

802550

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

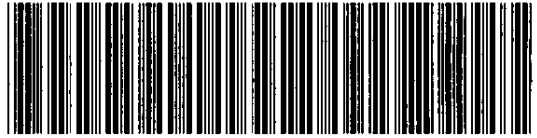
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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01/29/10--01034--010 **43.75

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SECRETARY OF STATE
HALLAMSBURG OFFICE

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State Log
4/19/10
TC

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: United States Fidelity and Guaranty Company
Name of Corporation

DOCUMENT NUMBER: 802550

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Cheryl Urbaniak

Name of Contact Person

The Travelers Companies, Inc.

Firm/Company

385 Washington Street

Address

St. Paul, MN 55102

City/State and Zip Code

curbania@travelers.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Cheryl Urbaniak

Name of Contact Person

at (651) 310-8026

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 1, 2010

THE TRAVELERS COMPANIES, INC.
385 WASHINGTON ST
ST PAUL, MN 55102-1396

SUBJECT: UNITED STATES FIDELITY AND GUARANTY COMPANY
Ref. Number: 802550

We have received your document for UNITED STATES FIDELITY AND GUARANTY 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):

The date this corporation was authorized to do business was on 11/08/1929 please change that on your document. Please change the state the corporation is incorporated from which is Maryland.

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) 245-6957.

Tracy L Lemieux
Regulatory Specialist II

Letter Number: 110A00002583

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)

802550

(Document number of corporation (if known))

1. United States Fidelity and Guaranty Company
(Name of corporation as it appears on the records of the Department of State)
2. Maryland 3. 11/08/1929
(Incorporated 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? N/A
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.
N/A
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
Connecticut
(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.

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

Jeffrey Slack

(Typed or printed name of person signing)

Assistant Corporate Secretary
(Title of person signing)

APPROVED
AND
FILED

10 FEB 15 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF REDOMESTICATION

INSURANCE COMPANY REDOMESTICATION TO CONNECTICUT

Office of the Secretary of the State

MAILING ADDRESS:

Commercial Recording Division
Connecticut Secretary of the State
P.O. Box 150470
Hartford, CT 06115-0470
860-509-6003

DELIVERY ADDRESS:

Commercial Recording Division
Connecticut Secretary of the State
30 Trinity Street
Hartford, CT 06106
860-509-6003

Certificate of Authorization from Insurance Commissioner and a certified copy of the original Articles of Incorporation must be filed with this certificate.
Refer to Fee Schedule for amount due. (plus franchise tax)

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FILED 12/15/2009 09:40 AM PAGE 00183
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

1. NAME OF INSURANCE COMPANY:

United States Fidelity and Guaranty Company

2. CHARTER HISTORY OF CORPORATION (including date and place of incorporation, name change information and information regarding change of domicile state):

United States Fidelity and Guaranty Company was incorporated in Maryland on March 19, 1896. It has not changed its name or domicile since that time.

3. APPROVALS:

The corporation's redomestication to Connecticut was approved by the Insurance Commissioner of the State of
Maryland

(State from which corporation is redomesticating)

The corporation's redomestication was approved by the Insurance Commissioner of the State of Connecticut as demonstrated by such Commissioner's Certificate of Approval included herewith.

(Please reference an 8 1/2 X 11 attachment if additional space is needed)

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

4. VOTE INFORMATION (check and complete A. or B.):

- ☒ **A.** The insurance company has authority to issue capital stock. The resolution of redomestication was adopted by its board of directors and approved by its shareholders as follows (provide at minimum the total number of shareholder votes cast in favor of the resolution and the total number of votes cast against the resolution or if no shareholder approval was required, provide a statement to that effect):

The total number of shareholder votes cast in favor of the resolution was 14,085,630. There were no votes cast against it.

- ☐ **B.** The corporation is a mutual insurance company. The resolution of redomestication was adopted by its board of directors and approved by its members as follows (provide at minimum the total number of member votes cast in favor of the resolution and the total number of votes cast against the resolution or if no membership approval was required, provide a statement to that effect):

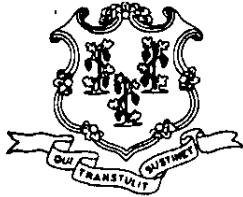
5. CERTIFICATE OF INCORPORATION:

The corporation's amended and restated Certificate of Incorporation is attached hereto.

