

P26492

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

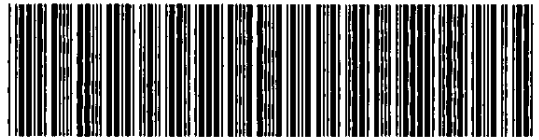
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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04/30/10--01032--009 **43.75

Name Change
Amend

2010 MAY 13 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ADR
5/13/10

*00789, 00641, 00671

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: HCC Insurance Company
Name of Corporation

DOCUMENT NUMBER: P26492

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Diane Karis
Name of Contact Person

Perr & Knight
Firm/Company

881 Alma Real Drive, Suite 205
Address

Pacific Palisades, CA 90272
City/State and Zip Code

ROTHANNETTE@JOHNDEERE.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Diane Karis at (310) 230-9339 #124
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

\$35.00 Filing Fee

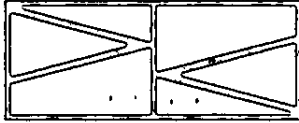
\$43.75 Filing Fee & Certificate of Status

\$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)

\$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

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



P E R R & K N I G H T

April 21, 2009

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: HCC Insurance Company
Amendment Application - Authorization to Transact Business

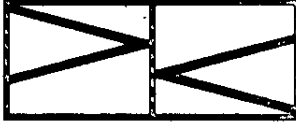
On behalf of HCC Insurance Company, NAIC 36781, we hereby submit for your Department's review and approval the completed Amendment Application for Authority to Transact Business in Florida.

We trust that you will find this submission satisfactory and as such, look forward to your Department's early approval. Should you have any questions or desire any additional information, please feel free to contact the undersigned.

Sincerely,

Candice Amorim
Licensing Analyst
Perr&Knight

Phone: (888) 201-5123, ext. 162
Fax: (310) 230-8529
E-mail: camorim@perrknight.com



May 10, 2010

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: HCC Insurance Company
Amendment
Ref: P26492
Letter Number: 610A00011167

On behalf of John Deere Insurance Company, we submitted on 04-21-2010 for your Department's review and approval the completed Amendment Application to transact business in FL.

Per your request please find enclosed Articles of Incorporation authenticated for the Secretary of State from the IA jurisdiction.

We trust that you will find this submission satisfactory and as such, look forward to your Department's early approval. Should you have any questions or desire any additional information, please feel free to contact the undersigned.

Sincerely,

Candice Amorim
Licensing Analyst
Perr&Knight

Phone: (888) 201-5123, ext. 162
Fax: (310) 230-8529
E-mail: camorim@perrknight.com

RECEIVED
2010 MAY 13 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 5, 2010

Diane Karis
Perr & Knight
881 Alma Real Drive, Suite 205
Pacific Palisades, CA 90272

SUBJECT: HCC INSURANCE COMPANY
Ref. Number: P26492

We have received your document for HCC INSURANCE COMPANY and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Regulatory Specialist II

Letter Number: 610A00011167

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)

P26492

(Document number of corporation (if known))

FILED
2010 MAY 13 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. HCC Insurance Company
(Name of corporation as it appears on the records of the Department of State)

2. Indiana 3. 10/13/1989
(Incorporated under laws of) (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? 3/19/2010

5. John Deere Insurance Company
(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.

Iowa
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Cheryl M. Critelli
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Cheryl M. Critelli
(Typed or printed name of person signing)

Assistant Secretary
(Title of person signing)

395166

ARTICLES OF INCORPORATION

OF

JOHN DEERE INSURANCE COMPANY

(Formerly Known as HCC INSURANCE COMPANY,
an Existing Indiana Corporation Redomesticating to Iowa
Pursuant to the Provisions of the Iowa Code)

10 MAR 19 PM 12:41

RECEIVED
SECRETARY OF STATE
IOWA

HCC Insurance Company, (hereinafter referred to as the "Corporation") a corporation currently domiciled under the laws of the State of Indiana, for the purpose of continuing its existence, without interruption, as a corporation organized under the laws of the State of Iowa, does hereby elect, pursuant to the laws of the State of Iowa, to become redomesticated as an Iowa corporation. Upon the taking of effect of these Articles of Incorporation, the Corporation shall be named John Deere Insurance Company and shall be and continue to be possessed of all privileges, franchises, and powers to the same extent as if it had been, at all times during its corporate existence, incorporated under the laws of the State of Iowa; and all privileges, franchises, and powers belonging to said Corporation, and all property, real, personal and mixed, and all debts due on whatever account, all certificates of authority, agent appointments, outstanding insurance policies, capital structure, and all choses in action, shall be and the same are hereby ratified, approved, confirmed and assured to the Corporation, with like effect and to all intents and purposes as of it had been, at all times, during its corporate existence, incorporated under the laws of the State of Iowa.

