

SHAREHOLDER CONSENT  
OF  
UNIGARD INSURANCE COMPANY

The undersigned, being the sole shareholder of Unigard Insurance Company, a Washington corporation, does by this written consent pursuant to Wash. Rev. Code Ann. § 23B.07.040, (the 'Company'), hereby consent to and adopt the following preamble and resolution and order that this consent be filed with the minutes of the proceedings of the shareholders of the Company:

**Approval of Redomestication**

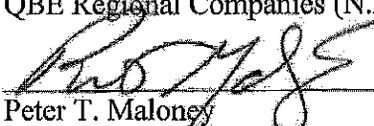
WHEREAS, QBE Regional Companies (N.A.), Inc. is the sole shareholder of the Company, and

WHEREAS, it has been decided to redomesticate the Company from Washington to Wisconsin, it is

RESOLVED, that QBE Regional Companies (N.A.), Inc., as sole shareholder, hereby approves the redomestication of the Company from Washington to Wisconsin.

IN WITNESS THEREOF, the sole shareholder has signed this instrument as of the 1<sup>st</sup> day of October, 2010.

QBE Regional Companies (N.A.) Inc.

  
Peter T. Maloney  
Corporate Secretary

JOINT WRITTEN CONSENT OF THE DIRECTORS  
OF  
NATIONAL FARMERS UNION PROPERTY AND CASUALTY COMPANY  
UNIGARD INDEMNITY COMPANY

The undersigned, being all of the directors of National Farmers Union Property and Casualty Company (a Colorado corporation) and Unigard Indemnity Company (a Washington corporation), hereby adopts the following resolutions by written consent and direct that this Consent be filed with the minutes of the meetings of the Company.

**National Farmers Union Property and Casualty Company**

**Approval of Redomestication**

WHEREAS, it has been decided to redomesticate the Company from Colorado to Wisconsin, it is

RESOLVED, that the Board hereby approves the redomestication of the Company from Colorado to Wisconsin and directs the officers of the Company to do what is necessary to accomplish such redomestication.

**Unigard Indemnity Company**

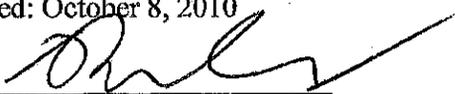
**Approval of Redomestication**

WHEREAS, it has been decided to redomesticate the Company from Washington to Wisconsin, it is

RESOLVED, that the Board hereby approves the redomestication of the Company from Washington to Wisconsin and directs the officers of the Company to do what is necessary to accomplish such redomestication.

This Consent may be executed in two or more counterparts, each of which when executed shall be deemed to be an original. Such counterparts, taken together, shall constitute one and the same instrument.

Dated: October 8, 2010

  
\_\_\_\_\_  
John R. Schanen

\_\_\_\_\_  
Peter Christen

JOINT WRITTEN CONSENT OF THE DIRECTORS  
OF  
NATIONAL FARMERS UNION PROPERTY AND CASUALTY COMPANY  
UNIGARD INDEMNITY COMPANY

The undersigned, being all of the directors of National Farmers Union Property and Casualty Company (a Colorado corporation) and Unigard Indemnity Company (a Washington corporation), hereby adopts the following resolutions by written consent and direct that this Consent be filed with the minutes of the meetings of the Company.

**National Farmers Union Property and Casualty Company**

**Approval of Redomestication**

WHEREAS, it has been decided to redomesticate the Company from Colorado to Wisconsin, it is

RESOLVED, that the Board hereby approves the redomestication of the Company from Colorado to Wisconsin and directs the officers of the Company to do what is necessary to accomplish such redomestication.

**Unigard Indemnity Company**

**Approval of Redomestication**

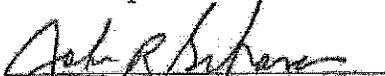
WHEREAS, it has been decided to redomesticate the Company from Washington to Wisconsin, it is

RESOLVED, that the Board hereby approves the redomestication of the Company from Washington to Wisconsin and directs the officers of the Company to do what is necessary to accomplish such redomestication.

