

827838

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

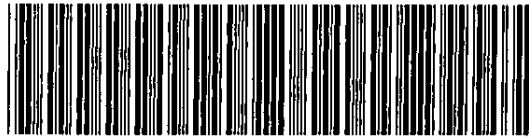
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
07 MAR 20 AM 7:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N.C.

G. Coulters MAR 20 2007

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Ace American Reinsurance Company
(Name of Corporation)

DOCUMENT NUMBER: 827838

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Judith M. Adams, Paralegal
(Name of Contact Person)

Partridge Snow & Hahn LLP
(Firm/Company)

180 South Main Street
(Address)

Providence, RI 02903
(City/State and Zip Code)

For further information concerning this matter, please call:

Judith M. Adams, Paralegal at (401) 861-8200 ext. 226
(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 9, 2007

JUDITH M. ADAMS
PARTRIDGE SNOW & HAHN LLP
180 SOUTH MAIN ST
PROVIDENCE, RI 02903

SUBJECT: ACE AMERICAN REINSURANCE COMPANY
Ref. Number: 827838

We have received your document for ACE AMERICAN REINSURANCE COMPANY and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date 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 the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 407A00016961



March 16, 2007

VIA FEDERAL EXPRESS

(850-245-6903)

Ms. Cheryl Coulliette
Document Specialist
Florida Department of State
Division of Corporations
Clifton Building, 2661 Executive Center Circle
Tallahassee, FL 32301

Re: ACE American Reinsurance Company – Letter Number:
407A00016961

Dear Ms. Coulliette:

As you requested in your letter dated March 9, 2007, enclosed please find certified copies of Articles and Amendments from the Pennsylvania Department of State for the above-noted matter.

If you require any additional information, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink that reads "Judith M. Adams".

Judith M. Adams
Paralegal

/jma
Enclosures

907047_1/5481-1

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)

827838

(Document number of corporation (if known))

1. Ace American Reinsurance Company

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

2. Pennsylvania

(Incorporated under laws of)

3. 04/18/1972

(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? September 29, 2006

5. R&Q Reinsurance 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.

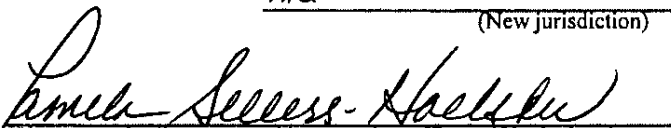
n/a

(New duration)

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

n/a

(New jurisdiction)



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

Pamela S. Sellers-Hoelsken

(Typed or printed name of person signing)

Treasurer

(Title of person signing)

FILED
07 MAR 20 AM 7:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

March 14, 2007

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

R&Q Reinsurance Company

I, Pedro A. Cortés, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Domestication and all Amendments

which appear of record in this department



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Pedro A. Cortés

Secretary of the Commonwealth

jjones



COMMONWEALTH OF PENNSYLVANIA
INSURANCE DEPARTMENT
Office of Regulation of Companies
Bureau of Licensing and Financial Analysis
Bureau of Examinations
1345 Strawberry Square
Harrisburg, PA 17120

September 25, 1995

George D. Mulligan, Esquire
Connecticut General Fire and Casualty Insurance Company
P. O. Box 7716
Philadelphia, Pennsylvania 19192

VIA FAX: (215) 761-5558

RE: CIGNA REINSURANCE COMPANY

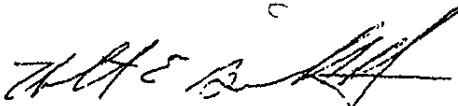
Dear Mr. Mulligan:

The following information is being provided in response to your request of the Department received on September 25, 1995.

Please be advised that the phrasing of the above referenced name has been reviewed and found to be acceptable to the Pennsylvania Insurance Department. You will need to submit a copy of this letter to the Department of State, Corporation Bureau.

I trust that the information provided is responsive to your request. Feel free to contact me at (717) 787-2735 if I can be of further assistance.

