

826986

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

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(Business Entity Name)

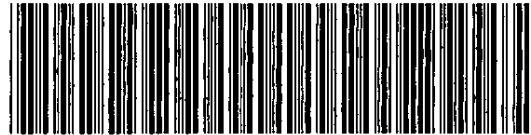
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2008 AUG - 7 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N/C

TB

8/13/08



## OFFICE OF INSURANCE REGULATION

**KEVIN M. MCCARTY**  
COMMISSIONER

### FINANCIAL SERVICES COMMISSION

**CHARLIE CRIST**  
GOVERNOR

**ALEX SINK**  
CHIEF FINANCIAL OFFICER

**BILL MCCOLLUM**  
ATTORNEY GENERAL

**CHARLES BRONSON**  
COMMISSIONER OF  
AGRICULTURE

August 5, 2008

### VIA U.S. POSTAL SERVICE

Department of State  
Division of Corporations  
Corporate Filings  
Post Office Box 6327  
Tallahassee, FL 32314

RE: Arch Indemnity Insurance Company  
(f/k/a Western Diversified Casualty Insurance Company)  
NAIC #30830

### TO WHOM IT MAY CONCERN:

Enclosed are documents received from Arch Insurance Group, Inc., relative to the name change of Western Diversified Casualty Insurance Company to Arch Indemnity Insurance Company. We are forwarding these documents to your office for processing.

Sincerely,  
*Peggy J. Moffitt, CPS*

Peggy J. Moffitt, CPS  
Administrative Secretary

/pjm  
Enclosure



[www.archinsurance.com](http://www.archinsurance.com)

Stamford Office  
300 First Stamford Place  
5th Floor  
Stamford, CT 06902

T 203.388.3300  
F 203.388.3301

VIA OVERNIGHT MAIL

August 1, 2008

Florida Department of Financial Services  
Rodney N. Smith  
Bureau of Property & Casualty  
Financial Oversight  
200 East Gaines Street  
Tallahassee, FL 32399-0329

Re: Arch Indemnity Insurance Company (f/k/a Western Diversified Casualty  
Insurance Company)  
NAIC: 30830

Dear Mr. Smith:

Pursuant to our recent conversation, and relative to the name change of Western  
Diversified Casualty Insurance Company to Arch Indemnity Insurance Company,  
enclosed please find:

- 1) Cover Letter and Application by Foreign for Profit Corporation to file  
Amendment to Application for Authorization to Transact Business in Florida;
- 2) Check made payable for forty-three dollars and seventy-five cents;
- 3) Certified Articles of Incorporation from Nebraska verifying the name change  
of Western Diversified Casualty Insurance Company to Arch Indemnity  
Insurance Company;
- 4) Resolution and Certificate to confirm officers other than the President and  
Secretary have authority to execute documents on behalf of the Company.

Should you have any questions please contact me at (203) 388-3221. Thank you for your  
continued assistance.

Yours truly,

A handwritten signature in black ink that reads "Melissa B. Gilligan". The signature is written in a cursive, flowing style.

Melissa B. Gilligan, RP

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Western Diversified Casualty Insurance  
(Name of Corporation) company.

**DOCUMENT NUMBER:** 826986

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Melissa Gilligan  
(Name of Contact Person)

Arch Insurance Group INC.  
(Firm/Company)

300 First Stamford Place 5th fl.  
(Address)

Stamford, CT 06902  
(City/State and Zip Code)

For further information concerning this matter, please call:

Melissa Gilligan at (203) 388 3221  
(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)**

826986

(Document number of corporation (if known))

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

2. Nebraska  
(Incorporated under laws of)

3. 11/5/1971  
(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? 5-14-2008

5. Arch Indemnity 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.

Melissa B. Gilligan

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

Melissa B. Gilligan  
(Typed or printed name of person signing)

Asst. Secretary  
(Title of person signing)

FILED  
2008 AUG - 7 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF

NEBRASKA

United States of America,  
State of Nebraska } ss.

Department of State  
Lincoln, Nebraska



I, John A. Gale, Secretary of State of Nebraska do hereby certify;

**WESTERN DIVERSIFIED CASUALTY INSURANCE COMPANY**

with its registered office located in OMAHA, Nebraska, filed Articles of Amendment to the Articles of Incorporation changing name to

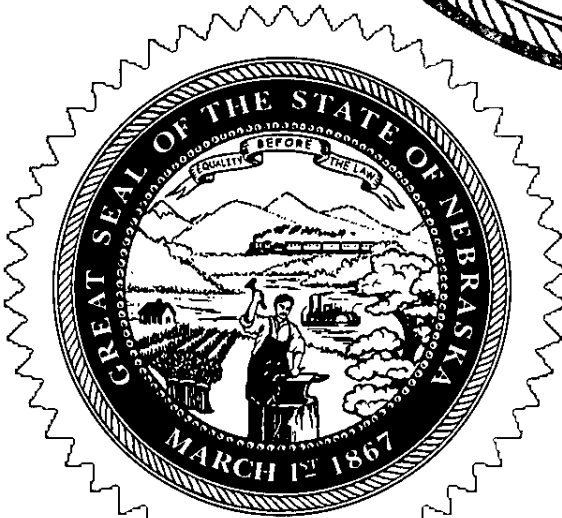
**ARCH INDEMNITY INSURANCE COMPANY**

as filed in this office on May 14, 2008.

