

825960

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

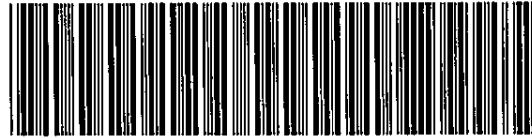
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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14 AUG 20 AM 8:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG 27 2014

C. CARROTHERS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: OneBeacon America Insurance Company
Name of Corporation

DOCUMENT NUMBER: 825960

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Susan Holland

Name of Contact Person

OneBeacon Insurance Group

Firm/Company

150 Royall St.

Address

Canton, MA 02021

City/State and Zip Code

sholland@onebeacon.com

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

For further information concerning this matter, please call:

Susan Holland

Name of Contact Person

at (781) 332-7671

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)

825960

(Document number of corporation (if known))

1. OneBeacon America Insurance Company

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

2. Massachusetts

(Incorporated under laws of)

3. 03/29/1971

(Date authorized to do business in Florida)

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14 AUG 20 AM 8:47
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)

(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

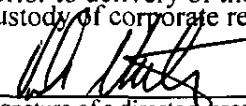
(New duration)

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

Pennsylvania

(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)

Virginia A. McCarthy

(Typed or printed name of person signing)

Vice President & Secretary

(Title of person signing)



INSURANCE DEPARTMENT

I, Michael Consedine, Insurance Commissioner of the Commonwealth of Pennsylvania, do hereby certify that the attached are full, true and correct copies of the Articles of Domestication and the Articles of Incorporation filed with the Pennsylvania Department of Insurance for **ONEBEACON AMERICA INSURANCE COMPANY** as the same appears of record and remains on file with this Department.

In Witness Whereof, I have hereunto set my hand and caused my official seal to be affixed this 24th day of July 2014.

Michael Consedine

Michael Consedine
Insurance Commissioner



**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

**Articles of Domestication-Foreign
(15 Pa.C.S.)**

☒ Business Corporation (§ 4161)
☐ Nonprofit Corporation (§ 6161)

Name Christina M. Carry, Legal Assistant, Saul Ewing LLP		
Address 1200 Liberty Ridge Drive, Suite 200		
City Wayne, PA	State 19087	Zip Code

Document will be returned to the
name and address you enter to
the left.
←

Fee: \$125

In compliance with the requirements of the applicable provisions (relating to corporations and unincorporated associations), the undersigned, qualified foreign corporation, desiring to become a domestic business or nonprofit corporation, hereby states that:

1. The name of the corporation is:

OneBeacon America Insurance Company

2. The (a) address of its initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and street City State Zip County

(b) Name of Commercial Registered Office Provider County

c/o: CT Corporation Dauphin

3. Upon domestication, the corporation will be subject to the domestic corporation provisions of the Business Corporation Law of 1988 or the Nonprofit Corporation Law of 1988.

2014 JUN 20 PM 3: 53
PA DEPT OF STATE

DSCB:15-4161/6161-2

4. *Strike out if inapplicable; otherwise check and, if applicable, complete, one or more of the following:*

☒ The purpose or purposes for which the corporation is to be domesticated in the Commonwealth of Pennsylvania are:

transact business as a property and casualty insurance company

_____ The purposes for which the corporation is to be domesticated in the Commonwealth of Pennsylvania include unlimited power to engage in and to do any lawful act concerning any and all lawful business for which business corporations may be incorporated under the Business Corporation Law of 1988.

_____ The purposes for which the corporation is to be domesticated in the Commonwealth of Pennsylvania consists of unlimited power to engage in and to do any lawful act concerning any and all lawful business for which business corporations may be incorporated under the Business Corporation Law of 1988.

5. *Check applicable paragraph:*

☒ The filing of these Articles of Domestication and, if desired, the renunciation of the original charter or articles of the corporation has been authorized by a majority vote of the votes cast by all shareholders entitled to vote thereon and, if any class of shares is entitled to vote thereon as a class, a majority of the votes cast in each class vote, or by any greater vote required by its charter.

_____ The filing of these Articles of Domestication and, if desired, the renunciation of the original charter or articles has been authorized by a majority vote of the votes cast by all members, if any, entitled to vote thereon and, if any class of members is entitled to vote thereon as a class, a majority of the votes cast in each class vote, or by any greater vote required by its charter.

6. *Strike out if inapplicable:* These Articles of Domestication include the additional provisions set forth in full in Exhibit A attached hereto and made a part hereof.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Domestication to be executed this

20th day of June,

2014.

