

808517

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

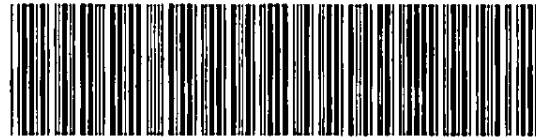
(Business Entity Name)

(Document Number)

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R. WHITE
MAR 20 2020

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: WRM America Indemnity Company, Inc. (n/k/a Cedar Insuran
Name of Corporation

DOCUMENT NUMBER: 808517

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

LORI M. POWERS

Name of Contact Person

Sirius Global Solutions, Inc.

Firm/Company

628 Hebron Ave. Suite 106

Address

Glastonbury

City/State and Zip Code

LORI.POWERS@SIRIUSGROUP.COM

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

For further information concerning this matter, please call:

Lori M. Powers

at (860) 3682004
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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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)

808517

(Document number of corporation (if known))

1. WRM America Indemnity Company, Inc.

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

2. New York

(Incorporated under laws of)

3. April 2, 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? January 29, 2019

5. Cedar 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)

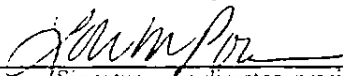
6. If the amendment changes the period of duration, indicate new period of duration.

(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)

Lori M. Powers

(Typed or printed name of person signing)

Vice President and Compliance Off

(Title of person signing)

2020 1 2 5:11:44

SHORT CERTIFICATE

**STATE OF NEW YORK
DEPARTMENT OF FINANCIAL SERVICES**

It is hereby certified that the attached copy of the Certificate of Amendment of the Charter of WRM America Indemnity Company, Inc., as approved by this Department, January 29, 2019, pursuant to Section 1206 of the New York Insurance Law for the following:

To change the name of the corporation to Cedar Insurance Company

To change the location of the principal office of the corporation from Nassau County to New York County

To change the minimum number of residency requirements of directors

has been compared with the original on file in this Department and that it is a correct transcript therefrom and of the whole of said original.



In Witness Whereof, I have hereunto set my hand and affixed the official seal of this Department at the City of Albany, this 18th day of February 2020.

A handwritten signature in cursive script, appearing to read "E. Buxbaum".

Ellen Buxbaum

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**CERTIFICATE OF AMENDMENT
OF THE
CHARTER
OF
WRM AMERICA INDEMNITY COMPANY, INC.**

**Under
Section 805 of the Business Corporation Law of the State of New York
and
Section 1206 of the Insurance Law of the State of New York**

1. The name of the Corporation is WRM AMERICA INDEMNITY COMPANY, INC.

2. The Declaration of Intention and Charter (the "Charter") of the corporation was filed in the Office of the Superintendent of Insurance of the State of New York on August 2, 1991.

3. The amendments to the Charter of the corporation effected by this Certificate of Amendment are as follows:

Section (1) of the Charter, which sets forth the name of the corporation is hereby amended to read:

Section 1. The name of the corporation shall be Cedar Insurance Company.

Section (2) of the Charter, which sets forth the principal office of the corporation is hereby amended to read:

Section 2. The principal office of the corporation is to be located in the City of New York, County of New York and State of New York. The corporation may establish and maintain other offices, agencies, or branches outside the State of New York and in any part of the world.

Section (5) (a) of the Charter, which sets forth the number of directors of the corporation is hereby amended to read:

Section 5. (a) The number of directors of the corporation shall at no time be less than seven.

Section (6) (c) of the Charter, which sets forth the age and number of New York residents of the directors of the corporation is hereby amended to read:

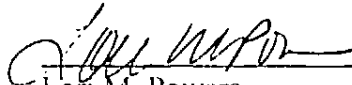
Section 6. (c) Each director shall be at least eighteen years of age and at all times a majority of the directors of this corporation shall be citizens and residents of the United States, and at least two shall be residents of the State of New York.

The manner in which the foregoing amendments to the Charter of the Corporation were authorized was by unanimous written consent of the directors of the Corporation effective as of November 5, 2018 pursuant to Section 708 of the Business Corporation Law of the State of New York, which consent was duly signed by all the directors of the Corporation, and the consent of the sole shareholder of the Corporation effective as of November 8, 2018 pursuant to Section 615 of the Business Corporation Law of the State of New York, which consent was duly signed by the sole shareholder of the Corporation.