Sincerely;


Robert E. Brackbill, Jr.
Licensing Specialist
Company Licensing Division

OCT 04 1993

Microfilm Number _____

Filed with the Department of State on _____

Filing Number 2659339

Secretary of the Commonwealth

ARTICLES OF DOMESTICATION
FOREIGN CORPORATION

DSCB:15-4161/6161 (Rev 90)

Indicate type of corporation (check one):

☐ Foreign Business Corporation (15 Pa.C.S. § 4161)☐ Foreign Nonprofit Corporation (15 Pa.C.S. § 6161)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations), the undersigned qualified foreign corporation, desiring to become a domestic business or domestic nonprofit corporation, hereby states that:

The name of the corporation is: CIGNA Reinsurance Company

The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a)	<u>Two Liberty Place</u>	<u>1601 Chestnut Street, Philadelphia, PA</u>	<u>19192</u>	<u>Philadelphia</u>
	Number and Street	City	State	Zip

(b) c/o:	_____	_____
	Name of Commercial Registered Office Provider	County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. Upon the 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.

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
To engage, directly or indirectly, in the business of insurance and reinsurance, and in all
business acts and/or activities reasonably and necessarily incidental to the business of
insurance and reinsurance, lawful for a corporation organized under the Corporation and
Insurance laws of the Commonwealth of Pennsylvania as these laws may be amended from time to
time.

☒ 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.

OCT 12 1993

i. (Strike out inapplicable 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 a 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.~~

i. (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.

See attached Exhibit A to these Articles of Domestication.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Domestication to be executed his 3rd day of October, 19 95.

CIGNA Reinsurance Company

(Name of Corporation)

BY: 

(Signature)

TITLE: F. Michael Armstrong, President

EXHIBIT A TO THE ARTICLES OF DOMESTICATION OF
CIGNA REINSURANCE COMPANY

7. The authorized capital stock of this corporation shall be not less than Twenty Million Dollars (\$20,000,000) and may from time to time be increased when and as authorized by the stockholders and, unless the stockholders otherwise authorize, shall be divided into Ten Thousand (10,000) shares of the par value of Two Thousand Dollars (\$2,000) each. The capital stock of the Corporation shall be transferrable in accordance with the by-laws; and one or more transfer agents may be employed. The stock of the Company shall be entitled to one vote per share.

8. The term for which this corporation shall exist shall be perpetual.

9. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter and repeal the by-laws of the Corporation.

10. The Directors and Officers of this Corporation shall be empowered to pay participating dividends on behalf of the Company to its policyholders at rates appropriate and permissible on the various kinds of insurance that the Company is authorized to write in the states in which such policyholders may be located.

11. This Corporation reserves the right to amend, alter, change and repeal any promises contained in these Articles of Domestication in the manner now or hereafter prescribed by law and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.



9961-1788

COMMONWEALTH OF PENNSYLVANIA
INSURANCE DEPARTMENT

OFFICE OF REGULATION OF COMPANIES

1345 Strawberry Square
Harrisburg, PA 17120

Phone (717) 787-1879
Fax (717) 787-9551

July 6, 1999

Liane Cagney
Westmont Associates, Inc.
25 Chestnut Street, Suite 105
Haddonfield, NJ 08033

Via Fax: (856) 216-0303

RE: Name Approval
ACE Indemnity Insurance Company
ACE Fire Underwriters Insurance Company
ACE American Insurance Company
ACE American Reinsurance Company
ACE Employers Insurance Company
ACE Property and Casualty Insurance Company

Dear Ms. Cagney:

The following information is being provided in response to your request, received on July 6, 1999.

Please be advised that the phrasing of the above referenced names has been reviewed and found to be acceptable to the Pennsylvania Insurance Department. You will need to submit a copy of this letter to the Pennsylvania Department of State, Corporation Bureau.

This Department does not reserve company names. Name reservations can be arranged with the Corporations Bureau, Pennsylvania State Department, telephone number (717) 787-1057.

I trust that the information provided is responsive to your request. Please feel free to contact me at (717) 787-1879 should you have any questions.

Sincerely,

Robert A. Kotal

Robert A. Kotal
Insurance Company Licensing Specialist
Company Licensing Division

9961-1789

Microfilm Number _____

Filed with the Department of State on JUL 15 1999Entity Number 2659339

[Signature]
 Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

OSCB: 15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: CIGNA Reinsurance Company

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 1601 Chestnut Street, Philadelphia, PA 19192

Number and Street	City	State	Zip	County

(b) c/o: _____

Name of Commercial Registered Office Provider	County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

Title 15 Pa Statutes Part II, Subpart B

3. The statute by or under which it was incorporated is: Article B, Chapter 13

4. The date of its incorporation is: 10/4/95

5. (Check, and if appropriate complete, one of the following):



The amendment shall be effective upon filing these Articles of Amendment in the Department of State.



