

2017  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
BLUE RIDGE INDEMNITY COMPANY

These Amended and Restated Articles of Incorporation, duly adopted pursuant to the authority and provisions of Chapter 180 of the Wisconsin Statutes, supersede and take the place of the existing articles of incorporation and any amendments thereto of Blue Ridge Indemnity Company.

**FIRST:** The name of the Corporation is Blue Ridge Indemnity Company (the Company").

**SECOND:** The Company is organized under Ch. 180 of the Wisconsin Statutes.

**THIRD:** The address of the principal place of business of the Company shall be [what address]. The mailing address of the Company shall be 10151 Deerwood Park Blvd., Bldg. 100 Ste. 330, Jacksonville, FL 32256. The Company may establish offices in any other place in Wisconsin, or in other states or territories of the United States.

**FOURTH:** The duration of the Company is perpetual.

**FIFTH:** The purpose of the Company is to engage in any lawful activity for which an insurance corporation may be organized under Wisconsin laws, it being the purpose and intent of this Article to invest the Company with the broadest purposes, objects and powers lawfully permitted an insurance corporation formed under said laws.

**SIXTH:** The amount of total authorized capital stock of the Company shall be Two Million Five Hundred Thousand Dollars (\$2,500,000), represented by Five Hundred Thousand shares (500,000), each of which shares shall be of the face value or par value of Five Dollars (\$5.00).

**SEVENTH:** National Corporate Research, Ltd shall serve as registered agent. The registered office is located at: c/o Dane County Title Company, Inc, 901 South Whitney Way, Madison, WI 53711.

**EIGHTH:** The business and affairs of the Company shall be managed by the Board of Directors. The number of directors may be fixed from time to time by the Bylaws but shall not be less than the minimum nor more than the maximum number required by Wisconsin law. The directors need not be shareholders and officers need not be directors. Their terms (which may include staggered terms) and the manner of their election shall be as provided in the Bylaws. In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Company; subject, nevertheless, to the provisions of Wisconsin law, this 2017 Amended and Restated Articles of Incorporation and to any bylaws from time to time adopted; provided, however, that no bylaws so adopted shall invalidate any prior act of the directors which would have been valid if such bylaw had not been adopted.

**NINTH:** To the fullest extent permitted by Wisconsin law, a director of the Company shall not be liable to the Company or its shareholders for monetary damages for breach of fiduciary duty as a director. If Wisconsin law is amended after adoption of this provision to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by Wisconsin law, as so amended from time to time. Any repeal or modification of this Section 6.2 by the shareholders of the

## EXHIBIT G

Company shall not adversely affect any right or protection of a director of the Company existing' at the time of such repeal or modification or with respect to events occurring prior to such time.

**TENTH:** The officers of the Company shall be a President, a Secretary and a Treasurer, and, in the discretion of the Board of Directors, such other officers and assistant officers as may be deemed necessary by the Board of Directors. Officers shall be elected at the annual meeting of the Board of Directors.

**ELEVNTH:** In furtherance and not in limitation of the powers conferred by the laws of the State of Wisconsin, the power to alter, amend, or repeal the Bylaws or adopt new bylaws shall be vested in the Board of Directors and the shareholders, or either of them, which power may be exercised in the manner and to the extent provided in the Bylaws, provided, however, that the Board of Directors may not alter, amend or repeal any bylaw establishing what constitutes a quorum at such shareholders' meetings, or which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors. The Bylaws may contain any provisions for the regulation of the business and for the conduct of the affairs of the Company, the directors and shareholders not inconsistent with this 2017 Amended and Restated Articles of Incorporation.

**TWELFTH:** The Company reserves the right from time to time to amend, alter or repeal each and every provision contained in this 2017 Amended and Restated Articles of Incorporation, or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by Wisconsin law, and all rights conferred upon officers, directors, and shareholders at any time are granted subject to this reservation.