190525

Pursuant to §§ 490.902, 515.2 and 515.78 of the 2009 Code of Iowa, for purpose of setting forth its Articles as an Iowa corporation, the Corporation hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the Corporation is John Deere Insurance Company.

ARTICLE II
PLACE OF BUSINESS

The principal place of business of the Corporation shall be in the City of Johnston, County of Polk, State of Iowa, and the Corporation may establish and maintain offices in Iowa or in other states or territories of the United States for the purpose of doing business therein as the Board of Directors may deem necessary or expedient, subject to proper governmental authority for the doing of said business as necessary.

7

ARTICLE III
PERPETUAL EXISTENCE

The Corporation shall have perpetual duration.

ARTICLE IV
PURPOSE

The Corporation is organized and incorporated for the purpose of carrying on a stock insurance business as authorized by the provisions of Chapter 515 of the Code of Iowa. The general nature of the business to be transacted by the Corporation shall be to own, operate, conduct, maintain and improve the stock insurance company; to insure the several classes of property and casualty risks as specified and described and authorized by Section 515.48 of the Code of Iowa as the same now exists or may be hereafter amended; to issue policies and contracts of insurance of the general character and within the limits provided by the laws of the State of Iowa, and to do all such other acts and things and to have all such rights and privileges as are consistent, legal, proper and necessary to carry out the general purposes of the Corporation.

ARTICLE V
POWERS

The Corporation assumes and shall have and possess all the rights, powers, privileges and immunities granted to and bestowed upon like corporations by law. The Corporation shall have full power to issue its policies and contracts of insurance, to compromise claims, to appoint agents and to do any and all other acts and things proper, appropriate, necessary and convenient to the carrying out of its purposes as a stock insurance company.

The Corporation shall be additionally empowered:

- a. To cause itself to be insured in companies authorized to do business in Iowa, or in any state or territory wherein the company may be authorized to do business, against any loss or risk or any part thereof it may have incurred in the course of its business.
- b. To have perpetual succession by its corporate name.
- c. To sue and be sued, complain and defend in its corporate name.
- d. To have a corporate seal which may be altered at pleasure and to use the same by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.
- e. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real and personal property or any interest therein wherever situated.

f. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

g. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares or other interest in or obligations of other domestic or foreign corporations, associations, partnerships, individuals, or other entities or groups, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

h. To allow or cause the legal estate and interest in any business or property acquired, established, or carried on by the Corporation, to remain, or to be vested or registered in the name of, or to be carried on by, any individual or by any foreign or other corporation formed or to be formed, either upon trust, for, or as agents or nominees of, the Corporation, or upon any other terms or conditions which the Board of Directors may consider for the benefit of the Corporation; to manage the affairs or take over and carry on the business of any such corporation either by acquiring the whole or part of the shares of stock or bonds, debentures, or other securities thereof, or otherwise; to exercise all or any of the powers of any such corporation or of holders of shares of stock, debentures, or securities thereof; and to receive and distribute as profits the dividends and interest on such shares, stock, debentures, or securities.

i. To cause to be formed, to promote, and to aid in the formation of any corporation or association, domestic or foreign, and to cause or participate in the merger, consolidation, reorganization, liquidation or dissolution of any corporation or any association, domestic or foreign, in which, or in the business or welfare of which, the Corporation shall have, directly or indirectly, any interest.

j. To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations and to secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

k. To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

l. To conduct its business, carry on its operations, have offices and exercise the powers set forth herein in any state, territory, district or possession of the United States or in any foreign country.

m. To cease the corporate activities and surrender its corporate franchise.

n. To make and alter Bylaws not inconsistent with these Articles of Incorporation or the laws of the State of Iowa for the administration and regulation of its affairs.

o. To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers, employees and agents.

p. To elect or appoint officers and agents of the Corporation and to define their duties and fix their compensation.

q. To make donations for the public welfare or for charitable, scientific or educational purposes.

r. To have and exercise all powers necessary or convenient to effect any or all of the purposes and objects or further any of the powers hereinabove set forth.

s. To do and exercise all the powers, rights and privileges now or hereafter conferred by the laws of the State of Iowa upon stock insurance companies formed under Chapters 490 and 515 of the Code of Iowa and all powers necessary or convenient to affect any or all of its objects, purposes and powers.

