

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "FGIC CORPORATION", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF APRIL, A.D. 2013, AT 8 O'CLOCK A.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0442376

DATE: 05-17-13

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

**OF**

**FGIC CORPORATION**

Under Sections 242, 245 and 303 of the  
Delaware General Corporation Law

FGIC CORPORATION, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify that:

1. The name of the Corporation is FGIC Corporation.
2. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on June 1, 1983.
3. The Corporation filed a Restated Certificate of Incorporation with the Secretary of State of the State of Delaware on May 27, 1986 that was subsequently amended by the filing of Certificates of Amendment with the Secretary of State of the State of Delaware on each of July 17, 1986, November 21, 1990, and January 15, 1993.
4. On December 18, 2003, in the manner prescribed by Sections 242 and 245 of the General Corporation Law of the State of Delaware (the "DGCL"), the certificate of incorporation, as previously restated and amended as aforesaid, was amended and restated by an Amended and Restated Certificate of Incorporation by resolutions adopted by the Board of Directors and the stockholders of the Corporation pursuant to Sections 141 and 228 of the DGCL, which Amended and Restated Certificate of Incorporation was subsequently amended on March 16, 2004 and October 26, 2005.
5. In implementation of the amendment and restatement of the certificate of incorporation of the Corporation made on December 18, 2003, (i) all outstanding shares of Common Stock, \$0.01 par value per share, of the Corporation automatically and without any action on the part of the Corporation or the holder of any capital stock thereof, were reclassified into an equal number of shares of Class A Common Stock, \$0.01 par value per share, of the Corporation, and (ii) 2,346 shares of Senior Participating Mandatorily Convertible Modified Preferred Stock of the Corporation, \$0.01 par value per share, were issued, in each case as authorized by the Amended and Restated Certificate of Incorporation.
6. On October 2, 2008, in the manner prescribed by Sections 242 and 245 of the DGCL, the certificate of incorporation, as previously restated and amended as aforesaid, was amended and restated by an Amended and Restated Certificate of Incorporation by resolutions adopted by the Board of Directors and the stockholders of the Corporation pursuant to Sections 141 and 228 of the DGCL, which Amended and Restated Certificate was subsequently amended on November 4, 2009 and August 3, 2010.

7. On August 3, 2010, the Corporation filed a voluntary petition for relief with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") (*In re FGIC Corporation*, Ch. 11 Case No. 10-14215 (SMB)). This Amended and Restated Certificate was duly adopted by resolutions of the Board of Directors of the Corporation pursuant to Section 141 of the DGCL and pursuant to the authority granted to the Corporation under Section 303 of the DGCL to put into effect and carry out the transactions contemplated by that certain Chapter 11 Plan of FGIC Corporation (the "Plan"), filed with the Bankruptcy Court on February 3, 2012, as confirmed on April 23, 2012 by order of the Bankruptcy Court (the "Confirmation Order").

8. In implementation of this Amended and Restated Certificate and pursuant to the Plan and the Confirmation Order, on April 19, 2013, automatically and without any action on the part of the Corporation or the holder of any capital stock thereof: (i) all outstanding shares of Class A Common Stock, \$0.01 par value per share, of the Corporation, and all 2,346 shares of Senior Participating Mandatorily Convertible Modified Preferred Stock of the Corporation, \$0.01 par value per share, were cancelled and deemed surrendered and extinguished, (ii) 4,999 shares of Creditor New Class A Common Stock, \$0.01 par value per share, were issued, and (iii) one share of Class B Common Stock (the "Plan Sponsor Stock") was issued to the FGIC Corporation Plan Sponsor Stock Trust, as the designee of Financial Guaranty Insurance Company, a New York corporation ("FGIC"). The Plan Sponsor Stock entitles its holder to certain consent rights, which consent may be withheld in its sole discretion, including consent rights with respect to the dissolution or commencement of any insolvency or restructuring proceeding of the Corporation.

9. The text of the Corporation's certificate of incorporation, as heretofore restated and amended, is hereby amended and restated to read as set forth in full as follows:

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**  
**OF**  
**FGIC CORPORATION**

ARTICLE FIRST: Name of Corporation. The name of the corporation is FGIC Corporation (the "Corporation").

ARTICLE SECOND: Delaware Office and Registered Agent. The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington 19808, County of New Castle. The name of the Corporation's registered agent for service of process at such address is the Corporation Service Company.

