



**Department of State.**

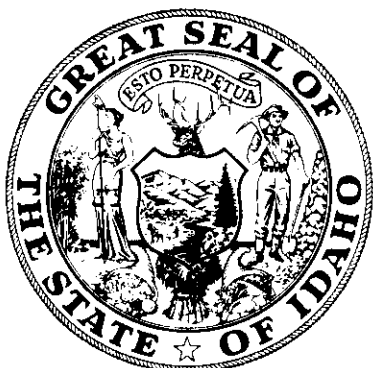
**CERTIFICATE OF AUTHORITY  
OF**

MARKEL SERVICE, INCORPORATED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MARKEL SERVICE, INCORPORATED for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to MARKEL SERVICE, INCORPORATED to transact business in this State under the name MARKEL SERVICE, INCORPORATED and attach hereto a duplicate original of the Application for such Certificate.

Dated April 4, 1980.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

# APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is MARKEL SERVICE, INCORPORATED

2. \*The name which it shall use in Idaho is N/A

3. It is incorporated under the laws of Virginia

4. The date of its incorporation is January 2, 1980 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 5310 Markel Road, Richmond, Virginia 23230

6. The address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed

registered agent in Idaho at that address is CT CORPORATION SYSTEM

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

Insurance broker and agent; safety service business.

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
SEE ATTACHED RIDER		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
15,000	Common	\$1.00

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,000	Common	\$1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated March 21, 19 80

MARKEL SERVICE, INCORPORATED

By

Steven A. Markel

Its Vice President

and

Jean Childress

Its Assistant

Secretary

STATE OF VIRGINIA )

) ss:

COUNTY OF HENRICO )

I, Alvin H. Taylor, a notary public, do hereby certify that on this 21st day of March, 19 80, personally appeared before me Steven A. Markel, who being by me first duly sworn, declared that he is the Vice President of MARKEL SERVICE, INCORPORATED

that he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

Alvin H. Taylor  
Notary Public  
My Commission Expires 2/27/84

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

MARKEL SERVICE, INC. - LIST OF DIRECTORS AND OFFICERS

---

Milton L. Markel - Chairman of the Board                      Director  
8810 Three Chopt Road  
Richmond, Virginia 23229

Stanley B. Markel - Vice-Chairman of the Board              Director  
207 Old Oak Road  
Richmond, Virginia 23229

Alan I. Kirshner - President                                      Director  
5301 Cutshaw Avenue  
Richmond, Virginia 23226

Anthony F. Markel - Executive Vice-President              Director  
9319 Lakeland Court  
Richmond, Virginia 23229

Steven A. Markel - Vice-President - Finance/Treasurer  
3302 Stuart Avenue                                      Director  
Richmond, Virginia 23221

Gary L. Markel - Vice-President - Special Accounts      Director  
1901 Idlebrook Road  
Richmond, Virginia 23233

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Lewis C. Markel, Jr. - Secretary  
5100 Monument Avenue  
Richmond, Virginia 23230

Albert Ardman - Vice-President - Special Risks  
11811 Bedfordshire Square  
Richmond, Virginia 23233

Vernon W. McKendree - Vice-President - Budgeting  
2500 Sunnybrook Road  
Richmond, Virginia 23229

Reynold E. Orsi - Vice-President - Administration  
8413 Chelmsford Road  
Bon Air, Virginia 23235

Sherman Brown - Vice-President - Underwriting  
2514 Birchwood Road  
Richmond, Virginia 23229

Earl D. Moore - Vice-President - Engineering  
8208 Tyndale Road  
Richmond, Virginia 23227

Ray S. Goodman, Jr. - Resident Vice-President  
527 Laurel  
Lancaster, Texas 75134

James D. Brinson, Jr. - Resident Vice-President  
1953 Camellia Lane  
Jackson, Mississippi 39204

Thomas S. Horvath - Regional Vice-President  
2173 Myrtle Beach Lane  
San Ramon, California 94583

Jacquelyn S. Ash - Resident Vice-President  
Rt. 4, Box 94A  
Glen Allen, Virginia 23060

Paul L. Storto - Resident Vice-President  
1913 Sandgate Court  
Naperville, Illinois 60546

Anthony Franzese - Resident Vice-President  
8317 West Elm Street  
Tampa, Florida 33615

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Robert R. Landis - Vice-President - Claims  
1806 Windingridge Drive  
Richmond, Virginia 23233

Jean Childress - Assistant Secretary  
407 North Ivy Avenue  
Highland Springs, Virginia 23075

Ronald G. McElyea - Resident Vice-President  
2613 Peppertree  
Plano, Texas 75074

ARTICLES OF INCORPORATION  
OF  
MARKEL SERVICE, INCORPORATED

FOR 8 AM 6 30

The undersigned hereby forms a stock corporation under the provisions of Chapter 1 of Title 13.1 of the Code of Virginia and to that end sets forth the following:

ARTICLE I.

The name of the Corporation is:

Markel Service, Incorporated

ARTICLE II.

The purposes for which the Corporation is organized are to conduct a general insurance agency business representing insurance companies that insure all types of risks of any kind whatsoever; to conduct a safety service business, including, without limitation, the performance of road patrol services; and in general to engage in every kind of business and activity incidental to or convenient for the conduct of such businesses. In addition, the Corporation shall have the power to carry on business of any character not prohibited by law or required to be stated herein.

ARTICLE III.

Section 1. The aggregate number of shares of capital stock that the Corporation shall have authority to issue shall be 15,000 shares of Common Stock of the par value of \$1.00 per share.

