

802256

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amount
\$00 6-8*

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SPARTA Insurance Company
(Name of Corporation)

DOCUMENT NUMBER: 802256

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Theresa Feliciano

(Name of Contact Person)

Edwards Angell Palmer & Dodge LLP

(Firm/Company)

20 Church Street

(Address)

Hartford

CT

06103

(City/State and Zip Code)

For further information concerning this matter, please call:

Theresa Feliciano

(Name of Contact Person)

at (860) 541-7746

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35.00 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

802256

(Document number of corporation (if known))

1. SPARTA Insurance Company

(Name of corporation as it appears on the records of the Department of State)

2. Massachusetts

(Incorporated under laws of)

3. 06/18/1925

(Date authorized to do business in Florida)

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SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____

5. _____
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

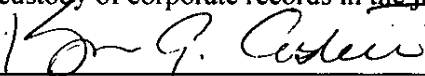
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Connecticut

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Kevin G. Costello
(Typed or printed name of person signing)

President
(Title of person signing)

CERTIFICATE OF REDOMESTICATION

INSURANCE COMPANY REDOMESTICATION TO CONNECTICUT

Office of the Secretary of the State

MAILING ADDRESS:
Commercial Recording Division
Connecticut Secretary of the State
P.O. Box 150470
Hartford, CT 06115-0470
860-509-6003

DELIVERY ADDRESS:
Commercial Recording Division
Connecticut Secretary of the State
30 Trinity Street
Hartford, CT 06106
860-509-6003

Certificate of Authorization from Insurance Commissioner and a certified copy of the original Articles of Incorporation must be filed with this certificate.

Space For Office Use Only	Filing Fee \$50.00	Make Checks Payable To "Secretary of the State"
FILING #0003919983 PG 01 OF 19 VOL B-01279 FILED 04/30/2009 09:42 AM PAGE 00858 SECRETARY OF THE STATE CONNECTICUT SECRETARY OF THE STATE		
1. NAME OF INSURANCE COMPANY: SPARTA Insurance Company		
2. CHARTER HISTORY OF CORPORATION (including date and place of incorporation, name change information and information regarding change of domicile state): The Company was incorporated in the Commonwealth of Massachusetts on February 10, 1923, and its name was American Employers' Insurance Company. The Company's name was changed to SPARTA Insurance Company by filing with the Massachusetts Secretary of State on August 31, 2007. By Order dated December 30, 2008, the Massachusetts Division of Insurance approved the Company's request for change of domicile to the State of Connecticut, subject to approval by the Connecticut Insurance Department. The Company's redomestication has been approved by the Company's Board of Directors and its sole shareholder.		
3. APPROVALS:		
The corporation's redomestication to Connecticut was approved by the Insurance Commissioner of the State of <u>Massachusetts</u> (State from which corporation is redomesticating)		
The corporation's redomestication was approved by the Insurance Commissioner of the State of Connecticut as demonstrated by such Commissioner's Certificate of Approval included herewith.		
(Please reference an 8 1/2 X 11 attachment if additional space is needed)		

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

4. VOTE INFORMATION (check and complete A. or B.):

A. The insurance company has authority to issue capital stock. The resolution of redomestication was adopted by its board of directors and approved by its shareholders as follows (provide at minimum the total number of shareholder votes cast in favor of the resolution and the total number of votes cast against the resolution or if no shareholder approval was required, provide a statement to that effect):

The Board of Directors of SPARTA Insurance Company approved the redomestication at its meeting on December 12, 2007 by unanimous vote of Quorum present.

SPARTA Insurance Holdings, Inc., the sole shareholder of SPARTA Insurance Company, approved the redomestication pursuant to unanimous written consent on December 12, 2007.

B. The corporation is a mutual insurance company. The resolution of redomestication was adopted by its board of directors and approved by its members as follows (provide at minimum the total number of member votes cast in favor of the resolution and the total number of votes cast against the resolution or if no membership approval was required, provide a statement to that effect):

5. CERTIFICATE OF INCORPORATION:

The corporation's amended and restated Certificate of Incorporation is attached here to.

