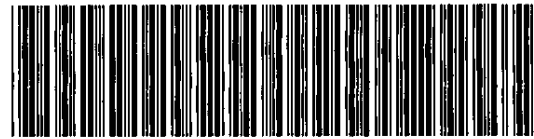


F 96000000289



200297832792

04/19/17--01022--024 **52.50

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

DC
Amend
(Change of Jur.)
5/9/17

FILED
2017 MAY -8 AM 10:54
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 21, 2017

NADJA STAVENHAGEN
ENSTAR (US) INC.
411 FIFTH AVE, 5TH FLOOR
NEW YORK, NY 10016

SUBJECT: SUSSEX INSURANCE COMPANY
Ref. Number: F9600000289

We have received your document and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

IN ORDER TO CHANGE THE JURISDICTION OF A CORPORATION FROM SOUTH CAROLINA TO ILLINOIS, WE MUST HAVE A CERTIFICATE FROM THE STATE OF ILLINOIS STATING THAT THE SOUTH CAROLINA CORPORATION CHANGED ITS JURISDICTION FROM S.C. TO IL.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist II Supervisor

Letter Number: 017A00007817

SUSSEX INSURANCE COMPANY

May 4, 2017

Florida Department of State
Division of Corporations
Amendment Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301
Attn: Darlene Connell
Regulatory Specialist II Supervisor
(850) 245-6050

**RE: Sussex Insurance Company (NAIC # 12157):
UCAA Corporate Amendment Application- Redomestication**

Dear Ms. Connell :

As requested in your letter dated April 21, 2017(Ref No.: F96000000289), please find the enclosed Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, Copy of the Certificate of Authority issued by the State of Illinois, Amended and Restated Articles of Incorporation by the Illinois Department of insurance and a Copy of redomestication approval from the South Carolina Department of Insurance in reference to the above referenced matter.

Please do not hesitate to contact me via email at nadja.stavenhagen@enstargroup.com (212) 790-9845 if you require any additional information. Thank you.

Sincerely,

Nadja Stavenhagen, Esq.
Legal Counsel &
Chief Regulatory Officer
Enstar (US) Inc.
411 Fifth Avenue, 5th Floor
New York, NY 10016

NS/ei

w/ encl.

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

17 MAY -5 PM 3:43

RECEIVED

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Sussex Insurance Company
Name of Corporation

DOCUMENT NUMBER: F96000000289

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Nadja Stavenhagen
Name of Contact Person

Enstar (US) Inc.
Firm/Company

411 Fifth Avenue, 5th Floor
Address

New York, NY 10016
City/State and Zip Code

nadja.stavenhagen@enstargroup.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Eseogie Igiebor at (212) 790-9712
Name of Contact Person 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)

F96000000289

(Document number of corporation (if known))

1. Sussex Insurance Company

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

2. South Carolina

(Incorporated under laws of)

3. 01/17/1996

(Date authorized to do business in Florida)

FILED
2017 MAY -8 AM 10:54
TALLAHASSEE, 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)

N/A

(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.

N/A

(New duration)

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

Illinois

(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.

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

Nadja Starenhagen
(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)



STATE OF ILLINOIS
DEPARTMENT OF INSURANCE

320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001



I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed this Seal in Springfield, Illinois.

Date: **MAR 27 2017**

Janice Hammer
Director of Insurance

The undersigned certify that:

1. They are the President and the Secretary.
2. The following Articles of Reorganization were adopted pursuant to action by the Corporation's Board of Directors and Shareholders, approval to redomesticate by the Director of the South Carolina Department of Insurance, and approval to reorganize by the Director of the Department of Insurance of the State of Illinois.
3. The Articles of Reorganization of this corporation read as follows:

ARTICLES OF REORGANIZATION

OF

SUSSEX INSURANCE COMPANY

Article 1. The name of the corporation is Sussex Insurance Company.

Article 2. The location of the principal office shall be 190 South LaSalle, Suite 1400, Chicago, Illinois 60603.

Article 3. The corporation incorporated in South Carolina, on February 13, 1984.

Article 4. The purpose for which the corporation is formed is to engage in the following kinds of insurance and reinsurance business as defined in Class 2 and Class 3 of Section 4 of the Illinois Insurance Code (215 ILCS 5/4):.

