

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Attorneys Liability Protection Society, A Mutual Risk Retention Group		01/01/2001	a mutual insurer: MONTANA

RECEIVING PARTY DATA

Name:	Attorneys Liability Protection Society, Inc., A Risk Retention Group
Street Address:	111 N. Higgins Ave., Suite 200
City:	Missoula
State/Country:	MONTANA
Postal Code:	59802
Entity Type:	stock insurance company: MONTANA

PROPERTY NUMBERS Total: 2

Property Type	Number
Registration Number:	2125404
Registration Number:	2193086

CORRESPONDENCE DATA

Fax Number: (406)721-6985
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: svannatta@wthlaw.net
 Correspondent Name: Shane A. Vannatta, Esq.
 Address Line 1: 111 N. Higgins Ave., Suite 600
 Address Line 4: Missoula, MONTANA 59802

NAME OF SUBMITTER:	Shane A. Vannatta
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Total Attachments: 7

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**TRADEMARK
 REEL: 002681 FRAME: 0067**

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SECRETARY OF STATE

STATE OF MONTANA

BOB BROWN

Business Services Bureau
Pat Haffey, Deputy



Montana State Capitol
PO Box 202801
Helena, MT 59620-2801
(406)444-3665
<http://www.state.mt.us/sos/>

VICTORIA ORZE
ALPS
PO BOX 9169
MISSOULA MT 59807-9169

January 24, 2001

Dear Ms. Orze:

RE: ATTORNEYS LIABILITY
PROTECION SOCIETY, A
MUTUAL RISK RETENTION
GROUP
RESTATED ARTICLES
Date of Filing: January 2, 2001
Filing Number: D070611-375866

I've approved the filing of the documents for the above named entity. The document number and filing date have been recorded on the original document. This letter serves as your certificate of filing and should be maintained in your files for future reference.

Thank you for giving this office the opportunity to serve you. If you have any questions in this regard, or need additional assistance, please do not hesitate to contact the Business Services Bureau professionals at (406) 444-3665.

Sincerely,

A handwritten signature in black ink that reads "Bob Brown".

Bob Brown
Secretary of State
Enclosure

You can correspond with our office via facsimile. Our fax number is (406) 444-3976. You can now fax in your search, copy, and certificate requests.

TRADEMARK
REEL: 002681 FRAME: 0069

STATE AUDITOR
STATE OF MONTANA



Mark O'Keefe
STATE AUDITOR

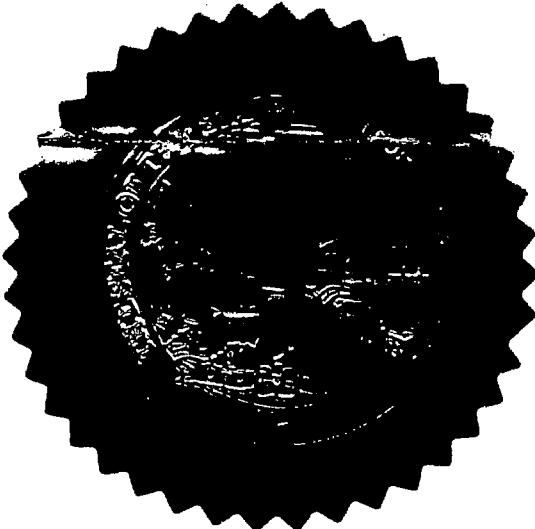
COMMISSIONER OF INSURANCE
COMMISSIONER OF SECURITIES

United States of America)
 : ss.
State of Montana)

STATE OF MONTANA
FILED
JAN 02 2000
pd \$15.00

SECRETARY OF STATE

I, Mark O'Keefe, State Auditor and Commissioner of Insurance of the state of Montana, hereby certify that I am the duly elected, qualified, and acting State Auditor of the state of Montana, and that pursuant to the provisions of Sections 33-4-203 and 33-4-204, MCA, 1997, I have examined the attached Amended and Restated Articles of Incorporation of Attorneys Liability Protection Society, and I hereby certify that they conform with the provisions of the Montana Code Annotated and are not in conflict with the constitution and laws of the United States of America or of this state. In accordance with the referenced code provisions, I hereby approve the Amended and Restated Articles of Incorporation of Attorneys Liability Protection Society in order that the same may be filed in accordance with the law.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Seal of the Office of State Auditor. Done at the city of Helena, the capital of said state, this 27 day of Dec 2000.