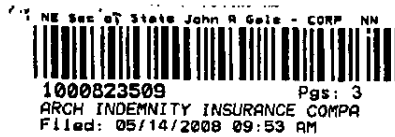
In Testimony Whereof,

I have hereunto set my hand and  
affixed the Great Seal of the State of  
Nebraska on July 31, 2008.

SECRETARY OF STATE



This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's financial condition or business activities and practices.



NEBRASKA DEPT INSURANCE

APR 30 2008

Tentative Approval  
NOT FINAL

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ARCH INDEMNITY INSURANCE COMPANY  
(f/k/a WESTERN DIVERSIFIED CASUALTY INSURANCE COMPANY)**

These Amended and Restated Articles of Incorporation are executed pursuant to the applicable provisions of the Nebraska Business Corporation Act and the Nebraska insurance laws, and such Amended and Restated Articles of Incorporation shall be effective upon filing with the Nebraska Secretary of State.

These Amended and Restated Articles of Incorporation were approved and adopted by the Sole Shareholder of the Company on April 18, 2008.

These Amended and Restated Articles of Incorporation shall supersede and replace, in their entirety, the original Articles of Incorporation and all amendments thereto.

**ARTICLE I**

**Name**

The name of the Company is: Arch Indemnity Insurance Company.

**ARTICLE II**

**Date of Incorporation**

The Company shall continue its corporate existence without interruption as a corporation from its original date of incorporation on July 23, 1969.

**ARTICLE III**

**Duration**

The period of duration of the Company is perpetual.

**ARTICLE IV**

**Principal Office and Registered Agent**

The principal office of the Company shall be located in New York, New York, or such other location as the Board of Directors may determine from time to time.

The registered agent of the Company shall be Lawrence F. Harr, and the street address of the Company's registered office and principal office in Nebraska shall be 10306 Regency Parkway Drive, Omaha, Nebraska 68114.

## **ARTICLE V**

### **Purposes**

The purposes for which the Company is formed are:

- (1) To transact and write all types of insurance and reinsurance with the exception of life insurance, annuities and title insurance, authorized by the Nebraska insurance laws; and
- (2) To transact any and all lawful business for which a Nebraska stock insurer may be incorporated, as currently provided or as may be provided by subsequent legislative act.

## **ARTICLE VI**

### **Power**

The Company shall have the power and authority necessary and incidental to carry out its corporate purposes and, in addition, shall have all the powers and authority granted to like corporations by the laws of the State of Nebraska as currently provided or as may be provided by subsequent legislative acts.

## **ARTICLE VII**

### **Authorized Shares**

The aggregate numbers of shares which the Company shall have the authority to issue is 1,000,000 shares, consisting of only common stock, with a par value of \$5.00 per share. Each share of common stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders, except that in elections for directors common shareholders shall have the right to exercise cumulative voting privileges.

Shareholders shall not have preemptive rights.

Shares, when issued, shall be fully paid and non-assessable and the private property of shareholders shall not be subject to the payment of corporate debts.

## **ARTICLE VIII**

### **Directors**

The affairs of the Company shall be conducted by a board of directors consisting of not less than five (5) or more than twenty-one (21) persons, as determined in the manner provided in the Company's By-laws, and at least one (1) of whom shall be a resident of the State of Nebraska.

Each director, other than the initial directors, shall have a term of office for one (1) year and until his or her successor shall have been elected and qualified.

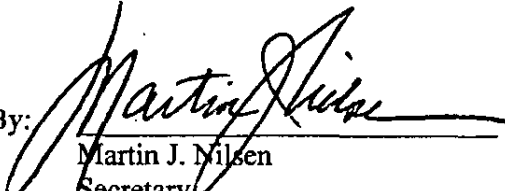
**ARTICLE IX**  
**Meetings of the Shareholders**

One third (1/3) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of a meeting of shareholders, and if a quorum is present, the affirmative vote of the majority of those shareholders represented at the meeting and entitled to vote shall be the act of the shareholders of the Company.

**ARTICLE X**  
**Limitation of Liability and Indemnification of Officers and Directors**

- (1) The liability of the directors of the Company shall be limited to the fullest extent permitted by law as currently provided or as may be provided by subsequent legislative acts.
- (2) The Company shall indemnify the officers and directors of the Company from any liability incurred by them to the fullest extent permitted by law as currently provided or as may be provided by subsequent legislative acts.

IN WITNESS WHEREOF, Arch Indemnity Insurance Company has caused these Amended and Restated Articles of Incorporation to be executed by its Secretary on this 18th day of April 2008.

