

836284

Travelers Group  
Requestor's Name

One Iowa Square  
Address

Hartford CT 06183  
City/State/Zip      Phone #

900002174099--9  
-05/09/97--01149--001  
\*\*\*\*262.50 \*\*\*\*43.75  
Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) (Document #)
2. \_\_\_\_\_ (Corporation Name) (Document #)
3. \_\_\_\_\_ (Corporation Name) (Document #)
4. \_\_\_\_\_ (Corporation Name) (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <u>NC</u>
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
 97 MAY -9 PM 1:43  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

SH 5/15

Examiner's initials	
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# PROFIT CORPORATION

EFFECTIVE DATE

7-1-97

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

FILED  
97 MAY -9 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### SECTION I

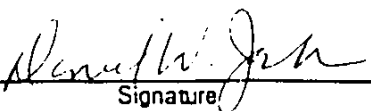
(1-3 must be completed)

1. Aetna Casualty & Surety Company of America  
Name of corporation as it appears on the records of the Department of State.
2. Connecticut  
Incorporated under laws of
3. 5/4/76  
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? To be effective July 1, 1997
5. Travelers Casualty and Surety Company of America  
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.  
n/a  
New Jurisdiction

  
Signature  
Daniel W. Jackson  
Typed or printed name

May 8, 1997  
Date  
Assistant Secretary  
Title

Office of the Secretary of the State of Connecticut

I, the Secretary of the State of Connecticut, and keeper of the seal thereof, DO  
HEREBY CERTIFY, that

AEGIS INSURANCE COMPANY

a Specially Chartered Connecticut corporation by virtue of a Special Act of the General  
Assembly approved on March 29, 1974 and was filed in this office on July 18, 1974. The  
following comprises a list of amendments changing the name of the corporation filed in this  
office as of the date of this certificate:

AMENDMENTS CHANGING THE NAME TO

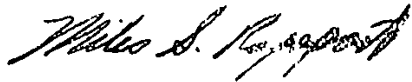
AETNA CASUALTY & SURETY COMPANY OF AMERICA

File Date: July 18, 1974

TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA

File Date: April 18, 1997

Insofar as the records of this office reveal, the corporaiton is in existence.



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Secretary of the State

Date issued: April 28, 1997



# STATE OF CONNECTICUT

## INSURANCE DEPARTMENT

FILING #0001711703 PG 01 OF 07 VOL B-00120  
FILED 04/18/1997 03:00 PM PAGE 03173  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

This is to Certify, that effective July 1, 1997, Aetna Casualty & Surety Company of America is approved to amend **Section 1** of its Charter to change the Company's name to:

*Travelers Casualty and Surety Company of America*

Further, it is acknowledged that the restated Charter has been filed with the Department.

Witness my hand and official seal, at HARTFORD,  
this 18th day of April, 1997

A handwritten signature in cursive script that reads "George M. Butler, Jr." with a flourish at the end.

Insurance Commissioner

Form 2

# CERTIFICATE OF AMENDMENT

STOCK CORPORATION

Office of the Secretary of the State

30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 /new/1-97

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FILING #0001711703 PG 02 OF 07 VOL B-00120  
FILED 04/18/1997 03:00 PM PAGE 03174  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

## NAME OF CORPORATION:

Aetna Casualty & Surety Company of America

## THE CERTIFICATE OF INCORPORATION IS (check A., B. or C.):

A. AMENDED.

B. AMENDED AND RESTATED.

C. RESTATED.

## TEXT OF EACH AMENDMENT / RESTATEMENT:

See attached

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FILING #0001711703 PG 03 OF 07 VOL B-00120  
FILED 04/18/1997 03:00 PM PAGE 03175  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

I. VOTE INFORMATION (check A., B. or C.)

A. The resolution was approved by shareholders as follows:

(set forth all voting information required by Conn. Gen. Stat. section 33-800 as amended in the space provided below)

- The amount of authorized capital stock of the corporation is 5,000 shares of common stock.
- The number of outstanding shares is 5,000.
- The number of votes entitled to be cast by the only voting group entitled to vote separately on the amendment and restatement is 5,000.
- 5,000 votes of the sole voting group were represented by consent action.
- The number of votes cast for the amendment and restatement were 5,000. The number of votes cast against were 0.
- The number of votes cast for the amendment and restatement by the sole voting group was sufficient for approval by that voting group.

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B. The amendment was adopted by the board of directors without shareholder action. No shareholder vote was required for adoption.

C. The amendment was adopted by the incorporators without shareholder action. No shareholder vote was required for adoption.

5. EXECUTION

Dated this 18th day of April, 19 97

Paul H. Eddy

Assistant Secretary



Print or type name of signatory

Capacity of signatory

Signature

CHARTER  
OF  
TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA

TO BE EFFECTIVE AS OF JULY 1, 1997

Section 1. The name of the Corporation is Travelers Casualty and Surety Company of America.

Section 2. The business purposes and powers of said corporation shall be as follows:

A. Said corporation may make insurance as follows:

(1) May guarantee the fidelity of persons in positions of trust, private or public; guarantee titles and the validity of written instruments; guarantee the performance of contracts and other obligations; and execute or guarantee bonds and undertakings required or permitted in all actions or proceedings at law or otherwise where bonds are or may be required.