6. EXECUTION:

Signed this 30th day of April, 2009.

<u>Kevin G. Costello</u>	<u>President</u>	<u>Kevin G. Costello</u>
Print or type name of signatory	Capacity of signatory	Signature

AMENDED ARTICLES OF INCORPORATION
**CERTIFICATE OF INCORPORATION
OF
SPARTA INSURANCE COMPANY**

ARTICLE I
NAME

The name of the Corporation shall be SPARTA Insurance Company.

The Corporation is a continuation of the corporate existence of American Employers' Insurance Company, through its adoption of Connecticut as its corporate domicile. The Corporation's date of incorporation is February 10, 1923, the original date of incorporation of American Employers' Insurance Company.

ARTICLE II
LOCATION

The address of the registered office of the Corporation in the State of Connecticut shall be City Place II, 185 Asylum Street, Hartford, Connecticut 06103, and the name and address of the registered agent shall be National Registered Agents, Inc., 12 Old Boston Post Road, Old Saybrook, Connecticut 06475.

The Corporation may, in addition to the registered office in the State of Connecticut, establish and maintain an office within or without the State of Connecticut or offices in such other places as the Board of Directors may from time to time find necessary or desirable.

ARTICLE III
PURPOSE

The Corporation shall have the power to write any and all forms of insurance against hazards or risks of every kind and description which now or hereafter may lawfully be the subject of insurance in the State of Connecticut or any other State or Territory of the United States or foreign countries in which the Corporation may be empowered to do insurance business, [except life and endowment insurance and contracts for the payment of annuities]; to issue policies and contracts for any kind or combination of kinds of insurance; to accept and to cede reinsurance of any such risks or hazards and to carry on an insurance and reinsurance business, and in so doing, the Corporation may cooperate with other companies, associations, corporations or persons; to acquire and hold property and effects of any kind including any or all of the shares or other securities of any insurance corporation or any other kind of corporation; to exercise such powers outside the State of Connecticut to the extent permitted by the laws of the particular jurisdiction; and to engage in any lawful act or activity for which corporations may be formed under the Connecticut General Statutes.

ARTICLE IV
CAPITAL STOCK

The total number of shares of stock which the Corporation shall have authority to issue is 60,000 shares of Common Stock and the par value of each such share is one hundred dollars (\$100.00).

Each share of Common Stock shall have one vote on all matters on which shareholders are entitled to vote by this Certificate of Incorporation, the By-Laws of the Corporation or the laws of the State of Connecticut. Each share of Common Stock shall participate equally in any dividend distribution and upon liquidation or dissolution.

[The minimum amount of stated capital with which the Corporation shall commence business is sixty million dollars (\$60,000,000); and the minimum amount of capital surplus with which the Corporation shall commence business is sixty million dollars (\$60,000,000).]

ARTICLE V
DURATION

The Corporation shall have perpetual existence.

ARTICLE VI
AMENDMENTS

These Amended and Restated Certificate of Incorporation may be amended in the manner authorized by Connecticut law at the time of such amendment.

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall have the power to make, adopt, alter, amend and repeal from time to time the By-Laws of the Corporation subject to the right of the shareholders entitled to vote with respect thereto to alter, amend and repeal By-Laws made by the Board of Directors.

ARTICLE VII
ACTIONS WITHOUT MEETING

Any action which may be taken at a meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted; except that directors of the Corporation may not be elected by action of the shareholders without a meeting of shareholders other than by unanimous written consent. If action is taken without a meeting by less than unanimous consent, notice in writing of such action shall be given to each shareholder who has not consented as provided by law.