By:   
Martin J. Nilsen  
Secretary



1000829709  
 ARCH INDEMNITY INSURANCE COMPANY  
 Filed: 06/17/2008 12:03 PM

## FORM 7-B PROOF OF PUBLICATION

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LAWRENCE E. HARR, Attorney  
 LAMSON, DUGAN and MURRAY, LLP  
 10306 Regency Parkway Drive  
 Omaha, Nebraska 68114-3743

**NOTICE OF AMENDMENT AND RESTATEMENT OF THE  
 ARTICLES OF INCORPORATION OF WESTERN DIVERSIFIED  
 CASUALTY INSURANCE COMPANY**

Notice is hereby given that the Articles of Incorporation of Western Diversified Casualty Insurance Company were amended and restated on May 14, 2008 to change the Corporation's name to Arch Indemnity Insurance Company. The full text of such Amended and Restated Articles of Incorporation is on file with the Secretary of State.

ARCH INDEMNITY INSURANCE COMPANY,  
 f/k/a Western Diversified Casualty Insurance Company

First publication May 30, 2008, final June 13, 2008.

MIDLANDS BUSINESS JOURNAL-Robert G. Hoig, Editor

## STATE OF NEBRASKA

## County of Douglas

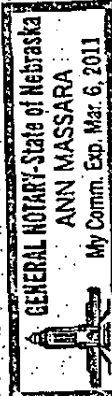
SS.

Bob Hoig

deposes and says that he/she is President, being duly sworn,

of The Midlands Business Journal, a legal weekly newspaper published in the City of Omaha, Douglas County, Nebraska, printed in the English language, having a bona fide circulation in Douglas County in excess of 300 copies for more than 52 weeks last year, that the printed notice attached hereto was published in said Midlands Business Journal for consecutive weeks, beginning on May 30, 2008, and ending on June 13, 2008, and said newspaper was during that time and has since been in general circulation in said County and State, and that said newspaper was printed in whole or in part in the office maintained at place of publication.

Subscribed in my presence and  
 sworn to before me this 13

day of June, 2008

Notary Public

Duplicate Affidavits of this Publication have been filed in the office of:  
 County Court ☐ Clerk of Dist. Court ☐ County Clerk ☐ Sec. State ☒

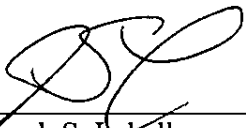
**ARCH INDEMNITY INSURANCE COMPANY**  
**f/k/a Western Diversified Casualty Insurance Company**  
**ASST. SECRETARY'S CERTIFICATE**

I, Joseph Steven Labell, Vice President, Assistant Secretary and Deputy General Counsel of Arch Indemnity Insurance Company (f/k/a Western Diversified Casualty Insurance Company), a Nebraska corporation, do hereby certify that attached hereto is a true and correct copy of the Resolution of the Board of Directors of Western Diversified Casualty Insurance Company n/k/a Arch Indemnity Insurance Company dated the 13<sup>th</sup> day of April, 2008.

IN WITNESS WHEREOF, I have hereunto affixed my hand and the seal of said Corporation this 1st day of August, 2008.



(seal)

  
\_\_\_\_\_  
Joseph S. Labell  
Vice President, Asst. Secretary  
Deputy General Counsel

**RESOLUTIONS ADOPTED BY WRITTEN CONSENT  
OF THE SOLE SHAREHOLDER  
OF WESTERN DIVERSIFIED CASUALTY INSURANCE COMPANY**

The undersigned ("Shareholder"), as the holder of all of the issued and outstanding shares of capital stock of Western Diversified Casualty Insurance Company, a Nebraska corporation (the "Corporation"), HEREBY CONSENTS to the adoption of the following preambles and resolutions without a meeting:

WHEREAS, pursuant to the Ne. Rev. St. §§ 21-20, 118 and 121 and the recommendation of the Board of Directors of the Corporation at a meeting held on April 3, 2008, the Corporation desires to change its name from "Western Diversified Casualty Insurance Company" to "Arch Indemnity Insurance Company"; and

WHEREAS, the Corporation desires to amend and restate its Articles of Incorporation to reflect the foregoing name change;

NOW, THEREFORE, BE IT

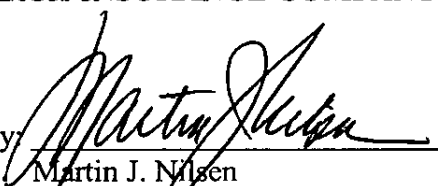
RESOLVED, that subject to receipt of approval from the Nebraska Department of Insurance (the "Department"), the name change of the Corporation from "Western Diversified Casualty Insurance Company" to "Arch Indemnity Insurance Company" is hereby approved and confirmed in all respects; and further

RESOLVED, that the Amended and Restated Articles of Incorporation, in the form attached hereto as Exhibit A, are hereby approved and confirmed in all respects; and further

RESOLVED, that the appropriate officers of the Corporation, be and each of them hereby is, authorized and directed to prepare, execute and deliver, or cause to be prepared, executed and delivered, any related documents or additional documents as may be required by the Department, or which the appropriate officers in their complete discretion may deem necessary or appropriate, in order to consummate the foregoing name change.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent on the 13th day of April 2008, and directs that it be filed with the minutes of the corporate proceedings of the Corporation.

**ARCH INSURANCE COMPANY**

By   
Martin J. Nilsen  
Secretary