

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
LEBANON INSURANCE COMPANY**

FIRST. The name of the company is Lebanon Insurance Company.

SECOND. The location and post office address of the registered office of the company in this Commonwealth is 137 West Penn Avenue, Cleona, PA 17042.

THIRD. The company was originally created and organized under the laws of the Commonwealth of Pennsylvania pursuant to Special Act No. 776 of the 1856 Session of the General Assembly of the Commonwealth of Pennsylvania entitled "An Act to incorporate the Lebanon Mutual Insurance Company" approved 21 April, 1856, PL (1857) 792. These Amended and Restated Articles of Incorporation are adopted both pursuant to the provisions of the Business Corporation Law of 1988 (the "BCL"), as amended, and the Pennsylvania Insurance Company Mutual-to-Stock Conversion Act, as amended. The purpose of the company is and it shall have unlimited power to engage in and to do any lawful act concerning any and all lawful business for which company may be incorporated under the BCL, including the business of insurance.

FOURTH. The term of the company's existence is perpetual.

FIFTH. The aggregate number of shares of capital stock which the company shall have authority to issue is Two Million Three Hundred Fifty Thousand (2,350,000) shares of common stock, \$1.00 par value per share.

SIXTH. The shareholders of the company shall not have the right to cumulate their votes for the election of directors.

SEVENTH. No provision of these Amended and Restated Articles of Incorporation may be amended, altered, changed or repealed unless such amendment, alteration, change or repeal is:

- (a) adopted by the Board of Directors;
- (b) approved by the Pennsylvania Insurance Department, if and to the extent that such approval is required by law; and
- (c) approved by the shareholders of the company, if and to the extent that such approval is required by law.