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Dated: October 8, 2010

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John Rumppler

  
\_\_\_\_\_  
John R. Schanen

  
\_\_\_\_\_  
Peter Christen

JOINT WRITTEN CONSENT OF THE DIRECTORS  
OF  
GENERAL CASUALTY COMPANY OF WISCONSIN  
UNIGARD INSURANCE COMPANY

The undersigned, being all of the directors of General Casualty Company of Wisconsin (a Wisconsin corporation) and Unigard Insurance Company (a Washington corporation), hereby adopts the following resolution by written consent and direct that this Consent be filed with the minutes of the meetings of the Company.

**General Casualty Company of Wisconsin**

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**Shareholder Approval of Redomestication of National Farmers Union Property and Casualty Company**

WHEREAS, General Casualty Company of Wisconsin is the sole shareholder of National Farmers Union Property and Casualty Company, and

WHEREAS, it has been decided to redomesticate National Farmers Union Property and Casualty Company from Colorado to Wisconsin, it is

RESOLVED, that General Casualty Company of Wisconsin, as sole shareholder, hereby approves the redomestication of National Farmers Union Property and Casualty Company from Colorado to Wisconsin.

**Unigard Insurance Company**

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**Shareholder Approval of Redomestication of Unigard Indemnity Company**

WHEREAS, Unigard Insurance Company is the sole shareholder of Unigard Indemnity Company, and

WHEREAS, it has been decided to redomesticate Unigard Indemnity Company from Washington to Wisconsin, it is

RESOLVED, that Unigard Insurance Company, as sole shareholder, hereby approves the redomestication of Unigard Indemnity Company from Washington to Wisconsin.

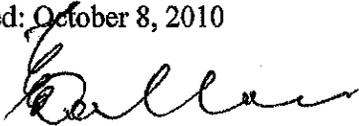
**Board Approval of Redomestication of Unigard Insurance Company**

WHEREAS, it has been decided to redomesticate the Company from Washington to Wisconsin, it is

RESOLVED, that the Board hereby approves the redomestication of the Company from Washington to Wisconsin and directs the officers of the Company to do what is necessary to accomplish such redomestication.

This Consent may be executed in two or more counterparts, each of which when executed shall be deemed to be an original. Such counterparts, taken together, shall constitute one and the same instrument.

Dated: October 8, 2010



Francis M. O'Halloran



George Thwaites

John Rumpler

Robert Byler

James J. Fiore

Christopher C. Fish

Peter Christen

Anthony R. Przybyszewski

Harvey Bazaar

Rod Farrell

RESOLVED, that the Board hereby approves the redomestication of the Company from Washington to Wisconsin and directs the officers of the Company to do what is necessary to accomplish such redomestication.

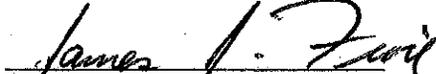
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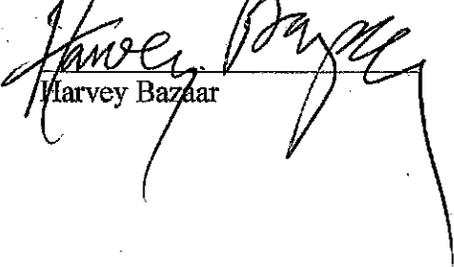


John Rumpler

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James J. Fiore

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Peter Christen



Harvey Bazaar

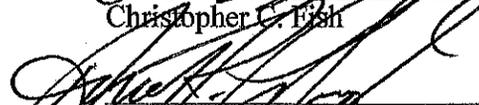
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George Thwaites



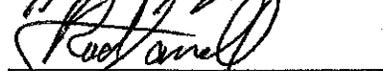
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