Class 2 of Section 4 of the Illinois Insurance Code

(b) Vehicle. Insurance against any loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft. Any policy insuring against any loss or liability on account of the bodily injury or death of any person may contain a provision for payment of disability benefits to injured persons and death benefits to dependents, beneficiaries or personal representatives of persons who are killed, including the named insured, irrespective of legal liability of the insured, if the injury or death for which benefits are provided is caused by accident and sustained while in or upon or while entering into or alighting from or through being struck by a vehicle (motor or otherwise), draft animal or aircraft, and such provision shall not be deemed to be accident insurance.

(c) Liability. Insurance against the liability of the insured for the death, injury or disability of an employee or other person, and insurance against the liability of the insured for damage to or destruction of another person's property.

(d) Workers' Compensation. Insurance of the obligations accepted by or imposed upon employers under laws for workers' compensation.

(e) Burglary and Forgery. Insurance against loss or damage by burglary, theft, larceny, robbery, forgery, fraud or otherwise; including all householders' personal property floater risks.

(f) Glass. Insurance against loss or damage to glass including lettering, ornamentation and fittings from any cause.

(g) Fidelity and Surety. Become surety or guarantor for any person, co-partnership or corporation in any position or place of trust or as custodian of money or property, public or private; or, becoming a surety or guarantor for the performance of any person, co-partnership or corporation of any lawful obligation, undertaking, agreement or contract of any kind, except contracts or policies of insurance; and underwriting blanket bonds. Such obligations shall be known and treated as suretyship obligations and such business shall be known as surety business.

(h) Miscellaneous. Insurance against loss or damage to property and any liability of the insured caused by accidents to boilers, pipes, pressure containers, machinery and apparatus of any kind and any apparatus connected thereto, or used for creating, transmitting or applying power, light, heat, steam or refrigeration, making inspection of and issuing certificates of inspection upon elevators, boilers, machinery and apparatus of any kind and all mechanical apparatus and appliances appertaining thereto; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling tank, tank platform or supports, or against loss or damage from any cause (other than causes specifically enumerated under Class 3) to such sprinkler, pumps, water pipes, plumbing and all tanks, apparatus conduits and containers; insurance against loss or damage which may result from the failure of debtors to pay their obligations to the insured; and insurance of the payment of money for personal services under contracts of hiring.

(i) Other Casualty Risks. Insurance against any other casualty risk not otherwise specified under Class 1 or 3, which may lawfully be the subject of insurance and may properly be classified under Class 2.

(j) Contingent Losses. Contingent and individual indirect coverage wherein the proximate cause of the loss is attributable to any one of the causes enumerated in Class 2. Such coverages shall, for purposes of classification, be included in the specific groupings of the kinds of insurance wherein such cause is specified.

Class 3 of Section 4 of the Illinois Insurance Code:

(a) Fire. Insurance against loss or damage by fire, smoke and smudge, lightning or other electrical disturbance.

(b) Elements. Insurance against loss or damage by earthquake, windstorm, cyclone, tornado, tempests, hail, frost, snow, ice, sleet, flood, rain, drought or other weather or climatic conditions including excess or deficiency of moisture, rising of the waters of the ocean or its tributaries.

(c) War, Riot and Explosion. Insurance against loss or damage by bombardment, invasion, insurrection, riot, strikes, civil war or commotion, military or usurped power, or explosion (other than an explosion of steam boilers and the breaking of fly wheels on premises owned, controlled, managed, or maintained by the insured.)

(d) Marine and Transportation. Insurance against loss or damage to vessels, craft, aircraft, vehicles of every kind, (excluding vehicles operating under their own power or while in storage not incidental to transportation) as well as all goods, freights, cargoes, merchandise, effects, disbursements, profits, moneys, bullion, precious stones, securities, choses in action, evidences of debt, valuable papers, bottomry and respondentia interests and all other kinds of property and interest therein, in respect to, appertaining to or in connection with any and all risks or perils of navigation, transit, or transportation, including war, risks, on or under any seas or other waters, on land or in the air, or while being assembled, loaded, unloaded, stowed, transported, or similarly prepared for shipment or while awaiting the same or during

