

Reviewed and Approved by:

*Barry G. Hittner*

BARRY G. HITTNER

July 31, 1997

To Be Effective: 7/31/97

96170

ARTICLES OF REDOMESTICATION  
OF AMERICAN CONCEPT INSURANCE COMPANY

PREAMBLE. The undersigned corporation desires to transfer its corporate domicile from the State of South Dakota to the State of Rhode Island pursuant to the approval of the Rhode Island Insurance Commissioner under the authority of R.I. Gen. Laws §27-2.2-1 et seq. and to be recognized as a corporation from its original date of incorporation of August 1, 1974 in the State of South Dakota.

This corporation was incorporated on August 1, 1974 in the State of South Dakota under the name Concept 76 Insurance Company. On June 12, 1981, by amendment to its Articles of Incorporation, its name was changed to American Concept Insurance Company. On April 23, 1985, one additional amendment to its Articles of Incorporation was adopted and approved.

These Articles supersede in their entirety the existing Articles of Incorporation.

FIRST: The name of the Corporation is American Concept Insurance Company.

SECOND: The period of duration is perpetual.

THIRD: The purposes for which the corporation is organized are:

To engage in any lawful activity for which stock insurance corporations may be organized under the laws of the State of Rhode Island, including, without limitation, the conduct and operation of an insurance business and any business incidental thereto, the making of investments, the ownership of real and personal property and the ownership of subsidiaries, all as and to the extent authorized by the laws of the State of Rhode Island. The kinds of insurance that the corporation is formed to transact are all lines except life, health, annuity, title, and mortgage guaranty as defined by Rhode Island General Laws;

To make insurances in any other state, territory, jurisdiction or foreign country against any and all risks and hazards which may be fully assumed in connection with the policies granting insurances under any law of this State or any law of any other state, territory, jurisdiction or foreign country;

To accept and to cede reinsurance of the kind or kinds of insurance business in which the corporation is authorized to engage by the terms of these Articles of Incorporation, as they may be amended from time to time, or otherwise to the extent permitted by law;

To do each and every thing necessary, suitable, or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated or which shall at any time be conducive to or expedient for the protection or benefit of this corporation. The purposes specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes or powers specified in each of the clauses herein shall be regarded as independent purposes and powers and the enumeration of the specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general power of this corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is: 500,000 shares of common stock with a par value of \$10.00 per share.

FIFTH: Shareholders shall have no pre-emptive rights.

**FILED**

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By CC # 187450

SIXTH: The corporation shall obtain a certificate of compliance pursuant to procedures established by the Department of Business regulations.

The corporation shall comply with all statutory requirements necessary to commence business as a domestic insurance company.

SEVENTH: The Board of Directors of the corporation shall be not less than five (5) nor more than twenty-one (21) persons. The method of election of directors and their terms of office shall be as provided in the by-laws.

EIGHTH: The address of the initial registered office of the corporation is One Providence Washington Plaza, Providence, Rhode Island 02903 and the name of its initial registered agent at such address is Mary Clare Decker, Esquire.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Redomestication and Incorporation this 1<sup>st</sup> day August, 1997.

AMERICAN CONCEPT INSURANCE COMPANY

By: \_\_\_\_\_

  
Richard J. Hoag  
President

By: \_\_\_\_\_

  
Mary Clare Decker  
Secretary