IN WITNESS WHEREOF, we have signed this Certificate of Amendment on the 20th day of November, 2018 and we confirm the statements contained herein as true under penalty of perjury.



W. Neal Wasserman
President and Chief Executive Officer

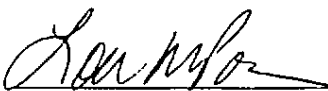


Lori M. Powers
Secretary

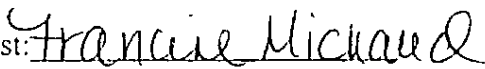
SECRETARY CERTIFICATION

I hereby certify that I am the duly elected and qualified, Secretary of WRM America Indemnity Company, Inc., ("WRM") a corporation duly organized and existing under the laws of the State of New York and that the attached is a true, correct and complete copy of Amendment Number One to the Amended and Restated By-Laws dated October 29, 2009.

IN WITNESS WHEREOF, I have set my hand as Secretary and caused the corporate seal of the Corporation to be affixed hereto the 3rd day of December, 2018.

By: 
Name: Lori M. Powers
Title: Secretary

[S E A L]

Attest: 

AMENDMENT NUMBER ONE
TO THE
AMENDED AND RESTATED BY-LAWS
DATED OCTOBER 29, 2009
OF
WRM AMERICA INDEMNITY COMPANY, INC.

1. The name of the Corporation is WRM America Indemnity Company, Inc.
2. The Amended and Restated By-Laws of the Corporation were filed in the Office of the Superintendent of the State of New York on October 29, 2009
3. The amendments to the By-Laws effected by this Amendment Number One are as follows:

The cover page of the By-Laws, indicating the name of the Corporate is hereby amended, so as to read as follows:

Amended and Restated By-Laws of Cedar Insurance Company

Article I, Section 1 of the By-Laws, dealing with the Corporate location is hereby amended, so as to read as follows:

The office of the Corporation shall be located in the City of New York, County of New York and State of New York.

Article II, Section 1 of the By-Laws, dealing with the place of meetings is hereby amended, so as to read as follows:

Meeting of the shareholders shall be held at such place, either within or without of the state of New York.

Article II, Section 4 of the By-Laws, dealing with notice of meetings is hereby amended, so as to read as follows:

Written notice of all meetings, special or annual, stating the date, time, place and purpose or purposes thereof, shall be given in the manner set forth in Article VII, Section 3 of these By-Laws, to each shareholder entitled to vote, at least seven (7) days but not more than fifty (50) days prior to the meeting.

Article III, Section 1 of the By-Laws, dealing with the frequency of meetings is hereby amended, so as to read as follows:

In addition, regular meetings of the Board of Directors shall be held at such times and places as may be determined by the Board of Directors.

Article III, Sections 1-6 of the By-Laws, dealing with the Executive Committee is hereby deleted in its entirety.

Article VI, Section 2 of the By-Laws, dealing with the number and designation of officers is hereby amended, so as to read as follows:

The offices of the Corporation shall be a President, a Secretary and a Treasurer. In addition, the Board may elect a Chairman, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers, and such other officers as the Board of Directors may from time to time deem proper.

Article VI, Section 4 of the By-Laws, dealing with the Chairman is hereby deleted in its entirety.

Article VI, Section 5 of the By-Laws, dealing with the President is hereby amended, so as to read as follows:

The President shall be the Chief Executive Officer of the Corporation.

The President's duties shall include, without limitation:

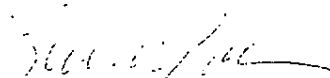
- A. The general supervision and control of the business and the affairs of the Corporation;
- B. Presiding at all meetings of the Board of Directors and shareholders

4. The manner in which the foregoing amendments to the By-Laws of the Corporation were authorized was by unanimous written consent of the directors of the Corporation effective as of November 5, 2018 pursuant to Section 601 of the Business Corporation Law of the State of New York, which consent was duly signed by all the directors of the Corporation, and the written consent of the sole shareholder of the Corporation effective as of November 8, 2018, pursuant to Section 613 of the Business Corporation Law of the State of New York, which consent was duly signed by the sole shareholder of the Corporation.

IN WITNESS WHEREOF, we have signed this Amendment Number One on the 20th day of November, 2018 and we confirm the statements contained herein as true under penalty of perjury.



W. Neal Wasserman
President and Chief Executive Officer



Lori M. Powers
Secretary