The foregoing is hereby certified by the undersigned officer of Blue Ridge Indemnity Company to be a true and accurate copy of the 2017 Amended and Restated Articles of Incorporation of Blue Ridge Indemnity Company and to be in full force and effect as of \_\_\_, day of January 2017.

Given under my hand and the seal of the Company this \_\_\_ day of January, 2017.

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Secretary

2017  
AMENDED AND RESTATED BYLAWS  
OF  
Blue Ridge Indemnity Company  
(hereinafter called the "Company")

**ARTICLE 1. OFFICES**

1.1. Principal and Administrative Offices. The Company may have such principal and other administrative offices, either within or without the Company's state of domicile, as the Board of Directors may designate or as the business of the Company may require from time to time.

1.2. Registered Office. The registered office of the Company, maintained in the Company's state of Domicile, may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors or by the registered agent. The business office of the registered agent of the Company shall be identical to such registered office.

**ARTICLE 2. SHAREHOLDERS**

2.1. Meetings. The annual meeting of the shareholders for the purpose of electing directors and for the transaction of such other business as may come before the meeting shall be held at such date and time during the calendar year as shall be determined by the Board of Directors and stated in the Notice. Special meetings may be called for any purposes by the Board of Directors, the President, or the Executive Committee.

2.2. Place of Meeting. The place of meeting shall be the administrative office of the Company unless some other place, either within or without the Company's state of domicile, is designated by the Board of Directors and stated in the Notice.

2.3. Notice of Meeting. Written, electronic transmission or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten or, in the case it is proposed to increase the stock or bonded indebtedness of the Company, not less than thirty nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the Board of Directors, the President, or the Secretary to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at the address as it appears on the stock transfer books of the Company, with postage thereon prepaid. If sent by electronic transmission, such notice shall be deemed to be delivered when directed to an electronic mail address at which the shareholder has consented to receive notice.

2.4. Fixing of Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other purpose, the Board of Directors of the Company may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than fifty days and, in case of a meeting of shareholders, not less than ten days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. If no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders.

2.5. Proxies. At all meetings of shareholders, a shareholder may vote by proxy executed in writing by the shareholder or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the Company before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

2.6. Voting of Shares. Each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders.

2.7. Informal Action by Shareholders. Any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

### ARTICLE 3. BOARD OF DIRECTORS

3.1. General Powers. The business and affairs of the Company shall be managed by its Board of Directors.

3.2. Number, Tenure and Qualifications. The number of directors of the Company shall be fixed from time to time by resolution of the shareholders in conformance with the laws of the Company's state of domicile. Each director shall hold office until the next annual meeting of shareholders and until his successor shall have been elected and qualified, subject to any term limits of the Company's state of domicile. Directors need not be shareholders or residents of the state of the Company's domicile except as otherwise provided by law or by the shareholders of the Company.

3.3. Regular Meetings. An annual meeting of the Board of Directors shall be held immediately after and at the same place as the annual meeting of shareholders. The Board of Directors shall have regular meetings no less frequently than required by the laws of the Company's state of domicile (no less than quarterly if so required by law). Regular meetings shall be held on such dates, at such places and at such times as the Board of Directors may designate, provided that notice thereof be given not less than three days prior to such meetings.

3.4. Special Meetings. Special meetings of the Board of Directors of any committee designated thereby may be called by or at the request of the President or any two Directors. A special meeting of the Board of Directors or of any committee designated thereby shall be held at the administrative office of the Company, provided that by resolution, or by waiver signed by all directors, it may be held at any other place, either within or without the state of the Company's domicile.

3.5. Notice. Notice of any special meeting shall be given at least three days previously thereto by written notice delivered personally or by electronic transmission, or by mail to each director at his business address. If notice is sent by electronic transmission, such notice shall be deemed to be delivered when directed to an electronic mail address at which the director has consented to receive notice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.6. Quorum. A majority of the number of directors fixed in the manner provided by Section 3.2 of this Article shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. If a quorum is present when a meeting is convened, the directors present may continue to do business taking action by a vote of a majority of a

quorum until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum or the refusal of any director present to vote. Members of the Board of Directors or of any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

3.8. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected until the next annual meeting of shareholders. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of shareholders called for that purpose.