ARTICLE THIRD: Purpose. The nature of the business or purposes of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware (the "DGCL"). The Corporation shall possess and exercise all the powers and privileges granted by the DGCL, by any other law, and by this Amended and Restated Certificate of Incorporation (this "Amended and Restated Certificate"), together with any powers incidental thereto as far as such powers and privileges are necessary or convenient to the conduct, promotion, or attainment of the purposes of the Corporation, except to the extent provided herein.

ARTICLE FOURTH: Capital Stock. The total number of shares of capital stock which the Corporation is authorized to issue is 5,000 shares, of which 4,999 shares shall be classified as Creditor New Class A Common Stock, par value \$0.01 per share (the "Creditor New Common Stock"), and one share shall be classified as Class B Common Stock, par value \$0.01 per share (the "Plan Sponsor Stock," and together with the Creditor New Common Stock, the "New Common Stock"). The Corporation is not authorized to issue any non-voting equity securities in contravention of section 1123(a)(6) of Title 11 of the United States Code (the "Bankruptcy Code").

PART I

Creditor New Common Stock

Section 1. Designation. The authorized shares of Creditor New Common Stock of the Corporation were issued automatically, and without any action on the part of the Corporation or the holder of any capital stock thereof, pursuant to that certain Chapter 11 Plan of the Corporation (the "Plan"), filed with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") on February 3, 2012, as confirmed on April 23, 2012 by order of the Bankruptcy Court (the "Confirmation Order"). The number of shares constituting the Creditor New Common Stock shall be 4,999.

Section 2. Rank. Except as expressly provided in this Part I or as otherwise required by the DGCL, the Plan, or the Confirmation Order, all shares of Creditor New Common Stock shall have the same powers, privileges, preferences, and relative participating, optional, or other

special rights, and the qualifications, limitations, or restrictions thereof, and shall be identical to each other in all respects.

Section 3. Voting Powers.

(a) Except as otherwise provided by this Amended and Restated Certificate (including Part II of this Article Fourth) or the DGCL, the entire voting power of the stockholders of the Corporation shall be vested in and may be exercised by only the holders of the New Common Stock, and at every meeting of the stockholders or for every action to be taken by written consent, holders of the New Common Stock shall vote or consent together as a single class. Every holder of New Common Stock shall be entitled to one vote for each share held in the name of such holder in the stock records of the Corporation. Irrespective of the class vote requirements set forth in Section 242(b)(2) of the DGCL, every reference in this Amended and Restated Certificate or the Bylaws to a majority or other proportion of the stock entitled to vote on a matter shall refer to such stock voting as a single class, unless such reference explicitly requires otherwise.

(b) Certain Limitations on Voting Rights. Notwithstanding any provision of the DGCL or any other law, or any other provision of this Amended and Restated Certificate, without the consent of the holder of the Plan Sponsor Stock, the Corporation shall not, directly or indirectly, including, without limitation, by means of or as a result of a merger or other transaction, (i) amend, change, alter, or otherwise modify (x) the rights, preferences, or privileges of the Plan Sponsor Stock set forth in this Amended and Restated Certificate or the Bylaws or (y) this Section 3(b); (ii) increase the authorized number of shares of Plan Sponsor Stock or authorize or issue any class or series of capital stock (whether by issuance, sale, reclassification, recapitalization, merger, or otherwise), including Creditor New Common Stock, having rights, preferences, or privileges that would conflict with, alter, or impair those of the Plan Sponsor Stock set forth in this Amended and Restated Certificate or the Bylaws; or (iii) commence or consent to the commencement of a bankruptcy, liquidation, insolvency, restructuring or similar proceeding for the Corporation, liquidate or dissolve the Corporation or otherwise take any action in furtherance of any such proceeding, liquidation or dissolution (any such action described in clause (i), (ii), or (iii), a "Restricted Action"). The Corporation shall provide the holder of the Plan Sponsor Stock with at least 60 days advance notice before requiring the holder of the Plan Sponsor Stock to give or withhold its consent with respect to one of the Restricted Actions set forth in this Section 3(b) of this Part I of Article Fourth. If the holder of the Plan Sponsor Stock fails to give its consent to any action within 60 days of receiving notice from the Corporation, the holder of the Plan Sponsor Stock shall be deemed to have withheld its consent to such action.