6. EXECUTION:

Signed this 15th day of December, 20 09

Maryellen Prudhomme	Assistant Corporate Secretary	<i>Maryellen Prudhomme</i>
Print or type name of signatory	Capacity of signatory	Signature



State of Connecticut

Insurance Department

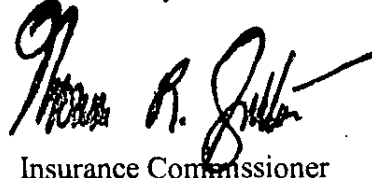
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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

This is to Certify, that

The redomestication of United States Fidelity and Guaranty Company, from Maryland to Connecticut is approved. The effective date of redomestication is December 15, 2009.

Witness my hand and official seal, at HARTFORD,

this 15th day of December, 2009


Insurance Commissioner

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
UNITED STATES FIDELITY AND GUARANTY COMPANY**

Section 1. The name of the corporation is United States Fidelity and Guaranty Company.

The corporation is a continuation of the existence of United States Fidelity and Guaranty Company, through its adoption of Connecticut as its corporate domicile. The corporation's date of incorporation is March 19, 1896, the original date of incorporation of United States Fidelity and Guaranty Company.

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

The corporation shall have the purposes and powers to write fire, extended coverage and other allied lines, homeowners multiple perils, commercial multiple peril, earthquakes, growing crops, ocean and inland marine, accident and health, workers' compensation, liability, including automobile liability, automobile physical damage, aircraft, fidelity and surety, glass, burglary and theft, boiler and machinery, residual value insurance, credit, and any and all forms of property and casualty insurance which any other corporation now or hereafter incorporated in Connecticut and empowered to do insurance businesses may now or hereafter lawfully do; to accept or cede reinsurance; to issue policies and contracts for any kind or combinations of kinds of insurance; to acquire and hold any or all of the shares or other securities of any corporation or other entities; and to engage in any lawful act or activity for which corporations may be formed under the laws of Connecticut. The corporation is authorized to exercise the powers herein granted in any state, territory or jurisdiction of the United States or in any foreign country.

Section 3. The total number of shares which the corporation has authority to issue is 2,000,000 (two million) shares of common stock, with a par value of \$25.00 (Twenty Five Dollars) per share. All shares of common stock have unlimited voting rights and together are entitled to receive the net assets of the corporation upon dissolution.

Section 4. The principal place of business of the corporation in the State of Connecticut shall be One Tower Square, Hartford, Connecticut, 06183. The corporation may establish and maintain an office within or without the State of Connecticut or offices in such other places as the board of directors may from time to time find necessary or desirable.

Section 5. 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 of the Connecticut Business Corporation Act (the "CBCA") 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 CBCA as in effect on the effective date hereof or as it may be amended from time to time. This Section 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. 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 CBCA as it may be amended from time to time. Any lawful repeal or modification of this Section 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 6.

- (1) The corporation shall indemnify its directors for liability, as defined in Section 33-770(5) of the CBCA, to any person for any action taken, or any failure to take any action, as a director, except liability that: (a) involved a knowing and culpable violation of law by the director; (b) enabled the director or an associate (as defined in Section 33-840 of the CBCA) to receive an improper personal gain; (c) showed a lack of good faith and conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that the director's conduct or omission created an unjustifiable risk of serious injury to the corporation; (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation; or (e) created liability under Section 33-757 of the CBCA. Notwithstanding anything in the preceding sentence to the contrary, the corporation shall be required to indemnify a director in connection with a proceeding commenced by such director only if (i) the commencement of such proceeding by the director was authorized by the board of directors of the corporation or (ii) such proceeding was brought to establish or enforce a right of indemnification under this Section or the by-laws of the corporation. This Section shall not affect the indemnification or advance of expenses to a director for any liability stemming from acts or omissions occurring prior to the effective date of this Section. Any lawful repeal or modification of this Section 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 the indemnification or advance of expenses to such person for any liability stemming from acts or omissions occurring prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.
- (2) The corporation shall not be obligated by Section 33-776(d) of the CBCA to indemnify, or advance expenses, to any current or former employee or agent of the corporation who is not a director. However, the corporation may, at the discretion of the board of directors, indemnify, or advance expenses to, any current or former employee or agent of the corporation, who is not a director, to the fullest extent permitted by law.