The amendment shall be effective on: 11/1/99 at 12:00am

Date

Hour

6. (Check one of the following):



The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b)



The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c)

7. (Check, and if appropriate complete, one of the following):



The amendment adopted by the corporation, set forth in full, is as follows:

RESOLVED, that the Articles of Incorporation be amended by changing Article One so that, as amended, said Article shall be and read as follows:

1. The name of the corporation is: ACE American Reinsurance Company



The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

9961-1790

DSCB: 15-1915 (Rev 90)-2

0. (Check if the amendment restates the Articles):



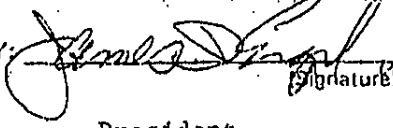
The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 7th day of July 19 99.

CIGNA Reinsurance Company

(Name of Corporation)

BY:


(Signature)

TITLE: President

9961-1791

RESTATED ARTICLES OF INCORPORATION

OF

ACE American Reinsurance Company

FIRST: The name of the Corporation is ACE American Reinsurance Company;

SECOND: The address of the Corporation's current registered office in this Commonwealth is: Two Liberty Place, 1601 Chestnut Street, Philadelphia, PA 19192;

THIRD: The purpose or purposes of the Corporation are:

To engage, directly or indirectly, in the business of insurance and reinsurance and in all acts and/or activities reasonably and necessarily incidental to the business of insurance and reinsurance, lawful for a Corporation organized under the Corporation and Insurance Laws of the Commonwealth of Pennsylvania as these laws may be amended from time to time; and

To have 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.

FOURTH: The authorized capital stock of this Corporation shall be not less than Twenty Million Dollars (\$20,000,000) and may from time to time be increased when and as authorized by the stockholders and, unless the stockholders otherwise authorize, shall be divided into Ten Thousand (10,000) shares of the par value of Two Thousand Dollars (\$2,000) each. The capital stock of the Corporation shall be transferable in accordance with the By-laws; and one or more transfer agents may be employed. The stock of the Company shall be entitled to one vote per share.

FIFTH: The term for which this Corporation shall exist shall be perpetual.

SIXTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter and repeal the By-laws of the Corporation.

SEVENTH: The Directors and Officers of this Corporation shall be empowered to pay participating dividends on behalf of the Company to its policyholders at rates appropriate and permissible on the various kinds of insurance that the Company is authorized to write in the states in which such policyholders may be located.

EIGHTH: This Corporation reserves the right to amend, alter, change and repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

9961-1792

IN WITNESS WHEREOF, the said Company has to these presents fixed its Corporate Seal and caused the same to be subscribed and attested to by its President and Secretary on the _____ day of _____, 1999.

ACE American Reinsurance Company

{ Corporate Seal }

By: _____
James D. Engel
President

Attest:

Cheryl A. Bowden
Secretary

COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF PHILADELPHIA)

On the _____ day of _____, 1999, Cheryl A. Bowden, Secretary of ACE American Reinsurance Company, being duly sworn according to law, deposes and says that the signature of James D. Engel, President of said Company, is in his proper handwriting; that he, the said Cheryl A. Bowden, was present at the execution of the said document, affixed his signatures thereto, and affixed the Corporate Seal of the said ACE American Reinsurance Company thereto.

Cheryl A. Bowden, Secretary

Sworn to and subscribed before me
this _____ day of _____, 1999.

Notary Public

My commission expires: _____

Microfilm Number

9952-1078

DEC 21 1999

Filed with the Department of State on

Entity Number

2454339

Secretary of the Commonwealth

STATEMENT OF CORRECTION

DSCB:15-136 (Rev 91)

In compliance with the requirements of 15 Pa.C.S. § 138 (relating to statement of correction) the undersigned association or other person, desiring to correct an inaccurate record of corporate or other action or correct defective or erroneous execution of a document, hereby states that:

1. The name of the association or other person is: ACE American Reinsurance Company

2. The (a) address of this association's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>1601 Chestnut Street,</u>	<u>Philadelphia,</u>	<u>PA</u>	<u>19192</u>	<u>Philadelphia</u>
Number and Street	City	State	Zip	County

(b) C/O _____	_____
Name of Commercial Registered Office Provider	County

For an association represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the association is located for venue and official publication purposes.