(2) Against loss or damage by burglary, robbery, or theft, or any or all of them.

(3) Against loss or damage to glass.

(4) Against loss or damage by water to goods or premises arising from the breakage or leakage of sprinklers and water pipes.

(5) Upon elevators and loss or damage to life or property resulting therefrom and upon steam boilers and upon pipes, engines, motors, and machinery connected therewith and operated thereby; against explosions, collapse, rupture, and other accidents and against loss or damage to life or property resulting therefrom; and to make inspection of and to issue certificates of inspection upon elevators and upon boilers, pipes, engines, motors, and machinery.

(6) To any person, firm, or corporation against loss or damage on account of the bodily injury or death by accident of any person, for which loss or damage said person, firm, or corporation is responsible.

(7) Against any other casualty or insurance risk connected therewith, which now or hereafter may lawfully be a subject of insurance.

(8) May reinsure in any company or companies any and all risks taken under its charter upon such conditions as may be prescribed or approved, and in like manner to write reinsurance upon like risks.

(9) May insure persons against injury, disablement, or death by accident and against disablement resulting from sickness, and issue every insurance appertaining thereto.

(10) May write fire, marine and inland marine insurance and reinsurance and any and all other forms of insurance and reinsurance against hazards or risks of every kind or description except life and endowment insurance and contracts for the payment of annuities.

(11) May write insurance and reinsurance against any and all hazards or risks against which fire, marine, casualty or indemnity insurance or reinsurance companies are now or hereafter may be authorized to insure or to reinsure under the general laws of this state and said corporation may write in any state, territory or jurisdiction of the United States or any foreign country insurance and reinsurance against any and all hazards or risks which any fire, marine, casualty or indemnity insurance or reinsurance company may be authorized to insure or to reinsure therein by the laws of such state, territory or country.

(12) May insure all kinds of property, real, personal or mixed, and any valuable interest therein, including dwelling houses, stores, buildings, edifices and structures of every kind, household furniture and personal property of every kind, against loss or damage caused by fire, lightning or other electrical disturbance, and explosion, whether fire ensues or not, except explosion of steam boilers, by wind, tornado, cyclone, earthquake, hail, frost, snow, ice, flood, rain or drought, rising of the waters of the ocean, or of its tributaries, weather or climatic conditions, including excess of deficiency of moisture, war, bombardment or other mode of attack, invasion, insurrection, riot, strikes, sabotage, civil war or commotion, military or usurped power; against loss or damage by water or other fluid, arising from the breakage, overflow or leakage of or injury to any sprinkler, pump, water tanks, conduits, pipes or other apparatus erected or used for preventing or extinguishing fire, or of other conduits, water pipes or containers, or by water entering through any leak or opening in buildings and against accidental injury to or by such sprinklers, pumps, apparatus, conduits, water pipes or containers, also against loss or damage by insects, disease or other causes to trees, growing crops or other products of the soil.

(13) May issue policies or contracts or insurance against loss or damage upon vessels, cargoes, freights, goods, wares, merchandise, specie, bullion, jewelry, profits, commissions, bank notes, bills of exchange, evidences of debt, securities and other property, bottomry and respondentia interests, and every insurance appertaining to or connected with marine risks, risks of transportation and navigation, including the risks of lake, river, canal and inland transportation and navigation. Said corporation may, in connection with marine, inland marine or transportation insurance on property, also insure any risk, whether to person or to property, including liability for loss or damage to either,



arising out of the construction, repair, operation, maintenance, use or possession of the subject matter of such primary insurance

(14) May issue policies or contracts of insurance upon automobiles of every kind and upon airplanes, seaplanes, dirigibles or other aircraft, and on any valuable interest therein, against loss or damage from all or any of the hazards of fire, explosion, transportation or collision, and from legal liability for damage to property resulting from the maintenance and use thereof, and against loss or damage thereof or thereto, from burglary, theft, vandalism, malicious mischief or wrongful conversion, disposal or concealment, whether or not held under a conditional sale contract or subject to chattel mortgage.

(15) May, in addition to the powers herein or heretofore conferred, issue all of the kinds of insurance which any fire or marine insurance company may be authorized to issue under any general law of this state, and said corporation may issue in any other state or territory or in any foreign country, any kind of insurance which any fire or marine insurance company may be authorized to transact therein by the laws of such state, territory or country.

(16) May reinsure any risk taken by it, or offered to it on any risk taken by any other fire or marine insurance company, or reinsurance company, whether or not such other company shall be authorized to transact business in this state.

B. The words "loss or damage" as used in this charter shall include loss of use and occupancy, loss of rents, rental values and profits and consequential damages.

C. To have all the powers granted by the General Statutes as now enacted, or hereafter amended, to corporations formed under the Connecticut Business Corporation Act.

**Section 3.** There is one class of stock, denominated common stock, with a par value of one thousand two hundred dollars (\$1,200) per share. The authorized number of common shares is five thousand (5,000) shares.

**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 of 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 economic 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.

STATE OF CONNECTICUT  
OFFICE OF THE COMPTROLLER

I hereby certify that the within and foregoing is a true and correct copy of the original as the same appears in the records of the State of Connecticut.

Witness my hand and seal this 25th day of April 1997  
*Miles S. Rapoport*  
COMPTROLLER OF THE STATE BV