Section 4. Reissuance. The Corporation may not reissue shares of Creditor New Common Stock that have been retired or cancelled in any manner, including treasury shares retired.

## PART II

### Plan Sponsor Stock

Section 1. Designation. The Plan Sponsor Stock was issued to the FGIC Corporation Plan Sponsor Stock Trust (the "Trust"), as the designee of FGIC, pursuant to the Plan and the Confirmation Order. The number of shares constituting the Plan Sponsor Stock shall be 1.

Section 2. Dividends and Distributions Upon Liquidation, Dissolution, or Winding Up. The Plan Sponsor Stock shall not entitle its holder to receive any dividend or distribution upon the liquidation, dissolution, or winding-up of the affairs of the Corporation.

Section 3. Voting Powers. The share of Plan Sponsor Stock shall have the same number of votes as one share of Creditor New Common Stock. Irrespective of the class vote requirements set forth in Section 242(b)(2) of the DGCL, the Plan Sponsor Stock and Creditor New Common Stock will vote together as a single class on all matters subject to a vote of the New Common Stock, except as described in this Amended and Restated Certificate.

Section 4. Consent Rights. The Plan Sponsor Stock shall entitle its holder to consent rights with regards to the Restricted Actions, as set forth in Section 3(b) of Part I of this Article Fourth.

## PART III

### Restrictions on Transfer

Section 1. Purpose. It is in the best interests of the Corporation and its shareholders that certain restrictions on the transfer or other disposition of Corporation Securities (including shares of Creditor New Common Stock) be established, as more fully set forth in this Part III of this Article Fourth, as any such transfer or disposition may threaten the preservation of certain tax attributes.

Section 2. Definitions. As used in this Part III of this Article Fourth, the following capitalized terms shall have the following respective meanings (and any references to any portions of Treasury Regulation Section 1.382-2T shall include any successor provisions):

"Acquire" means the acquisition, directly or indirectly, of ownership of Corporation Securities by any means, including, without limitation, (i) the exercise of any rights under any option, warrant, convertible security, pledge or other security interest or similar right to acquire shares, (ii) the entering into of any swap, hedge or other arrangement that results in the acquisition of any of the economic benefits of ownership of Corporation Securities, or (iii) any other acquisition or transaction treated under Section 382 of the Code as a direct or indirect acquisition (including the direct or indirect acquisition of an ownership interest in a Substantial Holder) of ownership of such Corporation Securities. The terms "Acquires" and "Acquisition" shall have the same meaning, *mutatis mutandis*.

"Code" means the Internal Revenue Code of 1986, as amended.

“Corporation Securities” means (i) shares of Creditor New Common Stock, (ii) any other interests that would be treated as “stock” of the Corporation pursuant to Treasury Regulation Section 1.382-2T(f)(18), and (iii) warrants, rights or options (including within the meaning of Treasury Regulation Section 1.382-4(d)(9)) to purchase Corporation Securities.

“Disposition” means, with respect to any Person other than the Corporation, the sale, transfer, exchange, assignment, liquidation, conveyance, pledge, abandonment, or other disposition or transaction treated under Section 382 of the Code as a direct or indirect disposition or transfer (including the disposition of an ownership interest in a Substantial Holder). A “Disposition” also shall include the creation or grant of an option (including an option within the meaning of Treasury Regulation Section 1.382-4(d)(9)).

“Effective Date” means the effective date of the Plan, which shall be the date of filing of this Third Amended and Restated Certificate.

“Exchange Act” means the United States Securities Exchange Act of 1934, as amended, and the rules and regulations of the United States Securities and Exchange Commission promulgated thereunder.

“FGIC” means Financial Guaranty Insurance Company, a New York corporation.

“FGIC Board” means the Board of Directors of FGIC.

“Percentage Stock Ownership” means percentage stock ownership as determined in accordance with Treasury Regulation Section 1.382-2T(g), (h) (without regard to the rule that treats stock of an entity as to which the constructive ownership rules apply as no longer owned by that entity), (j) and (k).

“Person” means an individual, corporation, estate, trust, association, limited liability company, partnership, joint venture or similar organization or “entity” within the meaning of Treasury Regulation Section 1.382-3 (including, without limitation, any group of Persons treated as a single entity under such regulation).