any delays, storage, transshipment, or reshipment incident thereto, including marine builder's risks and all personal property floater risks; and for loss or damage to persons or property in connection with or appertaining to marine, inland marine, transit or transportation insurance, including liability for loss of or damage to either arising out of or in connection with the construction, repair, operation, maintenance, or use of the subject matter of such insurance, (but not including life insurance or surety bonds); but, except n herein specified, shall not mean insurances against loss by reason of bodily injury to the person; and insurance against loss or damage to precious stones, jewels, jewelry, gold, silver and other precious metals whether used in business or trade or otherwise and whether the same be in course of transportation or otherwise, which shall include jewelers' block insurance; and insurance against loss or damage to bridges, tunnels and other instrumentalities of transportation and communication (excluding buildings, their furniture and furnishings, fixed contents and supplies held in storage) unless fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion are the only hazards to be covered; and to piers, wharves, docks and slips, excluding the risks of fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion; and to other aids to navigation and transportation, including dry docks and marine railways, against all risk.

(e) Vehicle. Insurance against loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise, draft animal or aircraft, excluding the liability of the insured for the death, injury or disability of another person.

(f) Property Damage, Sprinkler Leakage and Crop. Insurance against the liability of the insured or loss or damage to another person's property or property interests from any cause numerated in this class; insurance against loss or damage by water entering through leaks or openings in buildings, or from breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports or against loss or damage from any cause to such sprinklers, pumps, water pipes, plumbing, tanks, apparatus, conduits, or containers; insurance against loss or damage from insects, diseases or other causes to trees, crops or other products of the soil.

(g) Other Fire and Marine Risks. Insurance against any other property risk not otherwise specified under Classes 1 or 2, which may lawfully be the subject of the insurance and may properly be classified under Class 3.

(h) Contingent Losses. Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any of the causes enumerated under Class 3. Such coverages shall for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.

Article 5. The corporation shall be bound by all terms and provisions of the Illinois Insurance Code applicable to similar domestic companies organized or incorporated thereunder.

Article 6. The authorized capital shall be \$4,200,000.00 to consist of 4,200,000 common shares at a par value of \$ 1 per share. Since 4,200,000 common shares were issued in accordance with Article II of the Illinois Insurance Code, the corporation is in compliance with the minimum requirement of \$1,000,000 paid-up capital. Further, the Corporation has well in excess of the required \$ 1,000,000 in policy holder surplus.

Article 7. The corporate powers shall be exercised by a Board of Directors. The Board of Directors shall consist of not less than five and not more than ten directors, each of which shall be at least eighteen years of age and at least three of which shall be residents of Illinois and U.S. citizens. The number of directors to be selected within the minimum and maximum limits set forth herein, shall be as provided in the bylaws,

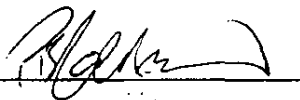
bylaws. However, at all times at least twenty percent of the directors, but not less than one, shall be persons who are not an officer or employee of the corporation, if the corporation is not a part of an insurance holding company system, or not less than one-third of the directors shall be persons who are not officers or employees of the corporation or of any entity controlling, controlled by, or under common control with the corporation and who are not beneficial owners of a controlling interest in the voting stock of the corporation or entity, if the corporation is a part of a holding company system. However, if the corporation is a part of a holding company system, and if the entity controlling the corporation, whether directly or through an intermediate subsidiary, has a Board of Directors composed in accordance with the requirements of the previous sentence, then it is not necessary for the Board of Directors of the corporation itself to be composed in accordance with those requirements.¹ The Board of Directors shall be elected by the stockholders of the corporation at the annual meeting. In all elections for directors each stockholder shall have the right to vote in person or by proxy the number of shares owned by him for as many persons as there are directors to be elected or to cumulate such shares and give one candidate as many votes as the number of directors multiplied by the number of shares of stock shall equal, or to distribute them on the same principle among as many candidates as he may desire. A director shall serve for a term of one year and until his successor is duly-elected and qualified except that directors elected by the stockholders at the first meeting following incorporation shall serve until the first annual meeting of stockholders. The stockholders at any regular or special meeting may fill any vacancy in the Board of Directors for the unexpired term.