Section 2. Each share of Common Stock shall entitle the record holder thereof to one vote.

Section 3. No holder of any capital stock or any security of the Corporation, whether now or hereafter authorized or outstanding, shall have any pre-emptive right to acquire any capital stock or security that the Corporation at any time shall determine to issue or grant, whether such capital stock or security to be issued or granted is now or hereafter authorized.

Section 4. A reduction of stated capital, whether or not in connection with a cancellation of shares, may be effected pursuant to a plan adopted by the board of directors without the assent of the shareholders.

#### ARTICLE IV.

Section 1. Every person, and his heirs, executors and administrators, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding of any kind, whether civil, criminal, administrative, arbitative or investigative, and whether or not by or in the right of the Corporation, by reason of his being or having been a director or officer of the Corporation or, at its request, of any other corporation, or by reason of his serving or having served at the request of the Corporation and on its behalf in connection with a partnership, joint venture, committee, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorney's fees), judgments, fines, penalties, awards, costs, amounts paid in settlement, and liabilities of all kinds, actually incurred by him in connection with or resulting from such action, suit or proceeding if he acted in good faith and in the manner he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his action was unlawful; provided, however, that to the extent any amount thereof is incurred in any such action, suit or proceeding by or in the right of the Corporation as a result of his own gross negligence or willful misconduct in the performance of his duty to the Corporation, then to such extent no indemnity shall be made by the Corporation unless and only to the extent that a court having jurisdiction shall determine upon application that, despite such gross negligence or willful misconduct but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity. The termination of any such action, suit or proceeding by judgment, order, conviction or upon a plea of nolo contendere or its equivalent, or by settlement, shall not of itself create a presumption that such person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation and with respect to any criminal action or proceeding, that such person had no reasonable cause to believe that his conduct was unlawful or a presumption of gross negligence or willful misconduct.



Section 2. Any indemnification under Section 1 hereof (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of such person is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 hereof. Such determination may be made either (a) by the board of directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the shareholders.

Section 3. Expenses (including attorneys' fees) incurred in connection with any such action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative as to any such person may be paid by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation.

Section 4. As authorized by the statutory laws of Virginia, the provisions of this Article IV are in addition to and not in substitution for the specific powers of a corporation to indemnify directors and officers set forth therein. If any provisions of this Article IV shall be adjudicated invalid or unenforceable, such adjudication shall not be deemed to invalidate or otherwise affect any other provision hereof or any power of indemnity which the Corporation may have under the laws of Virginia.

Section 5. The board of directors of the Corporation shall have the power, generally or in specific cases, to indemnify its employees and agents to the same extent as provided in this Article IV with respect to its directors and officers.

Section 6. For the purposes of this section, references to the "Corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation as he would if he had served the resulting or surviving corporation in the same capacity.

ARTICLE V.

The number of persons constituting the initial board of directors is six (6), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

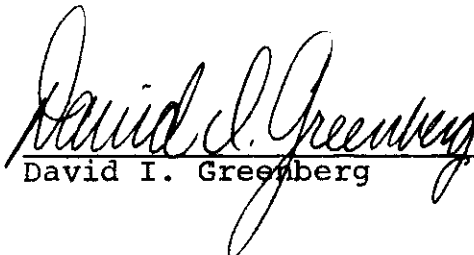
<u>Names</u>	<u>Addresses</u>
Milton L. Markel	5310 Markel Road Richmond, Virginia 23230
Stanley B. Markel	5310 Markel Road Richmond, Virginia 23230
Alan I. Kirshner	5310 Markel Road Richmond, Virginia 23230
Anthony F. Markel	5310 Markel Road Richmond, Virginia 23230
Gary L. Markel	5310 Markel Road Richmond, Virginia 23230
Steven A. Markel	5310 Markel Road Richmond, Virginia 23230

ARTICLE VI.

The post office address of the initial registered office is 5310 Markel Road, Richmond, Virginia. The name of the County in which the initial registered office is located is Henrico. The name of the initial registered agent is Lewis C. Markel, Jr., whose business office is the same as the registered office and who is a resident of Virginia and a member of the Virginia State Bar.

DATED:

December 26, 1979

  
David I. Greenberg

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND,  
January 2, 1980

The accompanying articles having been delivered to the State Corporation Commission on behalf of  
Markel Service, Incorporated

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF INCORPORATION  
be issued, and that this order, together with the articles, be admitted to record in the office of the Commission;  
and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

  
Commissioner

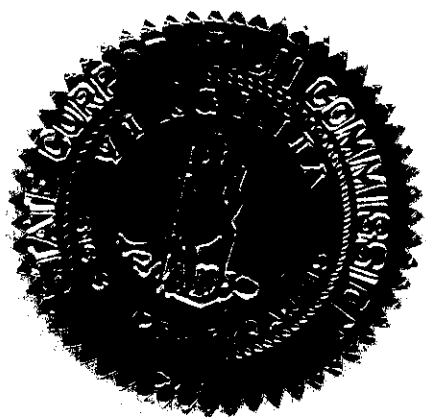
# Commonwealth of Virginia



## State Corporation Commission

I, George M. Bryant, Jr., First Assistant Clerk of the State Corporation Commission, do hereby certify that the foregoing is a true copy of all documents constituting as of this date the charter of Market Service, Incorporated.

*In Testimony Whereof I hereunto set my hand and affix the Official Seal of the State Corporation Commission, at Richmond, this 3rd day of January A. D. 1980*



*George M. Bryant, Jr.*  
First Assistant Clerk of the Commission