3. The statute by or under which it was incorporated or the preceding filing was made, in the case of a filing that does not constitute a part of the articles of incorporation of a corporation, is: BCL of 1988

4. The inaccuracy or defect, which appears in Department of State form 15-1915 filed on 7/15/99 and recorded in Roll and Film Number _____ et seq. is: The date of incorporation in paragraph 4. is incorrectly stated as being 10/4/95.

5. (Check one of the following):

☒ The portion of the document requiring correction in corrected form is set forth in Exhibit A attached hereto and made a part hereof.

☐ The original document to which this statement relates shall be deemed reexecuted.

☐ The original document to which this statement relates shall be deemed stricken from the records of the Department

EXHIBIT A: 4. The date of incorporation is 2/26/71.

IN TESTIMONY WHEREOF, the undersigned association or other person has caused this statement to be signed

by a duly authorized officer thereof or otherwise in its name this 16th day of December, 1999

ACE American Reinsurance Company
(Name)

BY:

James P. Engel
(Signature)

TITLE:

President

2003050-305

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

Entity Number

2659339

- ☒ Business Corporation (§ 1915)
☐ Nonprofit Corporation (§ 5915)

Name

Address

City

State

Zip Code

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

Fee: \$52

Filed in the Department of State on: JUN 04 2003

Perla C. Costas
Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:

ACE AMERICAN REINSURANCE COMPANY

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
1601 Chestnut Street,	Philadelphia,	PA	19103	Philadelphia

(b) Name of Commercial Registered Office Provider

County

c/o

3. The statute by or under which it was incorporated: Title 15 Pa Statutes Part II, Subpart B
Article B, Chapter 13

4. The date of its incorporation: 02/26/1971

5. Check, and if appropriate complete, one of the following:

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: _____ at _____
Date Hour

2003050-306

DSCB:15-1915/5915 2

6. Check one of the following:

- ☒ The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).
- ☐ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following.

- ☒ The amendment adopted by the corporation, set forth in full, is as follows

"SECOND: The address of the corporation's current registered office in this Commonwealth is: Two Liberty Place, 1601 Chestnut Street, Philadelphia, PA 19103."

- ☐ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

- ☐ The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

23rd day of May,
'2003'

ACE AMERICAN REINSURANCE COMPANY

Name of Corporation

Bruna A. Johnston
Signature

Bruna A. Johnston, Secretary

Title

200305 0-307

ACE AMERICAN REINSURANCE COMPANY

Certified to be a true and correct copy of resolutions adopted by Written Consent of Sole Stockholder of ACE American Reinsurance Company on May 23, 2003, and that said resolutions remain in full force and effect as of this date of certification, not having been amended, modified or rescinded since the date of adoption.

AMENDMENT TO ARTICLES OF INCORPORATION

RESOLVED, That Article 2 of the Articles of Incorporation of ACE American Reinsurance Company is hereby amended so as to change the zip code of the registered office of the Corporation in the Commonwealth of Pennsylvania, and that said Articles are hereby amended to read as follows:

"SECOND: The address of this corporation's current registered office in this Commonwealth is: Two Liberty Place, 1601 Chestnut Street, Philadelphia, PA 19103.

RESOLVED FURTHER, That the Sole Stockholder of this Corporation, Century Indemnity Corporation, hereby approves said Amendment to the Corporation's Articles of Incorporation substantially in the form of the Articles of Amendment of this Corporation attached as Exhibit A and made a part of this Written Consent of Sole Stockholder; and

RESOLVED FURTHER, That the President or any Vice President and the Secretary or any Assistant Secretary of this Corporation are hereby authorized and empowered, in the name and on behalf of the Corporation, to execute and acknowledge the Articles of Amendment of the Corporation giving effect to the Amendment described in the immediately preceding resolution, which amendment is set forth in the Articles of Amendment attached as Exhibit A and made a part of this Written Consent of Sole Stockholder, and to file such Articles of Amendment in the form and manner required by the applicable provisions of the Pennsylvania Business Corporations Law, and in general to do any and all things necessary to effect the foregoing amendment in accordance with said law.

Dated: 5/28/03

Name: 

Bruna Anne Johnston
Secretary

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

Articles/Certificate of Merger

(15 Pa.C.S.)