“Substantial Holder” means a Person (including, without limitation, any group of Persons treated as a single “entity” within the meaning of Treasury Regulation Section 1.382-3) holding, owning, or having any right in Corporation Securities, whether as of the Effective Date, after giving effect to the Plan, or thereafter, representing a Percentage Stock Ownership (including indirect and constructive ownership, as determined under applicable Treasury Regulations) in the Corporation of at least 4.5%.

“Tax Benefits” means the net operating loss carryovers, capital loss carryovers, general business credit carryovers, alternative minimum tax credit carryovers and foreign tax credit carryovers, as well as any “net unrealized built-in loss” within the meaning of Section 382 of the Code, of the Corporation or any direct or indirect subsidiary thereof.

“Transfer” means any direct or indirect Acquisition or Disposition of Corporation Securities.

“Treasury Regulation” means a Treasury regulation promulgated under the Code.

Section 3. Ownership Limitations.

(a) From and after the Effective Date, no Person shall be permitted to make a Transfer, whether in a single transaction (with any transactions occurring on the same day being treated as a single transaction) or series of related transactions, and any such purported Transfer will be *void ab initio*, (i) to the extent that after giving effect to such purported Transfer (A) the purported transferee or any other Person by reason of the purported transferee’s Acquisition would become a Substantial Holder, or (B) the Percentage Stock Ownership of a Person that, prior to giving effect to the purported Transfer, is a Substantial Holder would be increased, or (ii) if the purported transferor is a Substantial Holder and has a Percentage Stock Ownership in the Corporation of more than 4.99% before giving effect to such purported Transfer, (any such purported transfer described in clause (i) or (ii), a “Prohibited Transfer”).

(b) The restrictions set forth in Section 3(a) of this Part III shall not apply to a proposed Transfer if the transferor or the transferee obtains written consent to the proposed Transfer from a majority of the Board of Directors of the Corporation and a majority of the FGIC Board. Each of the Board of Directors of the Corporation and the FGIC Board may, independently of the other and within its respective sole discretion, determine whether or not to grant its written consent to the proposed Transfer. As a condition to granting its consent, each of the Board of Directors of the Corporation and the FGIC Board may, in its respective sole discretion, require and/or obtain (at the expense of the transferor and/or transferee) such representations from the transferor and/or transferee, such opinions of counsel to be rendered by counsel selected by (or acceptable to) the Board of Directors of the Corporation or the FGIC Board, as the case may be, and such other advice, in each case as to such matters as the Board of Directors of the Corporation or the FGIC Board determines in its respective sole discretion is appropriate.

(c) Notwithstanding anything to the contrary herein or in the Bylaws, from and after the Effective Date, no Person shall Transfer any Corporation Securities if the Corporation reasonably determines (i) that such Transfer, whether in a single transaction (with any transactions occurring on the same day being treated as a single transaction) or series of related transactions, would, if effected (after taking into account any other proposed Transfers that have been authorized by the Corporation but not yet made), result in the Corporation having 500 or more holders of record (as such concept is defined for purposes of Section 12(g) of the Exchange Act and any relevant rules promulgated thereunder) of any class of capital securities of the Corporation, (ii) that such Transfer would, if effected, require the Corporation to register the Corporation Securities under the Exchange Act, unless, in any such case, at the time of such Transfer, the Corporation is already subject to the reporting obligations under Sections 13 and 15(d) of the Exchange Act with respect to its capital securities or (iii) that the proposed transferee is a competitor, unless such Transfer is otherwise approved by the Board of Directors. Any Transfer referenced in the immediately preceding sentence consummated without such required consent of the Corporation shall be null and *void ab initio*.



Section 4. Treatment of Excess Securities.

(a) No employee or agent of the Corporation shall record any Prohibited Transfer, and the purported transferee of a Prohibited Transfer (the "Purported Transferee") shall not be recognized as a stockholder of the Corporation for any purpose whatsoever in respect of the Corporation Securities that are the subject of the Prohibited Transfer (the "Excess Securities"). Until the Excess Securities are acquired by another Person in a Transfer that is not a Prohibited Transfer, the Purported Transferee shall not be entitled with respect to such Excess Securities to any rights of stockholders of the Corporation, including, without limitation, the right to vote such Excess Securities and to receive dividends or distributions, whether liquidating or otherwise, in respect thereof. Once the Excess Securities have been acquired in a Transfer that is in accordance with this Section 4 of this Part III and is not a Prohibited Transfer, such Corporation Securities shall cease to be Excess Securities.