ARTICLE VIII
PERSONAL LIABILITY OF DIRECTORS

The personal liability of any director of the Corporation to the Corporation or its shareholders for monetary damages for breach of duty as a director shall be limited to an amount that is equal to the compensation received by the director for serving the Corporation during the year of the violation if such breach did not (i) involve a knowing and culpable violation of law by the director; (ii) enable the director or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain; (iii) show a lack of good faith and a conscious disregard for the duty of the director to the Corporation under circumstances in which the director was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation; (iv) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation; or (v) create liability under Section 33-757 of the Connecticut General Statutes.

No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the Connecticut Business Corporation Act is amended after approval of this Article by the stockholders to authorize the further elimination or limitation of the liability of directors, then the liability of directors shall be eliminated or limited to the full extent authorized by the Connecticut Business Corporation Act, as so amended.

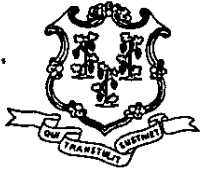
ARTICLE IX
INDEMNIFICATION OF DIRECTORS

The Corporation shall indemnify, in the manner and to the full extent permitted by law, any person (or the estate of any person) who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of the Corporation, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Where required by law, the indemnification provided for herein shall be made only as authorized in the specific case upon a determination, in the manner provided by law, that indemnification of the director, officer, employee or agent is proper under such circumstances. The Corporation may, to the full extent permitted by law, purchase and maintain insurance on behalf of any such person against any liability which may be asserted against such person. To the full extent permitted by law, the indemnification provided herein shall include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, and, in the manner provided by law, any such expenses may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding. The indemnification provided herein shall not be deemed to limit the right of the Corporation to indemnify any other person for any such expenses to the full extent permitted by law, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Corporation may be entitled under any agreement, vote of

stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

In addition, the Corporation shall indemnify its directors for liability, as defined in Section 33-770(5) of the Connecticut General Statutes, to any person for any action taken, or failure to take any action, as a director, except for liability that: (i) involved a knowing and culpable violation of law by the director; (ii) enabled the director or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain; (iii) showed a lack of good faith and a conscious disregard for the duty of the director to the Corporation under circumstances in which the director was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation; (iv) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation; or (v) created liability under Section 33-757 of the Connecticut General Statutes.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.



STATE OF CONNECTICUT

INSURANCE DEPARTMENT

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

April 16, 2009

Ms. Beth N. Terrell
SPARTA Insurance Company
CityPlace II
185 Asylum Street
Hartford, CT 06103

Dear Beth:

As you know Commissioner Sullivan approved the redomestication of SPARTA Insurance Company to Connecticut on April 7th. Enclosed is the Certificate of Authorization that is required to file with the Secretary of State's Office to register SPARTA as a Connecticut domestic.

When you register at the Secretary of State's office you will need the Certificate of Authorization and at least three copies each of the Certificate of Redomestication and certified copies of the articles of incorporation. We will require that you return a stamped copy of the Articles of Incorporation and Certificate of Redomestication to us for our records.

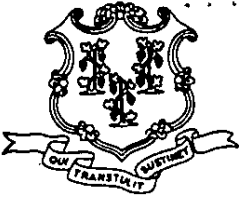
There is \$50.00 fee plus a franchise tax charge due to the Secretary of State at the time of redomestication.

If you have any questions, please do not hesitate to call me.

Sincerely,

A handwritten signature in cursive script that reads "Maura Welch".

Maura F. Welch, CPA, CFE
Insurance Certified Supervising Examiner
Financial Regulation Division
(860) 297-3827



State of Connecticut

Insurance Department

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

This is to Certify, that

- the redomestication of SPARTA Insurance Company, a Massachusetts Company, pursuant to Section 38a-58a Connecticut General Statutes, is approved, and
- the attached Certificate of Redomestication and Amended and Restated Certificate of Incorporation effecting its change of domicile is approved.

Witness my hand and official seal, at HARTFORD,

this 7th day of April, 2009.

A handwritten signature in black ink, appearing to read "Thomas R. Jella", written over a horizontal line.

Insurance Commissioner