

F1700000712

2019-10-16 10:43:09 EST

19542080845 From: Ranae McGraw

Division of Corporations

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COR AMND/RESTATE/CORRECT OR O/D RESIGN STARR SURPLUS LINES INSURANCE COMPANY

Certificate of Status	0
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Page Count	12
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C. GOLDEN
OCT 17 2019

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)

F1700000712

(Document number of corporation (if known))

2019 OCT 16 AM 9:32
FILED

1. Starr Surplus Lines Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. Illinois 3. 2/14/2017
(Incorporate) under laws of (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? _____
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.
Texas
(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.

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

Julie Murray
(Type or printed name of person signing)

Assistant Secretary
(Title of person signing)



PO Box 149104 | Austin, TX 78714 | 1-800-578-4677 | tdi.texas.gov

STATE OF TEXAS §
 §
 COUNTY OF TRAVIS §

The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Company Licensing and Registration Office of the Texas Department of Insurance.

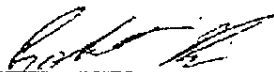
Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Company Licensing and Registration Office of the Texas Department of Insurance.

Articles of incorporation for Starr Surplus Lines Insurance Company, Chicago, Illinois, dated December 28, 2017, consisting of eight (8) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 14th day of October, 2019.



COMMISSIONER OF INSURANCE

BY: 

Robert Rudnai
 Interim Manager
 Company Licensing and Registration Office
 Commissioner's Order No. 10-1042



TEXAS DEPARTMENT OF INSURANCE

Financial Regulation Division - Company Licensing and Registration (103-CL)
333 Guadalupe, Austin, Texas 78701 * PO Box 149104, Austin, Texas 78714-9104
(512) 675-6400 | F: (512) 490-1035 | (866) 554-4926 | TDI.texas.gov | @TexasTDI

Reference ID: 1017870

Sent via email: [REDACTED]

Official Action of the Texas Department of Insurance

Re: Starr Surplus Lines Insurance Company
Chicago, Illinois
TDI License No. 13051869

Redomestication and Original Certificate of Authority

Date: December 28, 2017

Texas Department of Insurance staff reviewed the application of Starr Surplus Lines Insurance Company, Chicago, Illinois, to redomesticate to Texas and for a certificate of authority authorizing it to write Fire, Allied Coverages, Hail, Rain, Inland Marine, Ocean Marine, Aircraft Liability, Aircraft Physical Damage, Accident, Health, Workers' Comp & Emp. Liability, Employer's Liability, Automobile Liability, Automobile Physical Damage, Liability other than Automobile, Fidelity and Surety, Glass, Burglary and Theft, Forgery, Boiler and Machinery, Credit, and Livestock, insurance in Texas, effective January 1, 2018.

Based upon the documents submitted and the representations made, the company has complied with all applicable requirements to redomesticate to Texas under Texas Insurance Code Chapters 981 and 983.

TDI approves the application and issues a certificate of authority to Starr Surplus Lines Insurance Company, Dallas, Texas.

Kent C. Sullivan
Commissioner of Insurance

Jeff Hunt, Director
Company Licensing and Registration Office
Licensing Services Section
Financial Regulation Division
Commissioner's Order No. 3632

Recommended by:

Stefano Capparelli, Insurance Specialist
Company Licensing and Registration Office
Licensing Services Section
Financial Regulation Division

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
STARR SURPLUS LINES INSURANCE COMPANY**

ARTICLE ONE

The name of the Company is Starr Surplus Lines Insurance Company.

ARTICLE TWO

The period of duration of the Company is perpetual.

ARTICLE THREE

The street address of the initial principal place of business of the Company shall be New York, New York. The statutory home office shall be in Texas. The Company may also have offices at such places both within and without the State of Texas as the Board of Directors of the Company may determine or the business of the Company may require. Should the Company desire to move its statutory home office outside of the State of Texas, the Company shall provide prior notice to the Texas Department of Insurance.

