

808357

Travelers Property Casualty 
A member of Travelers Group

Travelers Insurance
One Tower Square
Hartford, CT 06183

October 1, 1997

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

800002325699--4
-10/21/97--01053--017
*****35.00 *****35.00

Re: The Travelers Indemnity Company of America

Dear Sir/Madam:

With regard to the redomestication of the above captioned company from Georgia to Connecticut, enclosed please find the following:

1. Application for amendment.
2. Original certificates from the Georgia (dated July 10, 1997) and Connecticut (certified July 22, 1997) Insurance Departments approving the redomestication.
3. Check #83423601 in the amount of \$35.00 in payment of the filing fee.

Should you have any questions, please feel free to contact me. Thank you for your assistance in this matter.

Very truly yours,

Kenda C. Davis
Kenda C. Davis
The Travelers Indemnity Company
Corporate Law, 8MS
One Tower Square
Hartford, CT 06183
(860) 954-5660

SECRET
OCT 8 1997
FBI

57 OCT -3 1997
DIVISION OF CORPORATIONS

Encs.

See
10/15

Amend

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)

97 OCT -8 PM 11:14
RECEIVED
TALLAHASSEE, FLORIDA

1. The Travelers Indemnity Company of America
Name of corporation as it appears on the records of the Department of State.

2. Georgia Incorporated under laws of 3. November 9, 1951
Date authorized to do business in Florida

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? N/A

5. N/A
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

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

N/A
New Duration

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

Connecticut
New Jurisdiction

Daniel W. Jackson
Signature

October 1, 1997
Date

Daniel W. Jackson
Typed or printed name

Assistant Secretary
Title



OFFICE OF INSURANCE AND SAFETY FIRE COMMISSIONER

JOHN W. OXENDINE
COMMISSIONER OF INSURANCE
SAFETY FIRE COMMISSIONER
INDUSTRIAL LOAN COMMISSIONER
COMPTROLLER GENERAL

CERTIFICATION

SEVENTH FLOOR, WEST TOWER
FLOYD BUILDING
2 MARTIN LUTHER KING, JR. DRIVE
ATLANTA, GEORGIA 30334
(404) 656-2056 TDD# (404) 656-4031

I, John W. Oxendine, Commissioner of Insurance of the State of Georgia, certify that I have examined the Petition for Redomestication of THE TRAVELERS INDEMNITY COMPANY OF AMERICA.

Based upon my examination of this Petition, I conclude that this proposed Petition for Redomestication, if granted, will enable THE TRAVELERS INDEMNITY COMPANY OF AMERICA to comply with the applicable insurance laws of the state of Georgia. Said Petition is, therefore, hereby approved and will carry an effective date of June 30, 1997.

Given under my Hand and Seal of Office this 10th day of July, 1997.

JOHN W. OXENDINE
COMMISSIONER OF INSURANCE
STATE OF GEORGIA



State of Connecticut

Insurance Department

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FILED 06/30/1997 03:00 PM PAGE 03308
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

This is to Certify, that

- the redomestication of The Travelers Insurance Company of America, a Georgia Corporation, 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, and continuation of its original corporate existence are also approved.

Witness my hand and official seal, at HARTFORD,
this 30th day of June, 1997

Insurance Commissioner

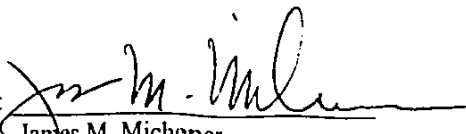
CERTIFICATE
OF
REDOMESTICATION
THE TRAVELERS INDEMNITY COMPANY OF AMERICA

THE TRAVELERS INDEMNITY COMPANY OF AMERICA (the "Company"), a Georgia corporation, in order to change its domicile to Connecticut as permitted pursuant to section 38a-58a of the General Statutes of Connecticut, certifies as follows:

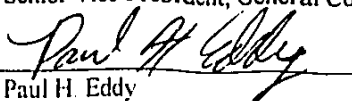
1. The name of the Company is The Travelers Indemnity Company of America.
2. The Company was incorporated under the name Standard National Insurance Company in the State of Georgia on January 2, 1946, where it has remained to this date. The Company changed its name to The Travelers Indemnity Company of America on November 1, 1971. Except pursuant to this certificate, the Company has not attempted to change its domicile.
3. By letter dated May 12, 1997, the Insurance Department of the State of Georgia has approved the Company request for a change in domicile to Connecticut in accordance with the laws of Georgia and the State of Connecticut. By letter dated June 30, 1997, the Insurance Department of the State of Connecticut approved the Company's application to redomesticate to Connecticut effective June 30, 1997.
4. The Company's plan to redomesticate has been approved by the Company's Board of Directors and its sole shareholder pursuant to section 33-797 of The General Statutes of Connecticut.

