

P40558

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

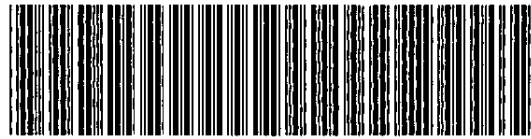
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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FILED  
10 JUN 10 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Roberts JUN 11 2010



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 26, 2010

ADAM PERRI  
TOWER GROUP, INC.  
120 BROADWAY  
NEW YORK, NY 10271

SUBJECT: SUA INSURANCE COMPANY  
Ref. Number: P40558

We have received your document for SUA INSURANCE COMPANY and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date 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 the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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) 245-6892.

Tina Roberts  
Regulatory Specialist II

Letter Number: 410A00013328



June 9, 2010

**VIA ELECTRONIC MAIL AND OVERNIGHT MAIL**

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

Attention: Tina Roberts, Regulatory Specialist II

Re: SUA Insurance Company, Ref Number P40558

Dear Ms. Roberts:

Further to your letter dated May 26, 2010, we attach our corrected filing for the captioned Illinois domestic company. We have included a Certificate of Compliance evidencing the amendment authenticated by the Illinois Division of Insurance on April 14, 2010.

Please do not hesitate to contact me for any further information at (212) 655-2050 or by e-mail at [aperri@twrgroup.com](mailto:aperri@twrgroup.com).

Sincerely,

A handwritten signature in black ink, appearing to read "Adam Perri".

Adam Perri  
VP & Insurance Regulatory Counsel

COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: SUA Insurance Company  
Name of Corporation

DOCUMENT NUMBER: P40558

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Adam Perri VP + Regulatory Counsel  
Name of Contact Person

Tower Group, Inc.  
Firm/Company

120 Broadway  
Address

New York NY 10271  
City/State and Zip Code

aperri@twgrp.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Adam Perri at (212) 655 2050  
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)

P40558

(Document number of corporation (if known))

FILED  
10 JUN 19 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. SUA Insurance Company  
(Name of corporation as it appears on the records of the Department of State)

2. Illinois  
(Incorporated under laws of)

3. 9/21/1992  
(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? December 30, 2009

5. Castle Point National Insurance Company  
(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)

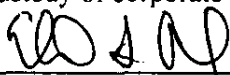
6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

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

\_\_\_\_\_  
(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)

Elliot S. Orol  
(Typed or printed name of person signing)

Director  
(Title of person signing)

STATE OF ILLINOIS  
DEPARTMENT OF INSURANCE



*WHEREAS*, the CastlePoint National Insurance Company (formerly SUA Insurance Company) located at County of Cook in the State of **Illinois** was incorporated pursuant to the provisions of the **“Illinois Insurance Code”** applicable to said Company:

*NOW, THEREFORE*, I the undersigned, Director of Insurance of the State of Illinois, do hereby certify the said Company is authorized to transact its appropriate business as set forth under Clause(s)

(a), (b), (c), (d), (e), (f), (g), (h), (i), (j), (k) 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.

DEPARTMENT OF INSURANCE of the State of  
Illinois;

DATE: April 14, 2010



*Michael T. Mcraith*  
MICHAEL T. MCRAITH  
DIRECTOR OF INSURANCE



AMENDED CERTIFICATE OF AUTHORITY

Whereas, the CastlePoint National Insurance Company  
(formerly SUA Insurance Company)

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

NOW, THEREFORE, I, the undersigned, 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) \_\_\_\_\_

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

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

of Section 4 of the "Illinois Insurance Code" in this State, in accordance with the laws  
thereof.

DEPARTMENT OF INSURANCE of the State of  
Illinois;

DATE: 12-30-09



Michael T. Mcraith  
MICHAEL T. MCRAITH  
Director of Insurance

RESTATED  
ARTICLES OF INCORPORATION  
OF  
SUA INSURANCE COMPANY

ARTICLE I

The name of the corporation is CastlePoint National Insurance Company.

ARTICLE II

The principal office of the corporation shall be located in the County of Cook, State of Illinois.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The purpose of the corporation is to transact the kinds of insurance business specified in Clauses (a), (b), (c), (d), (e), (f), (g), (h), (i), (j), (k) and (l) of Class 2 and Clauses (a), (b), (c), (d), (e), (f), (g), (h) and (i) of Class 3 of Section 4 of the Illinois Insurance Code; and to effect reinsurance of all risks taken by it and to assume reinsurance of risks taken by other insurers and reinsurers.

ARTICLE V

The corporate powers of the corporation shall be exercised by a board of directors consisting of not less than three or more than twenty-one persons as fixed from time to time in the corporation's by-laws. Directors shall be natural persons who are shareholders except while the corporation is a wholly owned subsidiary. At least three directors shall be residents and citizens of the State of Illinois. Directors shall be elected at the annual meeting of the shareholders. Any vacancy in the board of directors due to death, resignation, removal or otherwise, and any directorship to be filled by reason of an increase in the number of directors, may be filled by election at an annual meeting or at a special meeting of shareholders called for that purpose. The terms of office of the directors shall be fixed from time to time in the corporation's by-laws.

ARTICLE VI

The corporation's authorized capital shall be Eleven Million Two Hundred Thousand Dollars (\$11,200,000). The number of the corporation's authorized common stocks shall be Eight Hundred Thousand (800,000) with a par value of Fourteen Dollars (\$14.00) per share.




Three Hundred Thousand (300,000) common shares are to be issued and sold on organization of the corporation.

ARTICLE VII

No shareholder of the corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any new or additional shares of the corporation of any class, or any options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares, or any shares, bonds, notes, debentures or other securities convertible into or carrying options or warrants to purchase, subscribe for or otherwise acquire any new or additional shares of the corporation.

IN WITNESS WHEREOF, these Restated Articles of Incorporation have been duly executed by the undersigned officers of the corporation this 13<sup>th</sup> day of November, 2009.



By: Michael H. Lee  
Title: President + CEO

(Corporate Seal)



By: Elliot S. Orol  
Title: SVP, GC + Secy

APPROVED this 30<sup>th</sup> day of December, 2009.



Director of Insurance  
State of Illinois