ARTICLE FOUR

The purpose for which the Company is organized is to write, underwrite, issue and sell property and casualty insurance on a surplus lines or non-admitted basis in all its branches to the extent now, or which may hereafter be, authorized by the laws of the State of Texas; to issue property and casualty insurance policies and surety bonds, of all kinds, to the extent now, or which may hereafter be, authorized by law or regulation; to provide, accept and purchase reinsurance of such kinds as it is authorized to transact directly; to acquire, own, hold, deal in, and dispose of properties, real and personal, together with equities and interests therein; to purchase and otherwise acquire, and dispose of, stocks, bonds, deeds, mortgages, debentures, evidences of indebtedness, and all kinds, types and classes of securities and interests now or hereafter permitted by law; to do any and all other kinds of business to the extent necessary and incidental to the various kinds of insurance business which the Company may be authorized to do, including specifically the power to make any and all investments as may now or hereafter be authorized by law; and to do any and all such other acts, things or business, and to exercise any and all powers which will be conducive to the welfare and security of the Company and which shall constitute lawful activity for an insurance corporation under the Texas Insurance Code, including a Texas surplus lines company. The several clauses contained in this statement shall in no way limit or restrict the Company to do any and all things necessary to carry on the object and pursuits of the Company.

ARTICLE FIVE

The aggregate number of shares which the Company shall have the authority to issue is one hundred and fifty million (150,000,000) shares of Common Stock, of the par value of One Dollar (\$1.00) per share ("Common Stock") and Five Hundred Thousand (500,000) shares of Non-voting Preferred Capital Stock of the par value of \$100.00 per share ("Preferred Stock"). Of such shares, there shall always be issued, outstanding and fully paid at least fifty percent (50%) of the aggregate par value of the Common Stock shares authorized to be issued. Additionally, the Company shall have at all times at least Fifteen Million Dollars (\$15,000,000.00) in capital and surplus, as required by Section 981.0574 of the Texas Insurance Code.

The preferences, limitations and relative rights in respect of the shares of each class of the Company's capital stock, and the authority vested in the Board of Directors to divide the Preferred Stock into series and to fix and determine the relative rights and preferences of the shares of any series so established are as follows:

Part A Preferred Stock

1. Issuance of Preferred Stock in Series. The shares of Preferred Stock may be divided into and issued in series, and each series shall be so designated as to distinguish the shares thereof from the shares of all other series. All shares of Preferred Stock shall be of equal rank and identical except to the extent that variations in the relative rights and preferences are hereby fixed and determined between classes of Preferred Stock and except to the extent that variations in the relative rights and preferences enumerated in sub-paragraphs (a) through (g), inclusive, of this Paragraph 1 may be fixed and determined, from time to time, by the Board of Directors between series hereafter established; and each share of a series shall be identical in all respects with the other shares of such series, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon shall be cumulative. Shares of any series which have been retired or cancelled in any manner, including shares redeemed or treasury shares retired and shares which have been converted into Common Stock or exchanged for shares of Preferred Stock of any other series, shall have the status of authorized but unissued shares of Preferred Stock. Authority is expressly granted to the Board of Directors, within the limitations and restrictions stated herein, to divide the shares of Preferred Stock into one or more series and, with respect to each such series, to fix and determine by resolution or resolutions providing for the issue of such series the following relative rights and preferences as to which there may be variations between the series so established:

(a) The distinctive designations of such series and the number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by like action of the Board of Directors;

(b) The rate of dividends payable on shares of such series, the conditions upon which and the dates when such dividends shall be payable and if such dividends shall be cumulative or non-cumulative;

(c) The price or prices at, and the terms and conditions on, which shares of such series may be redeemed;

(d) The amount payable on shares of such series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Company;

(e) The terms and conditions and the date or dates on which the shares of such series may be converted into shares of Common Stock;

(f) The rights, if any, of the holders of shares of such series to convert such shares into, or exchange shares for, shares of any other series of Preferred Stock, and the terms and conditions of such conversion or exchange; and

(g) Whether or not the shares of such series shall be subject to the operation of a retirement or sinking fund, and if so, the manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such series for retirement and the terms and provisions relative to the operation thereof.

2. Preference as to Dividends. The holders of Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, but only out of funds legally available for the payment of dividends, cumulative or non-cumulative cash dividends at the annual rate for each particular series theretofore fixed by the Board of Directors as hereinbefore authorized, and no more, payable on the dates fixed therefor by the Board of Directors, to shareholders of record on the respective dates, not exceeding fifty (50) days preceding the date of such dividend payment, fixed by the Board of Directors in advance of payment of each particular dividend. Such dividends shall accrue on each such share of Preferred Stock from the date of its original issuance. Such dividends shall be cumulative, unless the Board of Directors under the authority of Part A, paragraph 1(b) above determine otherwise, so that if such dividends in respect of any previous dividend period (at the rate or rates fixed by the Board of Directors herein provided) shall not have been paid on or declared and set apart for all Preferred Stock at the time outstanding, the deficiency shall be fully paid on or declared and set apart for such Preferred Stock before any dividend shall be paid on or declared or set apart for the Common Stock. Accumulated dividends shall not bear interest. No dividends shall be declared on any series of Preferred Stock in respect of any dividend period unless there shall likewise be or have been declared on all shares of Preferred Stock of each series at the time outstanding like dividends in proportion to the respective aggregate dividends payable per annum on each series computed on the basis of the number of shares outstanding in, and the dividend rate of, each series.