CERTIFICATION

The undersigned, Maryellen Prudhomme, Assistant Corporate Secretary of United States Fidelity and Guaranty Company (the "Company"), does hereby certify that the foregoing Certificate of Incorporation is a true and correct copy duly adopted by the Board of Directors of the Company effective August 13, 2009, and is in full force and effect as of the date of this certification.

United States Fidelity and Guaranty Company


Assistant Corporate Secretary

Hartford, Connecticut
Dated: December 1, 2009

The stockholders may elect twenty four directors, or a less number of directors, not less than twelve, however, to serve until the spring annual election; and the directors so elected of said company when it shall have been organized may and they are hereby authorized and empowered to share and to exercise in the name and on behalf of the Company all rights and privileges which are intended to be hereby given, and should the capital stock be at any time increased, the stockholders at the time of such increase shall be entitled to a pro rata share of such increase upon the payment of the par value of the same.

Section 3. And be it enacted that directors shall thereafter be elected annually by the stockholders on the first Monday in May and they shall elect from their number at the first meeting of the Board after their election as prescribed by the second section of this act, and after all subsequent elections a President, first Vice-President, second Vice-President and Treasurer, and shall also have power to elect a Secretary and to appoint and employ such other officers, clerks and agents as the business of said Company from time to time requires. All elections shall be by ballot and at such elections and all meetings of stockholders every stockholder shall be entitled to one vote for every share of stock held by him, but no person shall be eligible as director who is not a stockholder to the amount of at least ten shares of stock.

Section 4. And be it enacted that five days notice shall be given by

holders, the names from the list of the stockholders, one of which shall be designated to act as judge with the other two as umpires. And be it enacted, that the directors shall have power to declare such dividends of the profits of the said company as they may think proper provided that no dividend shall be declared when the capital stock would be impaired thereby.

Section 6. And be it ^{here} enacted that said company shall have power to receive money or deposit, to act as agent for the purpose of issuing, registering or countersigning certificates of stock, bonds or other evidences of debt of any state, corporation or association, municipality, or public authority on such terms as will be agreed upon, to deal in exchange, foreign and domestic, and in every and all descriptions of property, personal effects, securities, mortgages, loans, certificates of indebtedness, stocks of incorporated companies, notes, loans or bonds of the United States or of any city, county or municipality or of any incorporated company, or any individual.

Section 7. And be it ^{here} enacted that any and every sum of money may be paid or deposited by agreement of parties, under judgment or decree of such court may order and direct the same to be deposited with said company and any individual or administrator, guardian or committee, receiver, assignee, trustee, state, county or municipality, government or corporation or public officer or any person or persons acting for others, having the custody of any bonds

And be it Enacted, That said company may and it is hereby authorized to accept and execute trusts of any description which may be committed or transferred with their consent to them by any person or persons, whether individual, corporate or public, or by any Court in the State of Maryland or in any one of the United States; and that in all cases in which application shall be made by any Court of the State for the appointment of any receiver, trustee, or administrator, executor, assignee, guardian or committee of a lunatic or minor, it shall and may be lawful for such Court, if it shall think fit, to appoint the United States Fidelity and Guaranty Company, with their assent, such receiver, trustee, administrator, assignee, guardian or committee, and the accounts of said company as such receiver, trustee, administrator, executor, assignee, guardian or committee shall be regularly settled and adjusted before the tribunal, and upon such settlement and adjustment all proper legal and customary charges, costs and expenses shall be allowed the said company for their care and management of the trusts and estates aforesaid; and the said company, as such receiver, trustee, administrator, executor, assignee, guardian or committee shall be subject to all orders or decrees made by the proper tribunal under the laws of such State.

Section 11 And be it Enacted, That when any Court shall appoint said Company as receiver, trustee, administrator, executor, assignee, guardian or committee, or shall order the deposit of money or other valuable of any kind with said Company, the Capital stock paid in shall be taken, and considered as the security required by law for the faithful performance of their duties; provided the said Court shall not deem it necessary to require further security, and shall be absolutely liable in case of any default whatever; the Court, if it deem it necessary, may from time to time, appoint suitable persons to investigate the affairs and management of said Company, who shall report to such Court the manner in which such investments are made and the

...shall be defrayed by ...
...if deemed necessary examine the affairs of ...
...truth or affirmation as to the security aforesaid.