(b) If either the Board of Directors of the Corporation or the FGIC Board determines that a Prohibited Transfer has occurred, the Prohibited Transfer and, if applicable, the recording of such Prohibited Transfer, shall be void *ab initio* and have no legal effect and, upon written demand by the Corporation, the Purported Transferee shall transfer or cause to be transferred any certificate or other evidence of ownership of the Excess Securities within the Purported Transferee's possession or control, together with any dividends or other distributions that were received by the Purported Transferee from the Corporation with respect to the Excess Securities (the "Prohibited Distributions"), to an agent designated by the Board of Directors of the Corporation (the "Agent").

(1) In the case of a Prohibited Transfer described in Section 3(a)(i) of this Part III, the Agent shall thereupon identify and sell to a buyer or buyers, the Excess Securities transferred to it in one or more arm's-length transactions (including over a national securities exchange on which the Corporation Securities may be traded, if possible); provided, however, that the Agent, in its sole discretion, shall effect such sale or sales in an orderly fashion and shall not be required to effect any such sale within any specific time frame if, in the Agent's discretion, such sale or sales would disrupt the market for the Corporation Securities or otherwise would adversely affect the value of the Corporation Securities. If the Purported Transferee has resold the Excess Securities before receiving the Corporation's demand to surrender the Excess Securities to the Agent, the Purported Transferee shall be deemed to have sold the Excess Securities for the Agent, and shall be required to transfer to the Agent any Prohibited Distributions and the proceeds of such sale, except to the extent that both the Corporation and FGIC grant written permission to the Purported Transferee to retain a portion of such sale proceeds not exceeding the amount that the Purported Transferee would have received from the Agent pursuant to Section 4(c) of this Part III if the Agent, rather than the Purported Transferee, had resold the Excess Securities; or

(2) In the case of a Prohibited Transfer described in Section 3(a)(ii) of this Part III, the purported transferor of Excess Securities in such Prohibited Transfer (the "Purported Transferor") shall also deliver to the Agent the sale proceeds from the Prohibited Transfer (in the form received, i.e., whether in cash or other property), and the Agent shall thereupon identify and sell any non-cash consideration to a buyer or buyers in

one or more arm's-length transactions (including over a national securities exchange, if possible). If the Purported Transferee is determinable (other than with respect to a transaction entered into through the facilities of a national securities exchange), the Agent shall, to the extent possible, return the Prohibited Distributions to the Purported Transferor, and shall reimburse the Purported Transferee from the sale proceeds received from the Purported Transferor (or the proceeds from the disposition of any non-cash consideration) for the cost (to the Purported Transferee) of any Excess Securities returned in accordance with Section 4(c) of this Part III. If the Purported Transferee is not determinable, or to the extent the Excess Securities have been resold and thus cannot be returned to the Purported Transferor, the Agent shall use the proceeds to acquire on behalf of the Purported Transferor, in one or more arm's-length transactions (including over a national securities exchange on which the Corporation Securities may be traded, if possible), an equal amount of Corporation Securities in replacement of the Excess Securities sold; provided, however, that, to the extent the amount of proceeds is not sufficient to fund the purchase price of such Corporation Securities and the Agent's costs and expenses (as described in Section 4(c) of this Part III), the Purported Transferor shall promptly fund such amounts upon demand by the Agent.

(c) The Agent shall apply any proceeds or any other amounts received by it by and in accordance with Section 4 of this Part III as follows:

(1) *first*, such amounts shall be paid to the Agent to the extent necessary to cover its costs and expenses incurred in connection with its duties hereunder;

(2) *second*, any remaining amounts shall be paid to the Purported Transferee, up to the amount paid by the Purported Transferee for the Excess Securities; and

(3) *third*, any remaining amounts, subject to the limitations imposed by the following proviso, shall be paid to one or more organizations qualifying under Section 501(c)(3) of the Code (or any comparable successor provision) ("Section 501(c)(3)") selected by the Board of Directors of the Corporation; provided, however, that if the Excess Securities (including any Excess Securities arising from a previous Prohibited Transfer not sold by the Agent in a prior sale or sales) represent a 4.5% or greater Percentage Stock Ownership interest in the Corporation, then such remaining amounts shall be paid to two or more organizations qualifying under Section 501(c)(3) selected by the Board of Directors of the Corporation such that no organization qualifying under Section 501(c)(3) shall possess Percentage Stock Ownership in the Corporation in excess of 4.49%.