Mark O'Keefe
Mark O'Keefe
State Auditor and
Commissioner of Insurance

**CERTIFICATE OF AMENDED AND
RESTATED ARTICLES OF INCORPORATION
OF
ATTORNEYS LIABILITY PROTECTION SOCIETY,
A MUTUAL RISK RETENTION GROUP**

Robert W. Minto, Jr., as President, and Kimberly A. McGuire-Browne, as Secretary, on behalf of **ATTORNEYS LIABILITY PROTECTION SOCIETY, A Mutual Risk Retention Group**, a Montana mutual insurer (hereinafter "Mutual Insurer"), whose principal place of business is located in Missoula, Montana, hereby file this Certificate pursuant to §§ 33-3-203(3) and 35-1-231(4), M.C.A., and certify that:

1. The Mutual Insurer effectively amended and restated its articles of incorporation by adopting and approving the Amended and Restated Articles of Incorporation which are attached hereto and incorporated herein by this reference. The Amended and Restated Articles of Incorporation contain amendments to the existing restated articles, which amendments require approval by the Mutual Insurer's Members.

2. On the 27th and 28th days of April, 2000, the Board of Directors of the Mutual Insurer held a regularly scheduled meeting, at which a quorum of Directors was present. A majority of the Directors present at this meeting approved the attached Amended and Restated Articles of Incorporation and recommended their adoption and approval by the Mutual Insurer's Members.

3. Notice of a Special Meeting of the Mutual Insurer's Members was timely and properly sent to all policyholders of record as of September 30, 2000. The Notice included a proposal to approve and adopt the amended and restated articles, and the full text of the attached Amended and Restated Articles was enclosed with the Notice of Special Meeting.

4. On the 30th day of September, 2000, the date of record for the special policyholder meeting of the Members, there were 3,177 Members of the Mutual Insurer, each possessing one (1) vote with respect to the adoption and approval of the Amended and Restated Articles of Incorporation.

5. At the Special Meeting held on November 9th, 2000, a quorum of members was present in person or by proxy. The Members duly approved and adopted the Amended and Restated Articles of Incorporation by an affirmative vote of a majority of the Members present in person or by proxy at the special policyholder meeting. Specifically, the total number of Members present in person or by proxy was 1,714. A majority of Members, or 1,614, voted in favor of adopting the Amended and Restated Articles of Incorporation. The number of Members who voted against was 77. The number of members who abstained from voting for or against was 24.

6. The Amended and Restated Articles of Incorporation are intended to take effect on January 1, 2001.

IN WITNESS WHEREOF, this certificate is hereby executed this 5th day of December, 2000, pursuant to §§ 33-3-203(3) and 35-1-231(4), M.C.A.

ATTORNEYS LIABILITY PROTECTION SOCIETY,
A Mutual Risk Retention Group

By: Robert W. Minto, Jr.
Robert W. Minto, Jr., President

By: Kimberly A. McGuire-Browne
Kimberly McGuire-Browne, Secretary

STATE OF MONTANA)
) ss.
County of Missoula)

THIS INSTRUMENT was acknowledged before me on December 5, 2000, by Robert W. Minto, Jr., as President, and Kimberly A. McGuire-Browne, as Secretary, of ATTORNEYS LIABILITY PROTECTION SOCIETY, A Mutual Risk Retention Group.

Valerie A. Hoque
Notary Public of the State of Montana
My Commission Expires: June 10, 2003

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

**ATTORNEYS LIABILITY PROTECTION SOCIETY, INC.,
A RISK RETENTION GROUP**

Attorneys Liability Protection Society, Inc., A Risk Retention Group (the "Corporation"), formerly known as Attorneys Liability Protection Society, A Mutual Risk Retention Group, pursuant to the conversion of the company from a mutual insurer to a stock insurance company, hereby files Amended and Restated Articles, effective January 1, 2001, to read in their entirety as follows:

ARTICLE I

Name. The name of the Corporation is Attorneys Liability Protection Society, Inc., A Risk Retention Group.