Entity Number

2659339

- ☒ Domestic Business Corporation (§ 1926)
☐ Domestic Nonprofit Corporation (§ 5926)
☐ Limited Partnership (§ 5547)

Name

Frank Dietrick c/o Duane Morris LLP

Address

One Liberty Place

City

Philadelphia

State

PA

Zip Code

19103

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

Fee: \$150 plus \$40 additional for each Party in additional to two

Filed in the Department of State on

JAN 19 1985

Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1 The name of the corporation/limited partnership surviving the merger is:

A - American Reinsurance Company

2 Check and complete one of the following

☒ The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street City State Zip County
 Two Liberty Place, 1601 Chestnut St., Philadelphia, PA 19103 Philadelphia

(b) Name of Commercial Registered Office Provider

County

c/o

☐ The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street City State Zip County

(b) Name of Commercial Registered Office Provider

County

c/o

☐ The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip

125(13) 15-1926/5926/854 1-2

<p>3 The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and non-qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:</p>			
Name	Registered Office Address	Commercial Registered Office Provider	County
The 1792 Company	N/A	N/A	N/A
<p>4 Check, and if appropriate complete, one of the following:</p> <p><input type="checkbox"/> The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.</p> <p><input checked="" type="checkbox"/> The plan of merger shall be effective on: <u>1/19/2025</u> at <u>12:00</u> a.m. Date Hour</p>			
<p>5 The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:</p> <p>Name Manner of Adoption Adopted by action of the board of directors of the corporation pursuant to</p> <p>15 Pa.C.S. § 1524(b)(2)</p>			
<p>6 Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger: The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporations/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.</p>			
<p>7 Check, and if appropriate complete, one of the following:</p> <p><input checked="" type="checkbox"/> The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.</p> <p><input type="checkbox"/> Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is _____.</p>			
Number and street	City	State	Zip County

200507-1305

DSCB 15-1926/5926/8547-3

IN TESTIMONY WHEREOF, the undersigned
corporation/limited partnership has caused these
Articles/Certificate of Merger to be signed by a duly
authorized officer thereof this

18 day of January

2005

Ace American Reinsurance Company

Name of Corporation/Limited Partnership

[Signature]

Signature

President

Title

The 1752 Company

Name of Corporation/Limited Partnership

[Signature]

Signature

VP

Title

200507-1306

EXHIBIT A

PLAN OF MERGER
(as adopted on January 13, 2005)

for the merger of

The 1792 Company

with and into

ACE American Reinsurance Company

1. The Merger. At the Effective Time (as defined in Section 2) and subject to and upon the terms and conditions of this Plan of Merger, the Delaware General Corporation Law ("DGCL") and the Pennsylvania Business Corporation Law ("PBCL"). The 1792 Company, a corporation organized and existing under the laws of the State of Delaware ("The 1792 Company") shall be merged with and into ACE American Reinsurance Company, a corporation organized and existing under the laws of the Commonwealth of Pennsylvania ("ACE American-Re"), the separate corporate existence of The 1792 Company shall cease and ACE American-Re shall continue as the surviving company (the "Merger"). ACE American-Re, as the surviving company after the Merger is sometimes hereinafter referred to as the "Surviving Corporation."

2. Effective Time. The Merger shall be effective on January 19, 2005 at 12.00 a.m. (the "Effective Time").

3. Effect of the Merger. The Merger shall have the effects set forth in Section 1929 of the PBCL and Section 259 of the DGCL. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all the property, rights, privileges, powers and franchises of The 1792 Company shall vest in the Surviving Corporation, and all debts, liabilities and duties of The 1792 Company shall become the debts, liabilities and duties of the Surviving Corporation.

4. Name; Articles of Incorporation; By-Laws; Directors and Officers.

4.1 The name of the Surviving Corporation shall be ACE American Reinsurance Company. At the Effective Time, the Articles of Incorporation of ACE American-Re, as in effect immediately before the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by law and such Articles of Incorporation.

4.2 The By-laws of ACE American-Re, as in effect immediately before the Effective Time, shall be the By-laws of the Surviving Corporation until thereafter amended as provided by law, the Articles of Incorporation of the Surviving Corporation and such By-laws.

4.3 The directors of ACE American-Re immediately before the Effective Time shall be the initial directors of the Surviving Corporation, and the officers of ACE American-Re

can-Re immediately before the Effective Time shall be the initial officers of the Surviving Corporation, in each case until their successors are duly elected or appointed. If, at the Effective Time, a vacancy shall exist on the Board of Directors of ACE American-Re or in any office of the Surviving Corporation, such vacancy may thereafter be filled in the manner provided by law and the By-laws of the Surviving Corporation.

