

**RESTATED CERTIFICATE OF INCORPORATION
OF
ACORD CORPORATION**

Under Sections 242 and 245
of the
Delaware General Corporation Law

I, Susan Cusey, Corporate Secretary of ACORD Corporation, do hereby certify as follows:

FIRST: That the name of the corporation is ACORD Corporation.

SECOND: That the original certificate of incorporation of ACORD Corporation was filed with the Secretary of State of the State of Delaware on the 31st day of March, 1978 and under the corporation's original name, Insurance Institute for Research.

THIRD: That the first Restated Certificate of Incorporation of ACORD Corporation was filed with the Secretary of State of the State of Delaware on the 16th day of June, 1987 and changed the corporation's name to ACORD Corporation.

FOURTH: That the following Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of the General Corporation Law of the State of Delaware by an affirmative vote of two-thirds of the members entitled to vote at a meeting of members.

FIFTH: That the text of the certificate of incorporation of said ACORD Corporation is hereby restated as amended by this certificate, to read in full, as follows:

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FIRST: The name of the Corporation shall be: ACORD Corporation (hereinafter referred to as the "Corporation").

SECOND: The registered office of the Corporation in the State of Delaware shall be located at 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The name of the Corporation's registered agent at such address shall be: THE CORPORATION TRUST COMPANY.

THIRD: The Corporation shall be a membership corporation, and its purpose shall be to engage in any lawful act or activity in any part of the world in any capacity for which corporations may be organized under the General Corporation Law of the State of Delaware, and

the Corporation shall be authorized to exercise and enjoy all powers, rights, and privileges conferred upon corporations by the laws of the State of Delaware, including, without limitation, all powers necessary or appropriate to carry out all those acts and activities in which it may lawfully engage.

Without limiting the foregoing, the purposes of the Corporation shall include:

- a. Promoting the interests of and improving the efficiency and effectiveness of the insurance and related financial services industries by developing standards, specifications and related implementation tools for the electronic exchange of information and other information processing; and
- b. Serving the public interest and the interests of consumers of insurance and related financial services through analysis, education, standards-setting, and research and development activities concerning the electronic exchange of information and other information processing.

FOURTH: The Corporation shall not have authority to issue capital stock. Any sole proprietorship, partnership, association, or corporation may become a member of the Corporation by: (a) acquiring a membership interest in the Corporation, in such manner as shall be specified by the Bylaws of the Corporation; and (b) agreeing to comply with and be bound by the terms and conditions relating to membership contained in this Certificate of Incorporation or in such Bylaws; provided, however, that no applicant for membership shall become a member of the Corporation unless and until the applicant has been accepted for membership by the Board of Directors. No sole proprietorship, partnership, association, or corporation shall own more than one (1) membership interest in the Corporation. The regular members of the Corporation shall be entitled to one (1) vote in person or by proxy at any meeting of members. Associate members of the Corporation shall not be entitled to vote at any meeting of members.

The Bylaws of the Corporation may define and fix the duties and responsibilities of the members and prescribe terms and conditions upon which members shall be admitted to and retain membership in the Corporation, not inconsistent with this Certificate of Incorporation or the General Corporation Law of the State of Delaware. The Corporation shall have such classes of Directors and committees of the Board of Directors as shall be provided for in the Bylaws of the Corporation.

FIFTH: A director of this Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit.

SIXTH: This Certificate of Incorporation may be amended only by the written consent or affirmative vote of two-thirds of the regular members of the Corporation present at a meeting or represented by proxy. The Bylaws of the Corporation may be made, amended, or repealed only

by the written consent or affirmative vote of a majority of the regular members of the Corporation present at a meeting or represented by proxy. No amendments shall be acted upon unless 20 days' written notice, together with a copy of the proposed amendment, shall have been sent to all regular members in advance of said meeting.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation has been signed by Susan Ousey, its authorized officer this 25 day of October, 1999.



Susan Ousey, Corporate Secretary