The recourse of any Purported Transferee in respect of any Prohibited Transfer shall be limited to the amount payable to the Purported Transferee pursuant to clause (2) above. Except as may be required by law, in no event shall the proceeds of any sale of Excess Securities pursuant to this Part III inure to the benefit of the Corporation.

(d) If the Purported Transferee or the Purported Transferor fails to surrender the Excess Securities (as applicable) or the proceeds of a sale thereof to the Agent within thirty (30) days from the date on which the Corporation makes a demand pursuant to Section 4(b) of this Part III, then the Corporation shall use its best efforts to enforce the provisions hereof, including the institution of legal proceedings to compel the surrender.

Section 5. Bylaws; Legends; Compliance.

(a) The Bylaws may make appropriate provisions to effectuate the requirements of this Part III.

(b) All certificates (including global certificates) representing Corporation Securities shall bear a conspicuous legend as follows:

“THE TRANSFER OF THE SECURITIES REPRESENTED HEREBY IS SUBJECT TO SIGNIFICANT OWNERSHIP AND TRANSFER RESTRICTIONS PURSUANT TO PART III OF ARTICLE FOURTH OF THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF FGIC CORPORATION. THE CORPORATION WILL FURNISH A COPY OF ITS CERTIFICATE OF INCORPORATION TO THE HOLDER OF RECORD OF THIS CERTIFICATE WITHOUT CHARGE UPON A WRITTEN REQUEST ADDRESSED TO THE CORPORATION AT ITS PRINCIPAL PLACE OF BUSINESS.”

(c) The Corporation shall have the power to make appropriate notations upon its stock transfer records and instruct any transfer agent, registrar, securities intermediary or depository with respect to the requirements of this Part III for any uncertificated Corporation Securities or Corporation Securities held in an indirect holding system.

(d) The FGIC Board shall have the power to decide all matters necessary for determining compliance with this Part III, including, without limitation, determining (A) the identification of Substantial Holders, (B) whether a Transfer is a Prohibited Transfer, (C) the Percentage Stock Ownership of any Substantial Holder or other Person, (D) whether an instrument constitutes a Corporation Security, (E) the amount (or fair market value) due to a Purported Transferee pursuant to clause (2) of Section 4(c) of this Part III, and (F) any other matter that the FGIC Board determines to be relevant. The good faith determination of the FGIC Board on such matters shall be conclusive and binding for the purposes of this Part III.

ARTICLE FIFTH: Governance.

Section 1. Governing Role of the Board of Directors; Special Meetings of Stockholders; Bylaws.

(a) Governing Role of the Board of Directors. Pursuant to Section 141(a) of the DGCL the business and affairs of the Corporation shall be managed by or under the direction of a governing body referred to as the Board of Directors, the members of which (and any committee thereof) shall be designated and classified, and shall have such powers, voting rights

and limitations thereon (which powers, voting rights and limitations thereon may be different from those of other members of the Board of Directors), as set forth in this Article Fifth.

(b) Special Meetings of Stockholders. Except as otherwise required by law, special meetings of stockholders may be called only by the Board of Directors, or as otherwise provided in the Bylaws of the Corporation.

(c) Bylaws. In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors is expressly authorized to adopt, alter, or amend the Bylaws of the Corporation by a vote of a majority of the entire Board of Directors.