And be it Enacted, That any executor, administrator, guardian or ...
...committee or public officer having the control of any bonds, ...
...monies or other valuables belonging to others shall be and is hereby authorized
to deposit the same for safe keeping with said Company.

Section 13 And be it enacted, That the said corporation is authorized to take, have, hold
and enjoy all such estate, real, personal and mixed as may be obtained by the
investment of their capital stock and all other monies and funds that may come into
their possession in the course of their dealings and business, and the same to sell, grant,
mortgage, lease and dispose of at pleasure, and to execute, acknowledge and deliver
all deeds and other instruments of writing concerning the same; provided, however, that
the said real estate so to be held by them shall be only that to be occupied as their
office and place of business, not exceeding in value one hundred and fifty thousand
dollars, and such as may come into their possession in satisfaction of any debt due to them
upon mortgage, decree or judgment.

Section 14 And be it Enacted, That said Company shall be and is hereby authorized and empowered to
insure the fidelity of persons holding places of ^{trust or} responsibility in, to or under any State, County, City,
Corporation, Company, partnership, person or persons; and to become security for the faithful
performance of any trust, office, duty, contract or agreement and to supersede any judgment, or to go
upon any appeal or other bond, and it is further authorized to become sole surety in all cases where
by law two or more sureties are required for the faithful performance of any trust or office,
and it shall and is lawful for any Court, register, clerk or other officer to approve said

...shall be lawful for said Company to stipulate and provide for indemnity for the
...for whom it shall so become responsible, and to enforce any bond,
...engagement, pledge or other security made or given for that purpose; that said corporation
...at all times to the provisions of the Act of 1892, Chapter 109, and of the Act of
1899, or amendments or supplements thereto.

Section 15 And be it Enacted, That the President, Vice Presidents, and Directors of said Corporation hereby
created shall have power to enact and adopt such rules and regulations and by-laws for the
government and management of the affairs of said corporation as they shall deem advantageous to the
interests thereof, provided the same be not contrary to the law of the land.

Section 16 And be it Enacted, That the General Assembly reserve the right to repeal, alter and amend this
Act at its pleasure.

Section 17 And be it Enacted, That this Act shall take effect from the date of its passage.

Approved, March 19th. 1896.

Governor:

W. B. R. R. R.

President of the Senate,

Spencer E. Dill.

Speaker of the House of Delegates.

March 1940

FILED THE COPY OF HANDWRITING
AND RECORDED IN LIBRARY OF THE
AND EXAMINED
Date of recording 12-15-09

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Handwritten signature and text, possibly a date or reference number.

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE



The State of Maryland

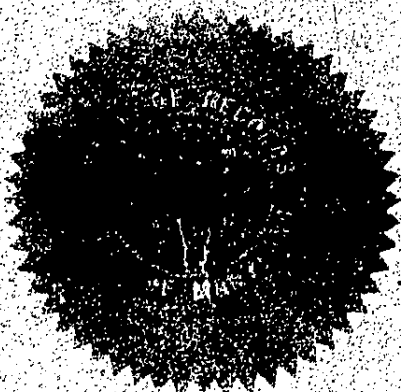
Hall of Records Commission

State of Maryland, Sec.

I, Morris L. Radoff, Archivist of the State of
Maryland in the Hall of Records at Annapolis, Maryland, do hereby
certify that the foregoing is a true and accurate copy of

Chapter 52, Acts of 1896

which is preserved in the files of the said Hall of Records.



As witness my hand and the seal of
the said Hall of Records Commission
of the State of Maryland this 22nd day
of May, 1962, as authorized by
section 177, article 41 of the Annotated
Code of Maryland of 1957.

Morris L. Radoff
Archivist of the State of Maryland

7-305

7-5110-1

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)

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(Document number of corporation (if known))

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(Name of corporation as it appears on the records of the Department of State)
2. Maryland 3. 11/03/1929
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

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(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.

N/A

(New duration)

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

Connecticut

(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.

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

Jeffrey Slack

(Typed or printed name of person signing)

Assistant Corporate Secretary

(Title of person signing)

10 FEB 15 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
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