Article 8. The Board of Directors shall adopt bylaws for its own government and for the government of the business of the corporation. The Company may issue both participating and non-participating policies. The Board of Directors shall have the power to determine the amount and manner of payment of dividends to the holders of participating policies. Such dividends shall be in accordance with such rates and rules and applicable to such kind or kinds of insurance as may be determined by the Board of Directors, which shall have the power to adopt any bylaws pertaining to such declaration and payment which in the judgment of the said Board of Directors seem necessary or desirable.

Article 9. The fiscal year shall commence January first and terminate December thirty-first of each year.

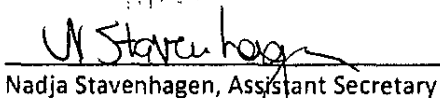
Article 10. The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have subscribed our names and caused the seal of Sussex Insurance Company to be affixed this 16th day of August, 2016.

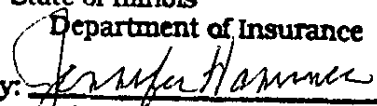


Paul Brockman, President

(SEAL)


Nadja Stavenhagen, Assistant Secretary

To Be Effective December 31, 2016.

Approved 1/25/17
State of Illinois
Department of Insurance
by: 
Acting Director of Insurance JSD

¹ The holding company exception applies since Enstar is a publicly traded company.

STATE OF ILLINOIS
DEPARTMENT OF INSURANCE



AMENDED CERTIFICATE OF AUTHORITY

Whereas, the Sussex Insurance Company

located at Chicago, in the State of Illinois
has complied with all the requirements of the "Illinois Insurance Code" applicable to
said Company:

NOW, THEREFORE, I, the undersigned, Acting Director of Insurance of the
State of Illinois, do hereby authorize the said Company to transact its appropriate
business as set forth under Clauses(s) _____

(b), (c), (d), (e), (f), (g), (h), (i), (j) of Class 2

(a), (b), (c), (d), (e), (f), (g), (h) of Class 3

of Section 4 of the "Illinois Insurance Code" in this State, in accordance with the laws
thereof; to be effective December 31, 2016.

DEPARTMENT OF INSURANCE of the State of
Illinois;

DATE: 11-25/17


JENNIFER HAMMER
ACTING DIRECTOR OF INSURANCE





South Carolina
Department of Insurance

Division of Financial Services
Office of Financial Examinations
1201 Main St, Suite 1000
Columbia, South Carolina 29201

Mailing Address:
P.O. Box 100105, Columbia, S.C. 29202-3105
Telephone: (803) 737-6221

NIKKI R. HALEY
Governor

RAYMOND G. FARMER
Director

September 27, 2016

Robert Redpath, Senior VP - Corporate Legal Counsel
Enstar (US) Inc.
411 5th. Avenue
New York, NY 10016

Re: Sussex Insurance Company (Sussex) - NAIC # 12157
Request to redomesticate from South Carolina to Illinois

Dear Mr. Redpath:

Thank you for your letter dated September 22, 2016 requesting the Department's permission to allow Sussex to transfer its corporate domicile to the State of Illinois.

It is the Department's understanding that the proposed redomestication is a part of the on-going restructuring and consolidation of the Enstar Group of US corporate entities to simplify and streamline the corporate structure, as well as the administration of the US run-off business to improve efficiencies.


Based on the information provided, upon the redomestication of Sussex to Illinois, Clarendon National Insurance Company (Clarendon), an Illinois domestic insurer, will subsequently be merged with and into Sussex. Further the Department has been informed that there will be no impact on South Carolina policyholders as Sussex intends to continue to fulfill its obligations on all liabilities, including merged portfolios. The Department has also been informed that there will be no change to the employment base in South Carolina as a result of the redomestication and merger.

By letter dated September 22, 2016, the Illinois Department of Insurance indicated that they have no objection to the proposed redomestication of Sussex from South Carolina to Illinois. In regards to the State of California, where Sussex is commercially domiciled, the Department has been informed that the filing process is in progress and is expected to be finalized shortly.

After careful consideration of the request to redomesticate Sussex from South Carolina to Illinois and other documentary submissions, I conclude that Sussex's application for approval to transfer its corporate domicile to Illinois is not contrary to the interest of South Carolina policyholders, therefore, South Carolina does not object to the redomestication of Sussex to Illinois.

Please advise this Department when the redomestication has been finalized.

Sincerely,


Raymond G. Farmer
Director of Insurance
State of South Carolina