

ARTICLES OF INCORPORATION

OF

CLAIM PROFESSIONALS LIABILITY INSURANCE COMPANY (A RISK RETENTION GROUP)

The undersigned incorporators, in order to form an insurance corporation under the insurance laws and the Business Corporation Act of the State of Vermont, certify as follows:

ARTICLE I

Name

The name of the corporation is Claim Professionals Liability Insurance Company (A Risk Retention Group) (hereinafter referred to as the "Corporation").

ARTICLE II

Registered Office and Agent

The registered office of the Corporation is located at 2386 Airport Road, Berlin, Vermont, and the registered agent at such address is USA Risk Group of Vermont, Inc.

ARTICLE III

Purposes

The purposes of the Corporation are to engage in the business of insuring and reinsuring various types of risk and to carry on and conduct any other lawful business or activity permitted for risk retention groups under Vermont law and under the federal Liability Risk Retention Act of 1986, as amended.

ARTICLE IV

Authorized Shares

The Corporation shall be a stock company, and shall be authorized to issue ten thousand (10,000) Class A shares, ten thousand (10,000) Class B shares, and ten thousand (10,000) Class C shares, all of which classes shall be issued without par value. The Class A and Class B shares shall together vote as a single voting group and shall together have unlimited voting rights; provided, however, that each Class A share shall be entitled to four (4) votes, and each Class B share shall be entitled to one (1) vote, on all matters submitted to the Shareholders for action. Only Class A and Class B Shareholders are entitled to distributions as may be authorized by the Board of Directors from time to time. The Class C shares shall be non-voting, other than as may be provided by applicable law. Upon dissolution, the Class A and Class B shares shall together be entitled to receive the net assets of the Corporation.

Upon cancellation or termination of a Class A or Class B Shareholder's active status as an insured of the Corporation for any reason, the Corporation shall redeem such Shareholder's shares. The payment for such shares shall be in such amount and upon such terms and conditions as may be established by the Board of Directors from time to time, and shall be subject to the prior approval of the Commissioner of the Vermont Department of Banking, Insurance, Securities and Health Care Administration. Upon cancellation or termination of a Class C Shareholder's active status as an insured of the Corporation for any reason, such Class C shares shall be cancelled and all rights associated therewith shall terminate at the time of cancellation or termination.

For purposes of these Articles, a Shareholder shall not be considered an active insured of the Corporation by reason of any extended reporting endorsement or other policy arrangement providing for tail coverage. Class A and Class B Shares redeemed by the Corporation pursuant to this Article shall be deemed to have been repurchased, and shall be cancelled, immediately upon termination of the Shareholder's status as an active insured regardless of whether or when payment for the shares is made by the Corporation, and regardless of whether or when the Shareholder surrenders to the Corporation any certificates representing such shares. All rights associated with the ownership of such shares, including but not limited to the right to vote, the right to receive distributions, and the right to receive net assets upon liquidation, shall terminate at such time.

ARTICLE V Initial Directors

The terms of the total number of Directors of the Corporation, as established pursuant to the Corporation's Bylaws, shall be staggered by dividing the total number into three groups, with each group containing one-third the total as near as may be. The terms of the initial Directors set forth below shall be determined by such Directors at their initial meeting to achieve the desired staggering, and following the expiration of the initial terms, Directors shall be elected at the annual Shareholders' meeting for a term of three (3) years to succeed those whose terms then expire.

The initial Board of Directors of the Corporation shall consist of six (6) individuals, whose names and addresses are as follows.

Terence E. Nixon, 16520 Saddle Creek Rd., Chesterfield, MO 63005

Daniel G. Price, 13353 Terraza Playa Cancun, San Diego, CA 92124

Bruce L. Mountjoy, 14211 E. 17th Ave., Veradale, WA 99037

Alan M. Mayfield, 1124 Greenwood Cliff, Charlotte, NC 28204

Michael Hale, 21372 Brookhurst St. #612, Huntington Beach, CA 92646

Andrew Sargeant, 82 Apple Blossom Dr., Waterbury Center, VT 05677

ARTICLE VI
Liability of Directors

A Director of the Corporation shall have no liability to the Corporation or its Shareholders for monetary damages for any action taken, or any failure to take any action, solely as a Director, based on a failure to discharge such Director's duties in accordance with Section 8.30 of Title 11A of the Vermont Statutes Annotated, except liability for (a) the amount of a financial benefit received by the Director to which the Director is not entitled; (b) an intentional or reckless infliction of harm by the Director on the Corporation or any Shareholder; (c) the Director's violation of Section 8.33 of Title 11A of the Vermont Statutes Annotated, or (d) an intentional or reckless criminal act by the Director causing harm to the Corporation or any Shareholder.

ARTICLE VII
Incorporators

The names and mailing addresses of the incorporators are:

James E. Clemons, 435 Guyette Road, East Montpelier, VT 05651

Russell A. Young, 1800 Shaw Mansion Road, Waterbury Center, VT 05677

Kurt A. Lutes, 292 Drown Road, Randolph, VT 05060

Dated at Montpelier, Vermont this _____ day of September, 2004.

James E. Clemons – Incorporator

Russell A. Young – Incorporator

Kurt A. Lutes – Incorporator