

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

PUBLIC SAFETY INSURANCE GROUP, INC.

a Washington Profit corporation. Articles of Incorporation were filed for record in this office on the date indicated below.

UBI Number: 601 812 501

Date: August 21, 1997



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

RALPH MUNRO

Ralph Munro, Secretary of State

2-561373-8



VE1: 11/05/1997 - 41437
\$30.00 on 11/05/1997
Check - 11/04/1997 - 1012

ARTICLES OF AMENDMENT
WASHINGTON PROFIT CORPORATION
RCW 23B.10.060

FILED
STATE OF WASHINGTON
NOV 05 1997
RALPH MUNRO
SECRETARY OF STATE

UBI #: 601 812 501

Phone #: 360-352-8224

Pursuant to RCW 23B.10.060 of the Washington Business Corporation Act, the undersigned corporation does submit these Articles of Amendment.

1. The name of the corporation as recorded with the Secretary of State: Public Safety Insurance Group, Inc.

2. The text of each amendment(s) as adopted is (are) as follows:
To ammend the corporation name to read as follows:
PUBLIC SAFETY EMPLOYEES INSURANCE, INC.
This is an ammendment to Article I/Page 1 of the Articles of
Incorporation attached

(Attach separate sheet, if necessary)

3. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment, if not contained in the text of the amendment itself, are as follows:
NA

4. The date of adoption of **each** amendment(s) was/were:
October 20, 1997

5. The amendment(s) was (were) adopted by: (Check one of the following statements)
 The incorporators. Shareholder action was not required.
 The board of directors. Shareholder action was not required.
 Duly approved shareholder action in accordance with the provisions of RCW 23B.10.030 and RCW 23B.10.040.

6. The document is hereby executed under penalties of perjury, and is, to the best of my knowledge true and correct.

X James C. Mattheis James C. Mattheis President
(Signature of Authorized Person) (Type or Print Name and Title) (Date)

**ARTICLES OF INCORPORATION
OF
PUBLIC SAFETY INSURANCE GROUP, INC.**

FILED

AUG 21 1997

**SECRETARY OF STATE
STATE OF WASHINGTON**

601-812-501

**ARTICLE I
Name**

The name of this corporation is Public Safety Insurance Group, Inc.

**ARTICLE II
Authorized Capital Stock**

This corporation is authorized to issue, in the aggregate, one thousand (1,000) shares of a single class of voting common stock, without par value.

**ARTICLE III
No Preemptive Rights**

Shareholders of this corporation shall have no preemptive rights to acquire additional shares issued by the corporation.

**ARTICLE IV
No Cumulative Voting**

Every shareholder entitled to vote at each election for directors has the right to vote in person or by proxy the number of shares held by such shareholder for as many persons as there are directors to be elected. No cumulative voting for directors shall be permitted.

**ARTICLE V
Director Liability**

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damage for conduct as a director, except for liability of the director for (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the director, (ii) conduct which violates RCW 23B.08.310 of the Washington Business Corporation Act, pertaining to unpermitted distributions to shareholders, or (iii) any transaction from which the director is not legally entitled. If the Washington Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Washington Business Corporation Act, as so amended. Any repeal or amendment of this Article shall not adversely affect any right or protection of an individual arising prior to such repeal or amendment.

ARTICLE VI
Indemnification

The corporation shall indemnify its directors against all liability, damage, or expense resulting from the fact that such person is or was a director or a fiduciary with respect to any employee benefit plan sponsored by the corporation, to the maximum extent and under all circumstances permitted by law. Any repeal or amendment of this Article shall not adversely affect any right or protection of an individual arising prior to such repeal or amendment.

ARTICLE VII
Board of Directors

The initial board of directors of this corporation consists of five (5) directors. The names and addresses of such directors are as follows:

NAME	ADDRESS
James C. Mattheis	200 Union Avenue S.W. ^{E JCM} Olympia, WA 98501-1393
Charles B. Love	200 Union Avenue S.W. ^{E JCM} Olympia, WA 98501-1393
Michael L. Amos	200 Union Avenue S.W. ^{E JCM} Olympia, WA 98501-1393
Dennis F. Nizzi	200 Union Avenue S.W. ^{E JCM} Olympia, WA 98501-1393
Charles D. Reisenauer	200 Union Avenue S.W. ^{E JCM} Olympia, WA 98501-1393

These initial directors shall serve until the next annual meeting of shareholders or until the election and qualifications of their successors. The number of directors constituting the board of directors of this corporation may be increased or decreased from time to time in the manner specified in the Bylaws of this corporation.

ARTICLE VIII
Registered Office and Agent

The street address of this corporation's initial registered office is 1551 Broadway, Suite 310, Tacoma, WA 98402. Edward D. Loughrey is the corporation's initial registered agent at such office.

**ARTICLE IX
Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by statute. All rights of shareholders of the corporation and all powers of directors of the corporation are granted subject to this reservation.

**ARTICLE X
Incorporator**

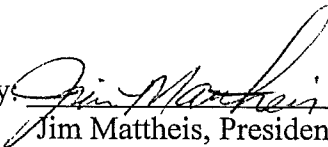
The name and address of the incorporator is as follows:

Name	Address
Washington State Council of Police Officers	200 Union Avenue S.E. Olympia, WA 98501-1393

The undersigned hereby executes the foregoing Articles of Incorporation to form a corporation under the Washington Business Corporation Act.

DATED this 24 day of August, 1997.

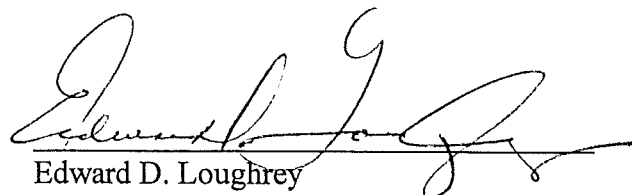
WASHINGTON STATE COUNCIL OF
POLICE OFFICERS

By: 
Jim Mattheis, President

CONSENT TO APPOINTMENT AS REGISTERED AGENT

The undersigned hereby consents to serve as registered agent, in the State of Washington, for the following corporation: PUBLIC SAFETY INSURANCE GROUP, INC.

DATED this 14th day of August, 1997


Edward D. Loughrey
1551 Broadway, Suite 310
Tacoma, WA 98402