ARTICLE VI STOCK

The aggregate number of shares of stock which the Corporation is authorized to issue is ten thousand (10,000) shares of common stock of a par value of two thousand five hundred dollars (\$2,500.00) each. The common stock shall have unlimited voting rights and shall be entitled to the net assets of the Corporation upon dissolution.

ARTICLE VII REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Corporation is 6400 N.W. 86th Street, Johnston, Iowa 50131-6600, and the name of its initial registered agent at such address is Timothy V. Haight.

ARTICLE VIII DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are by statute or by these Articles or the Bylaws of the Corporation directed or authorized to be exercised or done by the stockholders. The number of directors which shall constitute the whole Board of Directors shall be not less than five (5) nor more than twenty-one (21) in number, the exact number to be fixed by the Board of Directors, who shall be elected by the stockholders of the Corporation at the regular annual meeting of the Corporation.

ARTICLE IX
LIMITATION OF LIABILITY OF DIRECTORS

A director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for any of the following: (1) the amount of a financial benefit received by a director to which the director is not entitled; (2) an intentional infliction of harm on the Corporation or the shareholders; (3) a violation of section 490.833 of the Iowa Business Corporation Act; or (4) an intentional violation of criminal law.

If the Iowa Business Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be eliminated or limited to the extent of such amendment, automatically and without any further action, to the fullest extent permitted by law. Any repeal or modification of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability or any other right or protection of a director of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

ARTICLE X
INDEMNIFICATION OF DIRECTORS

The Corporation shall indemnify a director for liability (as such term is defined in section 490.850(5) of the Iowa Business Corporation Act) to any person for any action taken, or any failure to take any action, as a director, except liability for any of the following: (1) receipt of a financial benefit received by a director to which the director is not entitled; (2) an intentional infliction of harm on the Corporation or the shareholders; (3) a violation of section 490.833 of the Iowa Business Corporation Act; or (4) an intentional violation of criminal law. Without limiting the foregoing, the Corporation shall exercise all of its permissive powers as often as necessary to indemnify and advance expenses to its directors and officers to the fullest extent permitted by law. If the Iowa Business Corporation Act is hereafter amended to authorize broader indemnification, then the indemnification obligations of the Corporation shall be deemed amended automatically and without any further action to require indemnification and advancement of funds to pay for or reimburse expenses of its directors and officers to the fullest extent permitted by law. Any repeal or modification of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect any indemnification obligations of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

ARTICLE XI
AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by the adoption of a resolution at any meeting of the stockholders by the affirmative vote of a majority of the shares present in person or by proxy at the meeting, causing said resolution to be impressed in a certificate duly executed by the President and Secretary or other presiding or recording officers, and thereafter approved, filed, recorded and published in the manner prescribed by law.

Dated this 18th day of March, 2010.

Donald H. Preusser
Donald H. Preusser, President

COMMISSION CERTIFICATE OF APPROVAL

Pursuant to the relevant provisions of the Iowa Code, the undersigned approves the Articles of Incorporation of **John Deere Insurance Company** (Effective upon filing with the Iowa Secretary of State).

SUSAN E. VOSS
Iowa Insurance Commissioner


By JAMES N. ARMSTRONG
Deputy Insurance Commissioner

Date: 3/19/10

FILED
IOWA
SECRETARY OF STATE

3-19-10
12:41 PM

W671001





7ps

STATE OF IOWA
Secretary of State Office

C# 555

I hereby certify that this is a true and complete document(s) to which the seal is affixed as filed in this office beginning March 19, 2010 to and including the data below.

Dated March 24 2010
Murphy A. Mone

Secretary Of State

By Danni Burdette