3.9. Committees. The Board of Directors may, by resolution or resolutions adopted by a majority of the full Board of Directors, designate one or more committees, each committee to consist of two or more of the directors of the Company, which, to the extent provided in such resolution or resolutions, shall have and may during intervals between the meetings of the Board exercise the powers of the Board of Directors in the management of the business and affairs of the Company and may have power to authorize the seal of the Company to be affixed to all papers which may require it; provided, however, that no such committee shall have the authority of the Board of Directors in reference to declaring a dividend or distribution from the capital surplus, issuing capital stock, amending the Articles of Incorporation, adopting a plan of merger or consolidation, recommending to the shareholders the sale, lease, mortgage, exchange or other disposition of all or substantially all of the property and assets of the Company, recommending to the shareholders a voluntary dissolution of the Company or a revocation thereof, filling vacancies of the Board of Directors, or amending the Bylaws of the Company. Such committee or committees shall have such name or names as may be determined from time to time by resolution or resolutions adopted by the Board of Directors. The designation of any such committee or committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him by law.

3.10. Informal Action. Any action required or permitted under the company's domiciliary corporate or insurance laws, the Articles of Incorporation or these Bylaws to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent setting forth the action so taken is signed by all members of the Board of Directors or of such committee, as the case may be. Such written consent shall be filed with the minutes of proceedings of the Board of Directors or committee.

3.11. Removal of Directors. At a meeting of shareholders called expressly for that purpose, one or more directors may be removed, with or without cause, by a vote of the holders of a majority of shares then entitled to vote at an election of directors and the shareholders may at such meeting elect a successor director or directors for the unexpired term of the director or directors removed.

#### **ARTICLE 4. OFFICERS**

4.1. Number. The officers of the Company shall be a President, a Secretary and a Treasurer, and, in the discretion of the Board of Directors, which may leave one or more offices vacant from time to time, such other officers and assistant officers as may be deemed necessary by the Board of Directors. Such officers shall perform such duties and exercise such powers as are conferred by the Board of Directors or as are conferred herein. The Board of Directors may designate one of such elected officers the Chief Executive Officer of the Company. The Board of Directors or the Chief Executive Officer, by and with the consent and approval of the Board of Directors or of the Executive Committee, if any, may appoint such other officers and agents as, in its or his discretion, are required for the proper transaction of the Company's business. Any two or more offices may be held by the same person.

4.2. Chairman of the Board. Any director may be designated as Chairman of the Board and shall

preside, when present, at all meetings of the shareholders and of the Board of Directors. The Chairman of the Board shall perform such other duties as from time to time may be assigned to him by the Board of Directors.

4.3. President. Subject to the control of the Board of Directors, the President shall have general management and control of the affairs and business of the Company, and shall perform all other duties and exercise all other powers commonly incident to his office, or which are or may at any time be authorized or required by law. The President shall keep the Board of Directors fully informed concerning the affairs and business of the Company. The Board of Directors may by resolution designate the officer of the Company who in the event of the death, unavailability or incapacity of the President shall perform the duties of the President until the Board of Directors shall designate another person to perform such duties. If required by the laws of the Company's domiciliary state, an additional qualification for the President is that the President be a member of the Board of Directors.

4.4. Vice Presidents. Each Vice President shall have powers and perform such duties as shall from time to time be assigned to him by these Bylaws or by the Board of Directors and shall have and may be assigned to him by the Chief Executive Officer.