## Section 2. Directors.

(a) Composition of the Board of Directors. The Board of Directors shall at all times consist of three members, subject to vacancies that may from time to time result, and shall at all times consist of directors that also serve on the Board of Directors of FGIC ("FGIC's Board") or as then-current executive officers of FGIC. Upon the effective date of the Plan, the Board of Directors shall consist of the following three directors: (i) John S. Dubel, (ii) Timothy S. Travers, and (iii) A. Edward Turi, III. The directors shall be divided into three classes designated as Class I, Class II and Class III, respectively, and each class shall consist of one member. Directors shall be assigned to each class in accordance with a resolution or resolutions adopted by the Board of Directors. At the first annual meeting of stockholders following the adoption of this Amended and Restated Certificate, the term of office of the Class I director shall expire and a Class I director shall be elected for a full term of three years. At the second annual meeting of stockholders following the adoption of this Amended and Restated Certificate, the term of office of the Class II director shall expire and a Class II director shall be elected for a full term of three years. At the third annual meeting of stockholders following the adoption of this Amended and Restated Certificate, the term of office of the Class III director shall expire and a Class III director shall be elected for a full term of three years. At each succeeding annual meeting of stockholders, a director shall be elected for a full term of three years to succeed the director of the class whose term expires at such annual meeting. Each director shall hold office until his or her term of office expires, and until his or her successor shall have been elected and qualified, or until his or her earlier resignation or removal, or until such director is no longer serving as a director on FGIC's Board or as a then-current executive officer of FGIC. At each annual meeting of stockholders, the then-current Board of Directors shall nominate candidates to succeed those directors whose terms have expired. Such candidates shall consist only of directors serving on FGIC's Board or as then-current executive officers of FGIC, and may include then-current directors serving on the Board of Directors (the "Candidates"). The then-current Board of Directors shall nominate at least two Candidates for each director whose term has expired. The Corporation's stockholders shall elect new directors, by a majority of those voting, only from the Candidates nominated by the then-current Board of Directors in accordance with the terms of this paragraph. All elections of directors shall be by written ballot, unless otherwise provided by a resolution or resolutions adopted by the Board of Directors. Persons not meeting the requirements of Candidates described above shall not be eligible to serve as members of the Board of Directors at any time.

(b) Vacancies on the Board of Directors. If any seat on the Board of Directors becomes vacant, the remaining directors shall nominate at least two Candidates (as defined in Section 2(a) of this Article Fifth) to fill such vacancy, and the Corporation's stockholders shall elect one Candidate by majority vote at the next annual meeting of stockholders, or at special meeting of stockholders called pursuant to Section 1(b) of this Article Fifth. Persons not meeting the requirements of Candidates described in Section 2(a) of this Article Fifth shall not be eligible to serve as members of the Board of Directors at any time. Any director elected in accordance with this Section 2(b) shall hold office until the next annual meeting of stockholders and until such director's successor shall have been elected and qualified, or until such director's earlier resignation or removal, or until such director is no longer serving as a director on FGIC's Board.

(c) Avoidance. The Board of Directors shall not take any action or fail to take any action, directly or indirectly, including, without limitation, by means of or as a result of a merger or other transaction, which would have the effect of eliminating, limiting, restricting, avoiding or otherwise modifying the effect of the provisions set forth in this Article Fifth (e.g. by creating a holding company structure if the certificate of incorporation or similar document of such holding company does not contain equivalent provisions).

Section 3. Voting of Directors. All decisions of the Board of Directors shall be made by a majority vote of the directors present at a meeting of the Board of Directors at which a majority of the directors serving on the Board of Directors (a "Quorum") is present.

ARTICLE SIXTH: Amendment. In addition to any requirements of law and any other provision of this Amended and Restated Certificate, the Corporation reserves the right to amend, alter, or repeal any provision contained in this Amended and Restated Certificate, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are subject to this reservation; provided, however, without the consent of the holder of the Plan Sponsor Stock, the Corporation shall not (i) amend, change, alter, or otherwise modify the rights, preferences, or privileges of the Plan Sponsor Stock set forth in this Amended and Restated Certificate or the Bylaws or (ii) increase the authorized number of shares of Plan Sponsor Stock or authorize or issue any class or series of capital stock (whether by issuance, sale, reclassification, recapitalization, merger, or otherwise), including Creditor New Common Stock, having rights, preferences, or privileges that would directly conflict with, alter, or impair those of the Plan Sponsor Stock set forth in this Amended and Restated Certificate or the Bylaws.

ARTICLE SEVENTH: Limitation on Liability. To the fullest extent that the DGCL or any other law of the State of Delaware as it exists or as it may hereafter be amended permits the limitation or elimination of the liability of directors, no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. No amendment or repeal of this Article Seventh shall apply to or have any adverse effect on any right or protection in favor of, or any limitation or elimination of the liability of, any director of the Corporation existing prior to or at the same time of such amendment or repeal with respect to any acts or omissions occurring prior to such amendment or repeal.

IN WITNESS WHEREOF, FGIC Corporation has caused this Amended and Restated Certificate of Incorporation to be executed this 19th day of April, 2013.

FGIC CORPORATION

BY: 

Name: John S. Dubel

Title: Chief Executive Officer