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Approved by: Elizabeth Kelleher Dwyer
Elizabeth Kelleher Dwyer
Director Department of Business Regulation
Superintendent of Insurance

Second Amended and Restated Certificate of Incorporation
of
Metropolitan General Insurance Company

Article I

Name of Corporation

The name of the Corporation is Metropolitan General Insurance Company

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Article II

Registered Office

The address of the registered office of the Corporation in the State of Rhode Island is 450 Veterans Memorial Parkway, Suite 7A, East Providence, Rhode Island 02914. The name of its registered agent at such address is CT Corporation System.

Article III

Purpose

The nature of the business or purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Rhode Island Business Corporation Act (the "Act").

Article IV

Stock

The aggregate number of shares of all classes of capital stock that the Corporation shall have authority to issue is 151,000, consisting of 150,000 shares of Preferred Stock, par value \$1,000.00 per share (the "Preferred Stock"), and 1,000 shares of Common Stock, par value \$3,800.00 per share (the "Common Stock"). A statement of the designations of the authorized classes of stock or of any series thereto, their powers, preferences and relative participating, optional and other special rights, and the qualifications, limitations and restrictions thereof, or of the authority of the Board of Directors to fix by resolution or resolutions such designations and other terms, is as follows:

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Preferred Stock. Shares of Preferred Stock may be issued from time to time, in one or more series, in such amounts and manner, for such consideration, whether in cash, securities, property, or otherwise, and to such persons or entities as may be fixed or determined by the Board of Directors of the Corporation. The Board of Directors of the Corporation is hereby authorized, subject to the provisions of this Article, to fix by resolution or resolutions adopted prior to the issuance of any shares of a particular series of Preferred Stock, the designation and number of shares of each series of Preferred Stock and to determine the powers, preferences, and relative, participating, optional and other special rights and the qualifications, limitations and restrictions thereof, including, without limiting the generality of the foregoing, such provisions as may be desired concerning designations, voting, redemption, dividends, dissolution or the distribution of assets, conversion or exchange, and such other subjects or matters as may be fixed by resolution or resolutions of the Board of Directors of the Corporation from time to time. The Board of Directors of the Corporation is also authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any said series subsequent to the issues of shares of that series. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution or resolutions originally fixing the number of shares of such series.

Common Stock. Shares of Common Stock may be issued from time to time, in such amounts and manner, for such consideration, whether in cash, securities, property or otherwise, and to such persons or entities as may be fixed or determined by the Board of Directors of the Corporation. Subject to all of the preferences and rights of the Preferred Stock or any series thereof that may be fixed by resolution or resolutions of the Board of Directors of the Corporation, and except as may otherwise be required by law, the holder of the shares of Common Stock issued and outstanding shall have and possess the exclusive right to notice of shareholders' meetings and the exclusive power to vote. Except as may otherwise be required by law, each holder of Common Stock shall have one vote in respect of each share of Common Stock held by him on all matters upon which he is entitled to vote.

In accordance with Section 7-1.2-613 of the Act, holders of shares of Preferred Stock and/or Common Stock of the Corporation shall not have any preemptive rights to acquire unissued shares or securities convertible into shares or carrying a right to subscribe to or acquire shares.

Article V

Incorporator

John L. Kenny

700 Quaker Lane, P.O. Box 350

Warwick, Rhode Island 02887

Article VI
Board of Directors;
Management of the Corporation

The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation and for the purpose of creating, defining, limiting and regulating the powers of the Corporation and its directors and stockholders:

- (a) The number of directors of the Corporation shall be fixed and may be altered from time to time in the manner provided in the By-Laws, and vacancies in the Board of Directors and newly created directorships resulting from any increase in the authorized number of directors may be filled, and directors may be removed, as provided in the By-Laws.
- (b) The election of directors need not be by written ballot.
- (c) All corporate powers and authority of the Corporation (except as at the time otherwise provided by law, by this Certificate of Incorporation or by the By-Laws of the Corporation) shall be vested in and exercised by the Board of Directors.
- (d) The Board of Directors shall have the power, without the assent of the stockholders, to adopt, amend, alter or repeal the By-Laws of the Corporation, except to the extent that the By-Laws or this Certificate of Incorporation otherwise provide.
- (e) No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of his or her fiduciary duty as a director, provided that nothing contained in this Article shall eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the director derived an improper personal benefit.

Article VII
Duration of Existence

The Corporation shall have perpetual existence.

Article VIII

Amendment

The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the laws of the State of Rhode Island, and all rights herein conferred upon stockholders or directors are granted subject to this reservation.