4.5. Other Authority of Officers. The Chairman of the Board of Directors and the President may sign and execute all authorized bonds, contracts or other obligations in the name of the Company, and with the Secretary or an Assistant Secretary, may sign all certificates of shares of the capital stock of the Company, and do and perform such other acts and things as may from time to time be assigned to each of them by the Board of Directors. The Chief Executive Officer, the President, the Treasurer or such other officers as are authorized by the Board of Directors may enter into contracts in the name of the Company or sell and convey any real estate or securities now or hereafter belonging to the Company and execute any deeds or written instruments of transfer necessary to convey good title thereto and each of the foregoing officers, or the Secretary or the Treasurer of the Company, is authorized and empowered to satisfy and discharge of record any mortgage or deed of trust now or hereafter of record in which the Company is a grantee or of which it is the owner, and any such satisfaction and discharge heretofore or hereafter so entered by any such officer shall be valid and in all respects binding on the Company.

4.6. Secretary. The Secretary shall attend all meetings of the shareholders, and record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for the Board and its committees as required. The Secretary shall give or cause to be given, notice of all meetings of the shareholders and of the Board of Directors. The Secretary shall record all transfers of stock, and cancel and preserve all certificates of stock transferred, and shall keep a record, alphabetically arranged, of all persons who are shareholders of the Company, showing their places of residence and the number of shares of stock held by them respectively. The Secretary shall also be the transfer agent of the Company for the transfer of all certificates of stock ordered by the Board of Directors, and shall affix the seal of the Company to all certificates of stock or other instruments requiring the seal. The Secretary shall keep such other books and perform such other duties as may be assigned to him/her from time to time. The Board of Directors may designate a bank or trust company as transfer agent of the Company stock, in which case such transfer agent shall perform all duties above set forth relative to transfers of such stock.

4.7. Treasurer. The Treasurer shall have custody of all the funds and securities of the Company, and shall perform such duties as may from time to time be assigned to him/her by the Board of Directors or the Chief Executive Officer.

4.8. Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries may sign with the President certificates for shares of the Company the issuance of which shall have been authorized by a resolution of the Board of Directors. The Assistant Treasurers shall, respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

4.9. Election and Term of Office. The Officers of the Company to be elected by the Board of Directors shall be as provided in the Articles of Incorporation. All such officers shall be elected for a term of one year and shall be subject to removal by the Board of Directors at its pleasure. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

4.10. Removal. The Chief Executive Officer, Chairman of the Board, or President may be removed, with or without cause, at any time by action of the Board of Directors. Any other officer elected by the Board of Directors may be removed, with or without cause, at any time, by action of the Board of Directors or the Executive Committee, if any. Any other officer, agent or employee, including any officer, agent or employee appointed by the Board of Directors, may be removed, with or without cause, at any time by the Board of Directors, the Chief Executive Officer, the Executive Committee, if any, or the superior officer to whom authority to so remove has been delegated by these Bylaws or by the Chief Executive Officer.

4.11. Vacancies. A vacancy in any office elected or appointed by the Board of Directors because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. A vacancy in any other office for any reason shall be filled by the Board of Directors, or any committee, or superior officer to whom authority in the premises may have been delegated by these Bylaws or by resolution of the Board of Directors.

## ARTICLE 5. CONTRACTS, LOANS, CHECKS AND DEPOSITS

5.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Company, and such authority may be general or confined to specific instances.

5.2. Loans. No loans shall be contracted on behalf of the Company and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. Notwithstanding anything herein to the contrary, any loans to directors who are not also employees of the Company or a subsidiary thereof, or the use of the credit of the Company to assist same, shall require authorization in the particular case by shareholders of the Company, and any loans to employees, whether or not directors, of the Company or of any subsidiary shall be made only in compliance with the applicable law of the domiciliary state.

5.3. Checks. Drafts. etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Company shall be signed by such officer or officers, agent or agents of the Company and in such manner as shall from time to time be determined by resolution of the Board of Directors.

5.4. Deposits. All funds of the Company not otherwise employed shall be deposited from time to time to the credit of the Company in such banks, trust companies or other depositories as the Board of Directors may select.