OneBeacon America Insurance Company

Name of Corporation

Signature

Vice President + Secretary

Title

EXHIBIT "A"

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Articles of Incorporation-For Profit

(15 Pa.C.S.)

- | | |
|---|--|
| <input checked="" type="checkbox"/> Business-stock (§ 1306) | <input type="checkbox"/> Management (§ 2703) |
| <input type="checkbox"/> Business-nonstock (§ 2102) | <input type="checkbox"/> Professional (§ 2903) |
| <input type="checkbox"/> Business-statutory close (§ 2303) | <input type="checkbox"/> Insurance (§ 3101) |
| <input type="checkbox"/> Cooperative (§ 7102) | <input type="checkbox"/> Benefit (§ 3303) |

Name Christina M. Carry, Legal Assistant, Saul Ewing LLP		
Address 1200 Liberty Ridge Drive, Suite 200		
City Wayne, PA	State PA	Zip Code 19087

Document will be returned to the
name and address you enter to
the left.

Fee: \$125

In compliance with the requirements of the applicable provisions (relating to corporations and unincorporated associations), the undersigned, desiring to incorporate a corporation for profit, hereby states that:

1. The name of the corporation (corporate designator required, i.e., "corporation", "incorporated", "limited", "company" or any abbreviation, "Professional corporation" or "P.C.") ;

OneBeacon America Insurance Company

2. The (a) address of this corporation's current registered office in this Commonwealth (post office box, alone, is not acceptable) or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and Street	City	State	Zip	County
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(b) Name of Commercial Registered Office Provider	County
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c/o: CT Corporation System	Dauphin
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3. The corporation is incorporated under the provisions of the Business Corporation Law of 1988.
See Attachment

4. Check and complete one:

The corporation is organized on a nonstock basis.

☒ The corporation is organized on a stock share basis and the aggregate number of shares authorized is: 60,000
with a par value of \$100.00 per share

DSCB:15-1306/2102/2303/2702/2903/3101/3303/7102 - 2

~~5. The name and address, including number and street, if any, of each incorporator (all incorporators must sign below):~~

Name	Address

6. The specified effective date, if any: _____
month/day/year hour, if any

7. Additional provisions of the articles, if any, attach an 8 1/2 by 11 sheet.
See Attachment

8. ~~Statutory close corporation only:~~ Neither the corporation nor any shareholder shall make an offering of any of its shares of any class that would constitute a "public offering" within the meaning of the Securities Act of 1933 (15 U.S.C. § 77a et seq.)

9. ~~Cooperative corporations only: Complete and strike out inapplicable term:~~
The common bond of membership among its members/shareholders is: _____

10. ~~Benefit corporations only:~~ This corporation shall have the purpose of creating general public benefit.
Strike out if inapplicable: This corporation shall have the purpose of creating the enumerated specific public benefit(s): _____

IN TESTIMONY WHEREOF, the incorporator(s)
has/have signed these Articles of Incorporation this

20th day of June, 2014

OneBeacon America Insurance Company
By:

Signature

Signature
Vice President - Secretary

ATTACHMENT 3A

**ARTICLES OF INCORPORATION
OF
OneBeacon America Insurance Company**

3. The purpose of the corporation is to engage in the business of a stock fire and marine stock casualty insurance company, and to transact all classes, forms and kinds of insurance for which a domestic stock insurance company, other than life or title, may be organized under the laws of Pennsylvania.

Docketing Statement DSCB:15-134A (Rev 2012)
Departments of State and Revenue

One (1) required

Check proper box:

Pennsylvania Entities

☐ business stock
☐ business non-stock
☐ professional
☐ nonprofit stock
☐ nonprofit non-stock
☐ statutory close
☐ management
☐ cooperative
☐ insurance
☐ benefit
☐ limited liability company
☐ restricted professional
☐ limited liability company
☐ business trust

Foreign Entities

State/Country _____ Date _____

☐ business
☐ benefit
☐ nonprofit
☐ limited liability company
☐ restricted professional
☐ limited liability company
☐ business trust

Other

☒ domestication
☐ division
☐ consolidation

1. Entity Name:

OneBeacon America Insurance Company

2. Individual name and mailing address responsible for initial tax reports:

David Clancy 150 Royal Street Canton MA 02021
Name Number and street City State Zip

3. Description of business activity:

Insurance

4. Specified effective date, if any:

month/day/year hour, if any

5. EIN (Employer Identification Number), if any:

6. Fiscal Year End:

12/31

7. Pictitious Name (only if foreign corporation is transacting business in PA under a fictitious name):