. Myers:

Enclosed please find originally executed articles of incorporation and redomestication of Atlanta Specialty Insurance Company, dated August 29, 1997.

Based upon my review, the Department extends its preclearance to the articles of incorporation and redomestication.

Sincerely,

Nancy Johnston  
Staff Counsel  
Office of Legal Services

NJ/baw

Enclosure