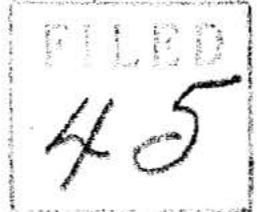


January 23, 1947



1/23

Honorable Owen S. Jackson
Commissioner of Insurance
of the State of Missouri
Jefferson City, Missouri

Attention: Honorable Ralph C. Lashly.

Dear Commissioner Jackson:

This will acknowledge transmission to this Department of certified copies of the proceedings of the Kansas City Fire & Marine Insurance Company, of the meeting of the Board of Directors of said company on March 5, 1946, and the proceedings of the annual shareholders' meeting of said company on March 12, 1946, respecting the amendment of the Articles of Association of said Company as proposed, set forth and accomplished in the proceedings of the Board of Directors and the stockholders of said company, as aforesaid, with your request for another opinion subsequent to the opinion rendered by this Department on January 15, 1947. There is furnished to this Department additional and satisfactory proof of the procedure in both of said meetings of said company, which proof was lacking when the former opinion herein was written on January 15, 1947, in disapproval of such proceedings.

Upon examination and inspection of the additional copies of the records of such proceedings of said company in both its Directors' meeting and Stockholders' meeting in relation to amending its Articles of Incorporation, and the additional proof submitted of the publication of the notices required by law of the meeting of the stockholders of said company on March 12, 1946, and the additional proof that such proceedings to so amend its Articles of Incorporation were actually had and done by said company at its said annual stockholders' meeting on March 12, 1946, it is the opinion of this Department that such proceedings in both the Directors' meeting and the Stockholders'

Honorable Owen G. Jackson -2-

meeting aforesaid, on the dates aforesaid, comply with the laws of the State of Missouri, and that they are not inconsistent with the Constitution of the State of Missouri, or the Constitution of the United States.

Respectfully submitted,

George W. Crowley
GEORGE W. CROWLEY
Assistant Attorney General

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