

809500

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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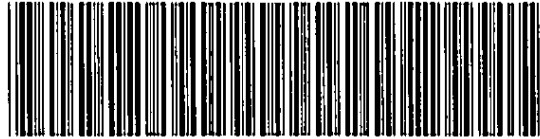
(Business Entity Name)

(Document Number)

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FILED
19 APR -1 AM 8:13
TALLAHASSEE, FLORIDA

APR 10 2019

S. YOUNG

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Clarendon National Insurance Company
Name of Corporation

DOCUMENT NUMBER: 808500

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Maura Tepper

Name of Contact Person

Enstar (US) Inc.

Firm/Company

411 Fifth Avenue, 5th Floor

Address

New York, NY 10016

City/State and Zip Code

maura.tepper@enstargroup.com

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

For further information concerning this matter, please call:

Maura Tepper

at (212) 790-9859

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)

808500

(Document number of corporation (if known))

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1. Clarendon National Insurance Company

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

2. Illinois

(Incorporated under laws of)

3. March 16, 1951

(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. 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

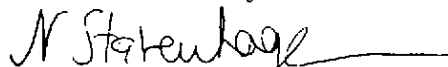
(New duration)

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

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.



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

Nadja Stavenhagen

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)



**Texas Department
of Insurance**

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.

Amended and restated articles of incorporation for CLARENDON NATIONAL INSURANCE COMPANY, Dallas, Texas, dated February 8, 2019, consisting of four (4) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 26th day of March, 2019.



COMMISSIONER OF INSURANCE

BY: 

Christian Hertzberg

Director

Company Licensing and Registration Office

Commissioner's Order No. 10-1042



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

February 8, 2019

Reference ID: 1035001

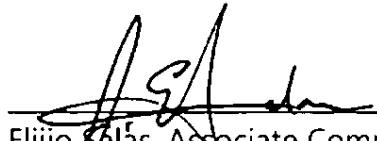
Application for Redomestication and Amended Certificate of Authority

Texas Department of Insurance staff have reviewed the application of Clarendon National Insurance Company, Chicago, Illinois, to redomesticate to Texas and for an amended certificate of authority, changing its home office to Dallas, Texas.

Based upon the documents submitted and the representations made, the company has complied with all applicable requirements to redomesticate to Texas.

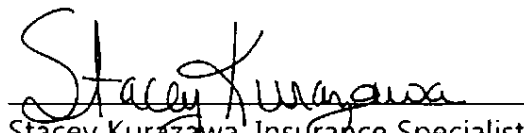
The company's application to redomesticate from Illinois to Texas is approved, in accordance with Tex. Ins. Code Ch. 983. Further, an amended certificate of authority should be issued to Clarendon National Insurance Company, Dallas, Texas, TDI license 14100.

Kent C. Sullivan
Commissioner of Insurance



Elijio Balas, Associate Commissioner
TDI Company Licensing and Registration Office
Commissioner's Order No. 3632

Recommended by:



Stacey Kurazawa, Insurance Specialist
TDI Company Licensing and Registration Office

AMENDED AND RESTATED ARTICLES OF INCORPORATION

Pursuant to Texas Insurance Code Chapter 822 and Chapter 861 the undersigned corporation adopts the following amended and restated articles of incorporation:

Article 1. The name of the corporation shall be Clarendon National Insurance Company. The corporation does not have a principal business office location in Texas; its location of service of process shall be CT Corporation System, 1999 Bryan Street, Suite 900, Dallas County, Texas 75201.

Article 2. The corporation was originally incorporated in the State of Maryland under the name Cavalier Insurance Corporation on July 21, 1941, and subsequently changed its name to Clarendon National Insurance Company. On or about June 1, 1995, the corporation redomesticated from the State of Maryland to the State of New Jersey and was organized pursuant to Chapters 17 to 33 of Title 17 and Title 17B of the Revised Statutes of New Jersey. On or about July 23, 2014, the corporation redomesticated from the State of New Jersey to the State of Illinois and was reorganized pursuant to the provisions of the Illinois Insurance Code 215 ILCS 5/1 et seq. The corporation subsequently reorganized pursuant to Texas Insurance Code Chapter 822 and Chapter 861..

Article 3. The purpose for which the corporation is formed is to engage in property and casualty insurance business in the State of Texas in compliance with Chapter 822 of the Texas Insurance Code and all other applicable terms and provisions of the Texas Insurance Code.

Article 4. The corporation shall be bound by all terms and provisions of the Texas Insurance Code applicable to similar domestic companies organized or incorporated thereunder.

Article 5. The authorized capital shall be \$4,800,000 to consist of 48,000 common shares at a par value of \$100 per share, in accordance with Section 822.055 of the Texas Insurance Code. The corporation shall have at all times at least Two Million Five Hundred Thousand Dollars (\$2,500,000) in capital and Two Million Five Hundred Thousand Dollars (\$2,500,000) in surplus, as required by Section 822.054 of the Texas Insurance Code. The common shares issued and outstanding may be increased from time to time within the limits of the capital authorized by this Article, in accordance with the provisions of the Texas Insurance Code which relate thereto.

Article 6. The corporate powers shall be exercised by a Board of Directors. The Board of Directors shall consist of not less than seven directors in accordance with Section 822.152 of the Texas Insurance Code. The number of directors to be selected within the minimum limits set forth herein, shall be as provided in the By-laws, and the number of directors may be increased or decreased, however not below seven, from time to time by amendment of the By-laws. 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 until the director's successor is elected and accepts the position in accordance with Section 822.152 of the Texas Insurance Code. The stockholders shall meet before May 1 of each year as provided by the corporation's By-laws to elect successors and directors. If the shareholders do not elect directors at an annual meeting the shareholders may elect the directors at a special shareholders' meeting called for that purpose. Not later than the 30th day before the date of the special meeting, the shareholders must publish notice of the meeting in a newspaper of general circulation in the county in which the principal office of the corporation is located in accordance with Section 822.153 of the Texas Insurance Code. The directors are authorized to fill any vacancy that may occur during the year between shareholder meetings. The directors are required to keep a full and correct record of all board transactions.

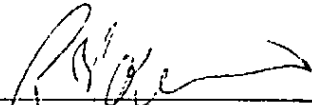
Article 7. The Board of Directors shall adopt By-laws and regulations as necessary to conduct the corporation's business. The directors shall elect corporate officers in accordance with its By-laws. The elected President of the Company must also be a director. The Board of Directors has full control and management of the corporation pursuant to Section 861.151 of the Texas Insurance Code. A majority of the board is a quorum. The corporation 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 By-laws pertaining to such declaration and payment which in the judgment of the said Board of Directors seem necessary or desirable.

Article 8. The fiscal year shall commence January first and terminate December thirty-first of each year.

Article 9. The duration of the corporation shall be perpetual.

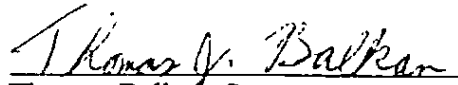
Article 10. These Amended and Restated Articles of Incorporation were adopted by the sole shareholder of the corporation on December 18, 2018.

IN WITNESS WHEREOF, we have subscribed our names and caused the seal of
Clarendon National Insurance Company to be affixed this 18 day of January , 2019.



Paul Brockman, President

(SEAL)



Thomas Balkan, Secretary

cnic-texas-articles