ARTICLE II

Period of Duration. The Corporation will have perpetual existence.

ARTICLE III

Purpose. The Corporation is organized to provide casualty insurance as a risk retention group and to engage in such other business as may be permitted by law.

ARTICLE IV

Number of Directors. The Corporation's Board of Directors shall consist of no fewer than five and no more than twenty-one members.

Elimination of Director Liability. Pursuant to MCA § 35-1-216(2)(d), the directors of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for any actions taken or any failure to take any action as a director of the Corporation, except that a director shall continue to be liable under MCA § 35-1-216(2)(d) as follows: (i) for the amount of a financial benefit received by a director to which the director is not entitled; (ii) for an intentional infliction of harm on the Corporation or any of its shareholders; (iii) for a violation of MCA § 35-1-713; or (iv) for an intentional violation of criminal law.

Director Indemnification. The corporation shall indemnify its Directors and Officers, and by action of its Directors, may indemnify its employees and agents, against liability incurred by any of them in their capacity as such, to the full extent permitted by and in accordance with the laws of Montana, as amended from time to time. Such indemnification shall continue as to a person who has ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE V

Capital Stock. The Corporation is authorized to issue two (2) classes of capital stock, Class A Common and Class B Non-voting. Stock in the Corporation is non-assessable. The Corporation is authorized to issue an aggregate number of 3 million Class A shares with a par value of \$1.00, and an aggregate number of 1 million Class B shares with a par value of \$1.00.

Holders of Class A shares will be entitled to dividends when and as declared by the Corporation's Board of Directors, and will together be entitled to the net assets of the Corporation upon dissolution.

Holders of Class B stock will not be entitled to dividends, and will not be entitled to participate in the net assets of the Corporation upon dissolution.

The Corporation may issue bonds, debentures or other obligations convertible into shares of any class in the amounts and on terms and conditions as determined by the Board of Directors.

ARTICLE VI

Voting Rights. Only shareholders that own Class A Common stock will be entitled to vote on matters submitted to the shareholders. Each such shareholder shall possess one vote per share upon each matter submitted to a vote at a shareholders' meeting.

Quorum Requirement. Unless otherwise required by statute, a majority of the Class A shares present in person or by proxy at a meeting of the shareholders will constitute a quorum.

Elimination of Cumulative Voting. The right of Class A shareholders to cumulate their votes at each election for directors is hereby denied and eliminated as allowed under MCA § 35-1-531(3). At each election for directors, each shareholder entitled to vote at the election will have as many votes as the number of shares of Class A Common Stock owned by the shareholder.

ARTICLE VII

Principal Business Office. The principal business office of the Corporation shall be located in Missoula, Missoula County, Montana.

ARTICLE VIII

Registered Agent and Office. The name of the initial registered agent of the Corporation is ROBERT W. MINTO, JR. The street address and mailing address of the initial registered office of the Corporation is:

Street Address: 111 North Higgins Avenue
Suite 200
Missoula, Montana 59802

Mailing Address: Post Office Box 9169
Missoula, Montana 59807-9169

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed this 5th day of December, 2000, to take effect January 1, 2001.

ATTORNEYS LIABILITY PROTECTION SOCIETY,
INC., A RISK RETENTION GROUP

By: Robert W. Minto, Jr.
Robert W. Minto, Jr., President

By: Kimberly A. McGuire-Browne
Kimberly A. McGuire-Browne, Secretary

STATE OF MONTANA)
) ss.
County of Missoula)

This instrument was acknowledged before me, the undersigned notary, on the 5th day of December, 2000, by Robert W. Minto, Jr., as President, and Kimberly A. McGuire-Browne, as Secretary, of ATTORNEYS LIABILITY PROTECTION SOCIETY, INC., A Risk Retention Group.

Dale A. Hogue
Notary Public for the State of Montana
My Commission Expires: June 10, 2003