3. Preference on Liquidation, Dissolution or Winding Up. In the event of any liquidation, dissolution or winding up of the Company, before any payment or distribution of the assets of the Company (whether capital or surplus) shall be made to or set apart for the holders of Common Stock, each holder of the shares of each series of Preferred Stock shall be entitled to receive payment at the rate fixed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such series, plus an amount equal to all dividends (whether or not earned or declared) accumulated to the date of final distribution to such holders, and in addition thereto, if such liquidation, dissolution or winding up be voluntary, the amount of the premium, if any, payable upon such liquidation, dissolution or winding up as fixed for the shares of the respective

series; but they shall be entitled to no further payment. If, upon any liquidation, dissolution or winding up of the Company, the assets of the Company, or proceeds thereof, distributable among the holders of the shares of Preferred Stock shall be insufficient to pay in full the preferential amounts aforesaid, then such assets, or the proceeds thereof, shall be distributed among such shares ratably in accordance with the respective amounts which would be payable on such shares if all amounts payable thereon were paid in full. For the purposes of this paragraph 3, neither the merger or consolidation of the Company, into or with any corporation, nor the voluntary sale, conveyance, exchange or transfer (for cash, shares of stock, securities, or other consideration) of all or substantially all the property or assets of the Company, shall be deemed a liquidation of the Company.

4. Redemption of Preferred Stock. The Company at the option of the Board of Directors, may redeem the Preferred Stock of any series at the time outstanding at the times, in the amounts, in the manner and at the price or prices fixed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such series, plus in every case an amount equal to all accumulated dividends with respect to each share so to be redeemed and, in addition thereto, in the amount of the premium, if any, payable upon such redemption fixed in said resolution or resolutions of the Board of Directors. In case of the redemption of a part only of any series of Preferred Stock at the time outstanding, the shares of such series so to be redeemed shall be selected by lot or in such manner as the Board of Directors may determine.

The Board of Directors shall have full power and authority to prescribe the terms and conditions upon which the Preferred Stock shall be redeemed from time to time; provided, however, that if the Company is in default with respect to any dividend payable on or any sinking or purchase fund requirement relating to shares of Preferred Stock, it shall not redeem any shares of Preferred Stock of the class on which default exists except pro rata pursuant to offers of sale made by holders of that class of Preferred Stock in response to an invitation for tenders given simultaneously by the Company by mail to the holders of record of all shares of that class of Preferred Stock then outstanding.

5. Conversion. The shares of Preferred Stock of each series may be convertible into or exchangeable for shares of Common Stock or shares of any other series of Preferred Stock, upon such terms and conditions as shall be fixed and determined by the Board of Directors in any resolution providing for the issuance of such series of Preferred Stock. The Company shall make no payment or adjustment on account of any dividends accrued on the shares of Preferred Stock of any series surrendered for conversion or exchange except that all dividends accrued and unpaid on such shares up to the dividend payment date immediately preceding such surrender for conversion shall constitute a debt of the Company payable without interest to the converting shareholder, and no dividend shall be declared or paid in respect of shares of Common Stock until such debt shall be paid in full or sufficient funds set apart for the payment thereof.

Part B Common Stock

1. Junior to Preferred Stock. The Common Stock is junior to the Preferred Stock and is subject to all the rights, privileges, preferences and priorities of the Preferred Stock as herein set forth or

as may be stated in any resolution or resolutions of the Board of Directors providing for the issue of a series of Preferred Stock.

2. Dividends. Subject to prior and superior rights of the Preferred Stock and subject to the provisions and on the conditions set forth in Part A hereof, or in any resolution or resolutions providing for the issue of a series of Preferred Stock, such dividends (payable in cash, stock, or otherwise) as may be determined by the Board of Directors, may be declared and paid on the Common Stock from time to time out of any funds legally available therefor.

