

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
Northland Insurance Company		12/03/2010	CORPORATION: MINNESOTA

RECEIVING PARTY DATA

Name:	Northland Insurance Company
Street Address:	One Tower Square
City:	Hartford
State/Country:	CONNECTICUT
Postal Code:	06183
Entity Type:	CORPORATION: CONNECTICUT

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	3717697	NORTHLAND INSURANCE
Registration Number:	3798404	NORTHLAND INSURANCE
Registration Number:	3568450	NORTHLINK
Registration Number:	3136889	NORTHLINK
Registration Number:	3801901	NORTHLAND INSURANCE

CORRESPONDENCE DATA

Fax Number: 6513106306  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
 Phone: 651-310-4978  
 Email: trademarks@travelers.com  
 Correspondent Name: Robin R. Fuller  
 Address Line 1: 385 Washington Street  
 Address Line 2: Mail Code 9275-NB15A  
 Address Line 4: St. Paul, MINNESOTA 55102

OP \$140.00 3717697

ATTORNEY DOCKET NUMBER:	NORTHLAND
NAME OF SUBMITTER:	robin fuller
Signature:	/r/f/
Date:	08/27/2012
Total Attachments: 5 source=Northland Redomestication#page1.tif source=Northland Redomestication#page2.tif source=Northland Redomestication#page3.tif source=Northland Redomestication#page4.tif source=Northland Redomestication#page5.tif	



# SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 150470, HARTFORD, CT 06115-0470

DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06106

PHONE: 860-509-6003

WEBSITE: [www.concord-sols.ct.gov](http://www.concord-sols.ct.gov)

## CERTIFICATE OF REDOMESTICATION INSURANCE COMPANY REDOMESTICATION TO CONNECTICUT

Certificate of Authorization from Insurance Commissioner and  
this certificate.

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FILED 12/03/2010 08:37 AM PAGE 00519  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 81.

<p><b>FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS):</b></p> <p>NAME: Cheryle A. Damato</p> <p>ADDRESS: The Travelers Companies, Inc. One Tower Square, Corp. Law 8MS</p> <p>CITY: Hartford</p> <p>STATE: CT ZIP: 06109</p>	<p><b>FILING FEE: \$100 PLUS FRANCHISE TAX</b></p> <p>MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"</p>
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**1. NAME OF INSURANCE COMPANY:**  
Northland Insurance Company

**2. CHARTER HISTORY OF CORPORATION (INCLUDING DATE AND PLACE OF INCORPORATION, NAME CHANGE INFORMATION AND INFORMATION REGARDING CHANGE OF DOMICILE STATE):**

Northland Insurance Company was incorporated in Minnesota on January 16, 1948. It has not changed its name or domicile since that time.

**3. APPROVALS:**

THE CORPORATION'S REDOMESTICATION TO CONNECTICUT WAS APPROVED BY THE INSURANCE COMMISSIONER OF THE STATE OF Minnesota  
(STATE FROM WHICH CORPORATION IS REDOMESTICATING)

THE CORPORATION'S REDOMESTICATION WAS APPROVED BY THE INSURANCE COMMISSIONER OF THE STATE OF CONNECTICUT AS DEMONSTRATED BY SUCH COMMISSIONER'S CERTIFICATE OF APPROVAL INCLUDED HEREWITH.

**4. VOTE INFORMATION (CHECK AND COMPLETE A OR B)**

(A) THE INSURANCE COMPANY HAS AUTHORITY TO ISSUE CAPITAL STOCK. THE RESOLUTION OF REDOMESTICATION WAS ADOPTED BY ITS BOARD OF DIRECTORS AND APPROVED BY ITS SHAREHOLDERS AS FOLLOWS (PROVIDE AT MINIMUM THE TOTAL NUMBER OF SHAREHOLDER VOTES CAST IN FAVOR OF THE RESOLUTION AND THE TOTAL NUMBER OF VOTES CAST AGAINST THE RESOLUTION OR IF NO SHAREHOLDER APPROVAL WAS REQUIRED, PROVIDE A STATEMENT TO THAT EFFECT): The total number of shareholder votes cast in favor of the resolution was 35,000. No votes were cast against it.

(B) THE CORPORATION IS A MUTUAL INSURANCE COMPANY. THE RESOLUTION OF REDOMESTICATION WAS ADOPTED BY ITS BOARD OF DIRECTORS AND APPROVED BY ITS MEMBERS AS FOLLOWS (PROVIDE AT MINIMUM THE TOTAL NUMBER OF MEMBER VOTES CAST IN FAVOR OF THE RESOLUTION AND THE TOTAL NUMBER OF VOTES CAST AGAINST THE RESOLUTION OR IF NO MEMBERSHIP APPROVAL WAS REQUIRED, PROVIDE A STATEMENT TO THAT EFFECT):

5. CERTIFICATE OF INCORPORATION:  
 THE CORPORATION'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION IS ATTACHED HERETO.

