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KAREN A. YARBROUGH

COOK COUNTY CLERK

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
WESTERN SELECT INSURANCE COMPANY**

**As of July 17, 2020  
(amending Amended & Restated Articles  
effective August 7, 2015 with Articles of Re-Organization)**

Where, in compliance with the requirements of Article XII of the Illinois Insurance Code (§§ 180-185.1), Western Select Insurance Company, a California corporation (the "Company"), previously had filed for approval to re-domesticate under the laws of the State of Illinois, and in connection with such reorganization, filed its Amended and Restated Articles of Incorporation, in their entirety, with the Illinois Department of Insurance in or around July 2015, which Articles were approved, and effective as of, or around, August 7, 2015; and

Whereas, on or about January 9, 2019, both the Company and its direct parent company, Public Service Insurance Company, an Illinois domiciled insurer which had been previously placed in Rehabilitation in March 2017, were acquired by Premia Holdings, Inc., a Delaware corporation, by virtue of a stock purchase agreement (the "Acquisition"), and

Whereas, in connection with, and as a result of, the Acquisition, the Company now hereby amends its current Articles of Incorporation to reflect certain changes, particularly regarding the composition of its Board of Directors.

**Article 1 – Organization**

The name of the Company is Western Select Insurance Company.

**Article 2 - Purpose and Powers**

The Company shall have the purpose and power to engage in the business provided in clauses (a), (b), (c), (d), (e), (f), (g), (h), (i), (j), (k) and (l) of Class 2 of Section 4 of the Illinois Insurance Code, as described below, the business provided in clauses (a), (b), (c), (d), (e), (f), (g), (h) and (i) of Class 3 of Section 4 of the Illinois Insurance Code, as described below, and the businesses set forth in Section 9 of the Illinois Insurance Code, and to possess and enjoy all of the rights, powers and privileges that might lawfully be included in these Amended and Restated Articles of Incorporation under the Illinois Insurance Code.

**Class 2. Casualty, Fidelity and Surety**

(a) **Accident and health.** Insurance against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto, including stop-loss insurance. Stop-loss insurance is insurance against the risk of economic loss issued to a single employer self-funded employee disability benefit plan or an employee welfare benefit plan as described in 29 U.S.C. 1001 et seq.

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- (b) **Vehicle.** Insurance against any loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft. Any policy insuring against any loss or liability on account of the bodily injury or death of any person may contain a provision for payment of disability benefits to injured persons and death benefits to dependents, beneficiaries or personal representatives of persons who are killed, including the named insured, irrespective of legal liability of the insured, if the injury or death for which benefits are provided is caused by accident and sustained while in or upon or while entering into or alighting from or through being struck by a vehicle (motor or otherwise), draft animal or aircraft, and such provision shall not be deemed to be accident insurance.
- (c) **Liability.** Insurance against the liability of the insured for the death, injury or disability of an employee or other person, and insurance against the liability of the insured for damage to or destruction of another person's property.
- (d) **Workers' compensation.** Insurance of the obligations accepted by or imposed upon employers under laws for workers' compensation.
- (e) **Burglary and forgery.** Insurance against loss or damage by burglary, theft, larceny, robbery, forgery, fraud or otherwise, including all householders' personal property floater risks.
- (f) **Glass.** Insurance against loss or damage to glass including lettering, ornamentation and fittings from any cause.
- (g) **Fidelity and surety.** Become surety or guarantor for any person, co-partnership or corporation in any position or place of trust or as custodian of money or property, public or private; or, becoming a surety or guarantor for the performance of any person, copartnership or corporation of any lawful obligation, undertaking, agreement or contract of any kind, except contracts or policies of insurance; and underwriting blanket bonds. Such obligations shall be known and treated as suretyship obligations and such business shall be known as surety business.
- (h) **Miscellaneous.** Insurance against loss or damage to property and any liability of the insured caused by accidents to boilers, pipes, pressure containers, machinery and apparatus of any kind and any apparatus connected thereto, or used for creating, transmitting or applying power, light, heat, steam or refrigeration, making inspection of and issuing certificates of inspection upon elevators, boilers, machinery and apparatus of any kind and all mechanical apparatus and appliances appertaining thereto; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports, or against loss or damage from any cause (other than causes specifically enumerated under Class 3 of Section 4 of the Illinois Insurance Code) to such sprinkler, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage which may result from the failure of debtors to pay their obligations to the insured; and insurance of the payment of money for personal services under contracts of hiring.

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(i) **Other casualty risks.** Insurance against any other casualty risk not otherwise specified under Classes 1 or 3 of Section 4 of the Illinois Insurance Code, which may lawfully be the subject of insurance and may properly be classified under Class 2 of Section 4 of the Illinois Insurance Code.