3. Liquidation, Dissolution or Winding Up. In the event of any liquidation, dissolution or winding up of the affairs of the Company, after payment to the holders of Preferred Stock of the amount to which they are entitled pursuant to the resolution or resolutions of the Board of Directors providing for the issue of a series of Preferred Stock, the holders of Common Stock shall be entitled to share ratably in all assets then remaining subject to distribution to the shareholders.

Part C

Other Provisions Applicable to Preferred Stock and Common Stock

1. Voting Rights. Except when otherwise by statute expressly provided, the holders of Non-voting Preferred Stock shall not be entitled to vote upon any question or in any proceeding or to receive notice of any meeting of shareholders. In the exercise of voting powers, each holder of a share of Common Stock shall be entitled to one vote for each of the shares held by him of record on the books of the Company at the time for determining holders thereof entitled to vote.

2. Denial of Cumulative Voting. No shareholder of the Company shall have the right to cumulate his votes for the election of directors.

3. Denial of Pre-emptive Rights. No holder of Preferred Stock or of Common Stock shall be entitled as a matter of right to subscribe to and/or purchase or acquire from the Company any shares of stock (except by conversion or exchange of shares of Preferred Stock into shares of Common Stock or into shares of any other series of Preferred Stock, as herein provided) and/or any bonds, notes, debentures or other securities or obligations convertible into or exchangeable for shares of stock of any class or classes; and/or obligations, stock or other securities carrying warrants or rights to subscribe to stock of the Company of any class or classes; but all shares of stock, bonds, debentures or other securities or obligations, whether or not convertible into stock or carrying warrants entitling the holders thereof to subscribe to stock may be issued, sold and disposed of from time to time by the Board of Directors, to such persons, firms or corporations and for such consideration as the Board of Directors shall from time to time determine, without offering any such stock, securities or obligations to the holders of Preferred Stock or to the holders of Common Stock or to the holders of warrants entitling them to subscribe to Preferred Stock and/or Common Stock or to the holders of the obligations which may be converted into Preferred and/or Common Stock.

4. Fully Paid and Non-assessable Shares. All preferred shares and all common shares of the Company shall be issued as fully paid and non-assessable shares.

ARTICLE SIX

The Board of Directors shall have power and authority to declare dividends to shareholders and dividends on participating insurance policies, each from surplus profits arising from the business of the Company, in accordance with the Texas Insurance Code.

ARTICLE SEVEN

The number of directors constituting the Board of Directors of the Company shall be determined by the Bylaws of the Company and may be increased or decreased from time to time in the manner prescribed in the Bylaws. Notwithstanding the above, the Board of Directors must consist of no less than seven (7) individuals who need not be shareholders of the Company and who shall be elected by the shareholders at the annual meeting thereof. Directors shall be elected for a term of one (1) year and may be elected to additional terms. Vacancies in unexpired terms shall be filled by election by the shareholders or by the Board of Directors. The Board of Directors from time to time may elect such other officers, agents and employees as it may deem proper in accordance with the Bylaws of the Company. The President shall be a member of the Board of Directors.

ARTICLE EIGHT

The Bylaws of the Company may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Incorporation and initially shall be adopted by the shareholders. The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors of the Company, subject to repeal or change by action of the shareholders.

ARTICLE NINE

To the fullest extent permitted by law, a director shall not be held liable to the Company or its shareholders for monetary damages for an act or omission in the director's capacity as a director except for: a breach of the director's duty of loyalty to the Company or its shareholders; an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; an act or omission for which the liability of a director is expressly provided by statute; or an act related to an unlawful stock repurchase or payment of a dividend. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation of personal liability of a director of the Company existing at the time of the repeal or modification. The Company may eliminate or limit the liability of directors and/or indemnify directors to the fullest extent permitted by law.

ARTICLE TEN

Annual meetings of the shareholders shall be held before May 1 of each year on such date and at such time as shall be determined by the Board of Directors. At each annual meeting the shareholders shall elect a Board of Directors and transact such other business as may properly be brought before the meeting. The Board of Directors shall keep a full and correct record of all board transactions.

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19542080845 From: Ranae McGraw

ARTICLE ELEVEN

The shareholders of the Company may, by resolution at any shareholder's meeting or other action as permitted hereunder, amend these Articles of Incorporation.

[Signature Page Follows]

EXECUTED and ACKNOWLEDGED this 19th day of December, 2017 to become effective upon the redomestication of the Company following approval from the Texas Commissioner of Insurance.



President and Chief Executive Officer



Secretary