IN WITNESS WHEREOF, the Company has executed this Certification as of the 30th day of June, 1997, through its undersigned officers, who hereby state under penalties of false statement that the statements contained in this Certificate are correct.

[Seal]

By: 
James M. Michener

Its: Senior Vice President, General Counsel and Corporate Secretary

By: 
Paul H. Eddy

Its: Assistant Secretary

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
THE TRAVELERS INDEMNITY COMPANY OF AMERICA**

Section 1. The name of the corporation is The Travelers Indemnity Company of America.

Section 2. The business to be carried on by the Company is the issuance of insurance, reinsurance and excess insurance policies covering all kinds of casualty, life, accident and health and fire insurance risks including:

- (1) Accident and health insurance
- (2) Fire insurance
- (3) Miscellaneous property insurance
- (4) Water damage insurance
- (5) Burglary and theft insurance
- (6) Glass insurance
- (7) Boiler and machinery
- (8) Elevator insurance
- (9) Animal insurance
- (10) Collision insurance
- (11) Personal injury liability insurance
- (12) Property damage insurance
- (13) Workmen's compensation and employer's liability insurance
- (14) Fidelity and surety insurance
- (15) Credit insurance
- (16) Title insurance
- (17) Motor vehicle and aircraft insurance
- (18) Marine insurance
- (19) Marine protection and indemnity insurance
- (20) Inland marine insurance
- (21) Life insurance

The above enumeration shall not exclude any other risk or class or classes whatsoever of casualty, fire and life insurance which now or hereafter may be permitted to be written by insurance companies under the laws of the State of Connecticut.

Section 3. The amount of capital stock shall be Five Million Two Hundred Fifty Thousand Dollars (\$5,250,000), said stock to consist of One Hundred Seventy-Five Thousand (175,000) shares of common stock of the par value of Thirty (\$30) Dollars per share. The corporation desires the right as a corporation from the time to time to increase its capital stock to such an amount as may be desired by the stockholders, as well as from time to time decrease the same to the minimum provided by law - all in the manner and upon the terms authorized by law.

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FILED 06/30/1997 03:00 PM PAGE 03310
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

Section 4. The personal liability to the corporation or its shareholders of a person who is or was a director of the corporation for monetary damages for breach of duty as a director shall be limited to the amount of the compensation received by the director for serving the corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the director, (b) enable the director or an associate, as defined in Section 33-840(2) of the Connecticut Business Corporation Act as in effect on the effective date hereof or as it may be amended from time to time, to receive an improper personal gain, (c) 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 conduct or omission created an unjustifiable risk of serious injury to the corporation, (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation, or (e) create liability under Section 33-757 of the Connecticut Business Corporation Act as in effect on the effective date hereof or as it may be amended from time to time. This Section 4 shall not limit or preclude the liability of a person who is or was a director for any act or omission occurring prior to the effective date hereof on the date of filing of a Certificate of Amendment amending the Charter of the corporation with the Secretary of the State of the State of Connecticut. The personal liability of a person who is or was a director to the corporation or its shareholders for breach of duty as a director shall further be limited to the full extent allowed by the Connecticut Business Corporation Act as it may be amended from time to time. Any lawful repeal or modification of this Section 4 or the adoption of any provision inconsistent herewith by the Board of Directors and the shareholders of the corporation shall not, with respect to a person who is or was a director, adversely affect any limitation of liability, right or protection existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.

Section 5. The initial registered office of the Company shall be located at One Tower Square, Hartford, Connecticut. The initial registered agent, who shall be located at the registered office of the Company, shall be James M. Michener, Corporate Secretary.

... } SS.
...
... OF THE SECRETARY OF THE STATE ...

... by certify that this is a true copy of record
... Office

... testimony whereof, I have hereunto set my hand,
... the Seal of said State, at Hartford,

27th day of July A.D. 1997

Miles S. Raymond
... SECRETARY OF THE STATE

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