(j) **Contingent losses.** Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any one of the causes enumerated under Class 2 of Section 4 of the Illinois Insurance Code. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

(k) **Livestock and domestic animals.** Insurance against mortality, accident and health of livestock and domestic animals.

(l) **Legal expense insurance.** Insurance against risk resulting from the cost of legal services as defined under Class 1(c) of Section 4 of the Illinois Insurance Code.

## **Class 3. Fire and Marine, etc.**

(a) **Fire.** Insurance against loss or damage by fire, smoke and smudge, lightning or other electrical disturbances.

(b) **Elements.** Insurance against loss or damage by earthquake, windstorms, cyclone, tornado, tempests, hail, frost, snow, ice, sleet, flood, rain, drought or other weather or climatic conditions including excess or deficiency of moisture, rising of the waters of the ocean or its tributaries.

(c) **War, riot and explosion.** Insurance against loss or damage by bombardment, invasion, insurrection, riot, strikes, civil war or commotion, military or usurped power, or explosion (other than explosion of steam boilers and the breaking of fly wheels on premises owned, controlled, managed, or maintained by the insured).

(d) **Marine and transportation.** Insurance against loss or damage to vessels, craft, aircraft, vehicles of every kind (excluding vehicles operating under their own power or while in storage not incidental to transportation), as well as all goods, freights, cargoes, merchandise, effects, disbursements, profits, moneys, bullion, precious stones, securities, choses in action, evidences of debt, valuable papers, bottomry and respondentia interests and all other kinds of property and interests therein, in respect to, appertaining to or in connection with any or all risks or perils of navigation, transit, or transportation, including war risks, on or under any seas or other waters, on land or in the air, or while being assembled, packed, crated, baled, compressed or similarly prepared for shipment or while awaiting the same or during any delays, storage, transshipment, or reshipment incident thereto, including marine builder's risks and all personal property floater risks; and for loss or damage to persons or property in connection with or appertaining to marine, inland marine, transit or transportation insurance, including liability for loss of or damage to either arising out of or in connection with the construction, repair, operation, maintenance, or use of the subject matter of such insurance (but not including life insurance or surety bonds); but, except as herein specified, shall not mean insurances against loss by reason of bodily injury to the person; and insurance against loss or damage to precious stones, jewels, jewelry, gold, silver and other precious metals whether used in business or trade or otherwise and whether the same be in course of

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transportation or otherwise, which shall include jewelers' block insurance; and insurance against loss or damage to bridges, tunnels and other instrumentalities of transportation and communication (excluding buildings, their furniture and furnishings, fixed contents and supplies held in storage) unless fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion are the only hazards to be covered; and to piers, wharves, docks and slips, excluding the risks of fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion; and to other aids to navigation and transportation, including dry docks and marine railways, against all risk.

(e) **Vehicle.** Insurance against loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft, excluding the liability of the insured for the death, injury or disability of another person.

(f) **Property damage, sprinkler leakage and crop.** Insurance against the liability of the insured for loss or damage to another person's property or property interests from any cause enumerated in this class; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports or against loss or damage from any cause to such sprinklers, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; and insurance against loss or damage from insects, diseases or other causes to trees, crops or other products of the soil.

(g) **Other fire and marine risks.** Insurance against any other property risk not otherwise specified under Classes 1 or 2 of Section 4 of the Illinois Insurance Code, which may lawfully be the subject of insurance and may properly be classified under Class 3 of Section 4 of the Illinois Insurance Code.

(h) **Contingent losses.** Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any of the causes enumerated under Class 3 of Section 4 of the Illinois Insurance Code. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

(i) **Legal expense insurance.** Insurance against risk resulting from the cost of legal services as defined under Class 1(c) of Section 4 of the Illinois Insurance Code.

The Company shall have and possess all the powers and authority necessary, proper, and convenient to fully accomplish said purposes with all the usual powers, privileges, obligations, and liabilities incident thereto and the Company shall have authority to do any lawful act that is necessary or proper to accomplish its purposes. Without limiting the effect of the foregoing grant of authority, the Company may sue and be sued, may appoint agents, may make contracts, may borrow money, may acquire real and personal property by purchase, mortgage or otherwise, and may maintain, manage, convey, lease, mortgage, pledge or dispose of such property.

## Article 3 – Duration

The Company shall have perpetual duration.

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## Article 4 - Principal Office

The principal home office of the Company in the State of Illinois shall be located in Cook County, Illinois, or such other location within the State of Illinois, as the Board of Directors may designate, from time to time.