5.5. Proxies. Unless otherwise provided by resolution of the Board of Directors, the Chief Executive Officer may from time to time appoint an attorney or agent of the Company, in the name and on behalf of the Company, to cast the votes which the Company may be entitled to cast as the holder of stock or other securities in any other corporation any of whose stock or securities may be held by the Company, at meetings of the holders of the stock or other securities of such other corporation, or to consent in writing, in the name and on behalf of the Company as such holder, to any action by such other corporation, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may execute or cause to be executed, in the name and on behalf of the Company and under its corporate seal or otherwise, all such written proxies or other instruments as he may deem necessary or proper in the premises.

**ARTICLE 6. CERTIFICATES FOR SHARES AND THEIR TRANSFER**

6.1. Certificates of Shares. Certificates may be issued for whole or fractional shares. Certificates representing shares of the Company shall be in such form as shall be determined by the Board of Directors. Such certificates shall be signed in the manner provided by the laws of the domiciliary state. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the Company. All certificates surrendered to the Company for transfer shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except that in case of a lost, destroyed or mutilated certificate a new one may be issued therefor upon such terms and indemnity to the Company as the Board of Directors may prescribe.

6.2. Transfer of Shares. Transfer of shares of the Company shall be made only on the stock transfer books of the Company by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Company, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the Company shall be deemed by the Company to be the owner thereof for all purposes.

**ARTICLE 7. FISCAL YEAR**

The fiscal year of the Company shall begin on the first day of January and end on the 31st day of December in each year.

**ARTICLE 8. DIVIDENDS**

The Board of Directors may from time to time declare, and the Company may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and the Articles of Incorporation.

**ARTICLE 9. SEAL**

The corporate seal shall have inscribed thereon the name of the Company and the words "Corporate Seal" including the name of the Company's state of domicile. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

**ARTICLE 10. WAIVER OF NOTICE**

Whenever any notice is required to be given to any shareholder or director of the Company under the provisions of these Bylaws, the Articles of Incorporation, or the laws of the Company's domiciliary state, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE 11. INDEMNIFICATION**

In amplification and not in limitation of applicable provisions of the state of domicile:

11.1 The Company shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Company), by reason of the fact that he is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, partner, employee or agent of another



corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such claim, action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

11.2. The Company shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the Company to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Company and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Company unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

11.3 To the extent that a director, officer, employee or agent of the Company has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 11.1 and 11.2, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

11.4 Any indemnification under Sections 11.1 and 11.2 (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 11.1 and 11.2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the shareholders.

11.5 Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the Company in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided in Section 11.4 upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if and to the extent that it shall ultimately be determined that he is not entitled to be indemnified by the Company as authorized in this Section.

11.6 The indemnification authorized by this Section shall not be deemed exclusive of and shall be in addition to any other rights to which those indemnified may be entitled under any statute, rule of law, provision of articles of incorporation, bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and 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 a person.

11.7 The Company shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Company would have the power to indemnify him against such liability under the provisions of this Section.

**ARTICLE 12. AMENDMENTS**

12.1. Power of Directors to Amend. The Board of Directors shall have power to alter, amend and repeal the Bylaws of the Company or adopt new Bylaws for the Company at any regular or special meeting of the Board, provided that the Board of Directors may not alter, amend or repeal any Bylaw which establishes what constitutes a quorum at such shareholders' meetings, or which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors.

12.2. Power of Shareholders to Amend. The shareholders may alter, amend, or repeal the Bylaws of the Company or adopt new Bylaws for the Company at any annual meeting or at a special meeting, and all Bylaws made by the directors may be altered or repealed by the shareholders.

The foregoing is hereby certified by the undersigned officers of Blue Ridge Indemnity Company to be a true and accurate copy of the 2017 Amended and Restated Bylaws of Blue Ridge Indemnity Company and to be in full force and effect this date.

Given under my hand and the seal of the Company this \_\_\_\_ day of January, 2017

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

[CORPORATE SEAL]