6. EXECUTION:  
 DATED THIS 3<sup>rd</sup> DAY OF December, 2010

NAME OF SIGNATORY (print/type)	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Maryellen Prudhomme	Assistant Corporate Secretary	<i>Maryellen Prudhomme</i>

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 CONNECTICUT SECRETARY OF THE STATE



State of Connecticut  
Insurance Department

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FILED 12/03/2010 08:37 AM PAGE 00521  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

This is to Certify, that

- the redomestication of Northland Insurance Company, a Minnesota insurance company, pursuant to Section 38a-58a Connecticut General Statutes, is approved,
- the attached Certificate of Redomestication and Amended and Restated Certificate of Incorporation effecting its change of domicile is approved, and
- the effective date of the redomestication is December 15, 2010.

Witness my hand and official seal, at HARTFORD,

this 12<sup>th</sup> day of October, 2010

Insurance Commissioner

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
NORTHLAND INSURANCE COMPANY

**Section 1.** The name of the corporation is Northland Insurance Company.

The corporation is a continuation of the existence of Northland Insurance Company, through its adoption of Connecticut as its corporate domicile. The corporation's date of incorporation is January 16, 1948, the original date of incorporation of Northland Insurance Company.

**Section 2.** The business purposes and powers of said corporation shall be as follows:

The corporation shall have the purposes and powers to write fire, extended coverage and other allied lines, homeowners multiple perils, commercial multiple peril, earthquakes, growing crops, ocean and inland marine, accident and health, workers' compensation, liability, including automobile liability, automobile physical damage, aircraft, fidelity and surety, glass, burglary and theft, boiler and machinery, residual value insurance, credit, and any and all forms of property and casualty insurance which any other corporation now or hereafter incorporated in Connecticut and empowered to do insurance businesses may now or hereafter lawfully do; to accept or cede reinsurance; to issue policies and contracts for any kind or combinations of kinds of insurance; to acquire and hold any or all of the shares or other securities of any corporation or other entities; and to engage in any lawful act or activity for which corporations may be formed under the laws of Connecticut. The corporation is authorized to exercise the powers herein granted in any state, territory or jurisdiction of the United States or in any foreign country.

**Section 3.** The total number of shares which the corporation has authority to issue is thirty-five thousand (35,000) shares of common stock, with a par value of \$100.00 dollars (\$100.00) per share. All shares of common stock have unlimited voting rights and together are entitled to receive the net assets of the corporation upon dissolution.

**Section 4.** The principal place of business of the corporation in the State of Connecticut shall be One Tower Square, Hartford, Connecticut, 06183. The corporation may establish and maintain an office within or without the State of Connecticut or offices in such other places as the board of directors may from time to time find necessary or desirable.

**Section 5.** The personal liability to the corporation or its shareholders of a person who is or was a director of the corporation for monetary damages for breach of duty as a director shall be limited to the amount of the compensation received by the director for serving the corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the director, (b) enable the director or an associate, as defined in Section 33-840 of the Connecticut Business Corporation Act (the "CBCA") as in effect on the effective date hereof or as it may be amended from time to time, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the corporation, (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the

corporation, or (e) create liability under Section 33-757 of the CBCA as in effect on the effective date hereof or as it may be amended from time to time. The personal liability of a person who is or was a director to the corporation or its shareholders for breach of duty as a director shall further be limited to the full extent allowed by the CBCA as it may be amended from time to time. Any lawful repeal or modification of this Section or the adoption of any provision inconsistent herewith by the board of directors and the shareholders of the corporation shall not, with respect to a person who is or was a director, adversely affect any limitation of liability, right or protection existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.

#### Section 6.

- (1) The corporation shall indemnify its directors for liability, as defined in Section 33-770(5) of the CBCA, to any person for any action taken, or any failure to take any action, as a director, except liability that: (a) involved a knowing and culpable violation of law by the director; (b) enabled the director or an associate (as defined in Section 33-840 of the CBCA) to receive an improper personal gain; (c) showed a lack of good faith and conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that the director's conduct or omission created an unjustifiable risk of serious injury to the corporation; (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation; or (e) created liability under Section 33-757 of the CBCA. Notwithstanding anything in the preceding sentence to the contrary, the corporation shall be required to indemnify a director in connection with a proceeding commenced by such director only if (i) the commencement of such proceeding by the director was authorized by the board of directors of the corporation or (ii) such proceeding was brought to establish or enforce a right of indemnification under this Section or the by-laws of the corporation. This Section shall not affect the indemnification or advance of expenses to a director for any liability stemming from acts or omissions occurring prior to the effective date of this Section. Any lawful repeal or modification of this Section or the adoption of any provision inconsistent herewith by the board of directors and the shareholders of the corporation shall not, with respect to a person who is or was a director, adversely affect the indemnification or advance of expenses to such person for any liability stemming from acts or omissions occurring prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.
- (2) The corporation shall not be obligated by Section 33-776(d) of the CBCA to indemnify, or advance expenses, to any current or former employee or agent of the corporation who is not a director. However, the corporation may, at the discretion of the board of directors, indemnify, or advance expenses to, any current or former employee or agent of the corporation, who is not a director, to the fullest extent permitted by law.