## Article 5 - Capital Stock

5.1 The Company shall have one class of capital stock. The total number of shares of capital stock that the Company shall have the authority to issue is 25,000,000 shares of common stock, par value \$30.00 per share ("Common Stock"), of which 140,000 shares have been, issued such that the Company's paid-up capital is in compliance with its statutory, minimum capital and surplus requirements (*per 215 ILCS Article II, Section 5/13*).

5.2 Unless otherwise permitted by applicable law, at all times a majority of the voting shares of Common Stock shall be owned, directly or indirectly through one or more intermediate stock holding companies, by Premia Holdings, Inc., a Delaware corporation, or any successor corporation authorized by applicable law.

## Article 6 - Board of Directors

6.1 All corporate powers and authority of the Company (except as at the time otherwise provided by law, by these Amended and Restated Articles of Incorporation or by the By-Laws) shall be vested in and exercised by the Board of Directors.

6.2 The number of directors of the Company shall be not less than three (3), and not more than twenty-one (21) natural persons, who are at least 18 years of age, and at least three (3) of whom are residents and citizens of this State. At each succeeding annual meeting of shareholders, directors shall be elected for one-year terms. Directors shall only be elected at annual or special meetings. Directors shall hold office until the annual meeting at which the term of their office expires and the election and qualification of his or her successor has taken place, or until his or her earlier death, resignation or removal. No person convicted of a felony may serve as a director, and all directors shall be of good character and known professional, administrative or business ability, such business ability to include practical knowledge of insurance, finance and investment. So long as required by the Illinois Insurance Code, in elections for directors every holder of Common Stock has the right to vote, in person or by proxy, for the number of shares of Common Stock owned by him or her, for as many persons as there are directors to be elected, or to cumulate his or her shares, and give one candidate as many votes as the number of directors to be elected multiplied by the number of his or her shares, or to distribute them on the same principle among as many candidates as he or she determines.

6.3 The Board of Directors of the Company may, in its discretion and subject to any applicable regulatory requirements, set apart out of the funds of the Company available for dividends to shareholders a special reserve or reserves for the exclusive benefit of the Company's policyholders, or for other proper purposes.

## Article 7 - Indemnification

The Company shall indemnify and hold harmless any officer or director of the Company to the fullest extent permitted under Section 10(7) of the Illinois Insurance Code or any successor provision, as

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the same may be amended from time to time, and as set forth in the By-Laws of the Company. Any repeal or modification of this Article 7 or of Section 10(7) of the Illinois Insurance Code shall not adversely affect any right of indemnification of any officer or director of the Company existing at any time prior to such repeal or modification. The Company may indemnify and hold harmless any employee or agent of the Company to the same extent as any officer or director. Notwithstanding the foregoing, the Company shall not be required to indemnify a person in connection with a proceeding initiated by such person, including a counterclaim or crossclaim, unless the proceeding was authorized by the Board of Directors.

## Article 8 - Exculpation

No director shall be personally liable to the Company or the shareholders for monetary damages for breach of fiduciary duty as a director, except for liability related to (i) any breach of the director's duty of loyalty to the Company or its shareholders, (ii) any acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) any transaction from which the director derived an improper personal benefit or (iv) any acts that are substantially equivalent to those contained in 805 III. Comp. Stat. 5/8.65. This Article 8 shall not eliminate or limit the liability of any director for any act or omission occurring before the date upon which these Amended and Restated Articles of Incorporation become effective.

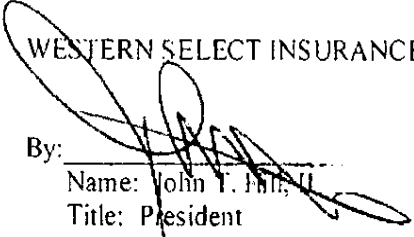
## Article 9 - Amendments to Amended and Restated Articles of Incorporation

The Company reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, including any required review by and approval of the Director of the Department of Insurance of the State of Illinois, and all rights conferred upon the shareholders herein are granted subject to this reservation.

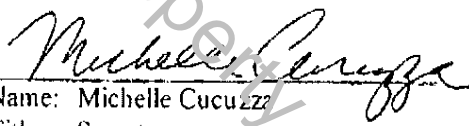
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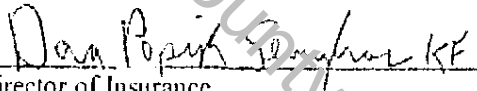
WESTERN SELECT INSURANCE COMPANY

By:  \_\_\_\_\_  
 Name: John T. Hill  
 Title: President

ATTEST:

  
 Name: Michelle Cucuzzo  
 Title: Secretary

APPROVED this 5<sup>th</sup> day of March, 2021

  
 Acting Director of Insurance