5. Conversion of Securities. At the Effective Time, by virtue of the Merger and without any action on the part of ACE American-Re or The 1792 Company:

5.1 Each share of common stock, par value \$500.00 per share, of The 1792 Company issued and outstanding immediately before the Effective Time shall automatically be canceled and extinguished.

5.2 Each share of common stock, par value \$2,000.00 per share, of ACE American-Re issued and outstanding immediately before the Effective Time shall remain issued and outstanding and be unaffected by the Merger.

6. Conditions of the Merger. Anything herein or elsewhere to the contrary notwithstanding, this Plan of Merger may be amended, or the Merger may be terminated or abandoned, by the Board of Directors of ACE American-Re at any time prior to the time that the Merger becomes effective.

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Statement of Change of Registered Office (15 Pa.C.S.)

- ☒ Domestic Business Corporation (§ 1507)
☐ Foreign Business Corporation (§ 4144)
☐ Domestic Nonprofit Corporation (§ 5507)
☐ Foreign Nonprofit Corporation (§ 6144)
☐ Domestic Limited Partnership (§ 8506)

Name		
Address CT CORP-COUNTER		
City	State	Zip Code

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

Fee: \$70

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations), the undersigned corporation or limited partnership, desiring to effect a change of registered office, hereby states that:

1. The name is:

ACE AMERICAN REINSURANCE 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
Two Liberty Place, 1601 Chestnut Street	Philadelphia	PA	19103	Philadelphia

(b) Name of Commercial Registered Office Provider

County

c/o:

3. Complete part (a) or (b):

(a) The address to which the registered office of the corporation or limited partnership in this Commonwealth is to be changed is:

(a) Number and street	City	State	Zip	County
436 Walnut Street	Philadelphia	PA	19106	Philadelphia

(b) The registered office of the corporation or limited partnership shall be provided by:

c/o:

Name of Commercial Registered Office Provider

County

4. *Strike out if a limited partnership:*

Such change was authorized by the Board of Directors of the corporation.

IN TESTIMONY WHEREOF, the undersigned has caused this Application for Registration to be signed by a duly authorized officer thereof this

12th day of January, 2016.

ACE AMERICAN REINSURANCE COMPANY

Name of Corporation/Limited Partnership


Signature

Secretary

Title

SEP-29-2006 15:35

PARTRIDGE SNOW & HAHN

Date Filed: 09/29/2006
Pedro A. Cortés
Secretary of the Commonwealth

SEP. 29. 2006 11:19AM

DEPT OF STATE CORP BUREAU

NO. 3505 P. 2

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

- ☒ Business Corporation (§ 1915)
☐ Nonprofit Corporation (§ 5915)

Name Jennifer R. Carvenka, Esq.		
Address 180 South Main Street		
City Providence, RI 02903	State	Zip Code

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

Commonwealth of Pennsylvania
ARTICLES OF AMENDMENT-BUSINESS 6 Page(s)

Fee: \$70

In compliance with the requirements of the applicable provisions (relating to _____)
desiring to amend its articles, hereby states that:

1. The name of the corporation is:
Aoe American Reinsurance Company

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its
commercial registered office provider and the county of venue is (the Department is hereby authorized to
correct the following information to conform to the records of the Department):

(a) Number and Street City State Zip County
2 Liberty Plaza, 1601 Chestnut Street, Philadelphia, PA 19103

(b) Name of Commercial Registered Office Provider County
c/o

3. The statute by or under which it was incorporated: Title 15 Pa Statutes Part II, Subpart B Article B, Chapter 13

4. The date of its incorporation: 02/26/1971

5. Check, and if appropriate complete, one of the following:

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: _____ at _____
Date Hour

SEP 29 2006

29 SEP 25 11:42

SEP-29-2006 15:35

PARTRIDGE SNOW & HAHN

401 861 8210 P.05/08

SEP. 29. 2006 11:19AM

DEPT OF STATE CORP BUREAU

NO. 3505 P. 3

DUCB:15-1915/5915-2

6. Check one of the following:

- ☒ The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).
- ☐ The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check and if appropriate, complete one of the following:

- ☒ The amendment adopted by the corporation, set forth in full, is as follows
FIRST: The name of the Corporation is R&Q Reinsurance Company;

- ☐ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

- ☐ The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

20th day of September
2006

Ace American Reinsurance Company

Name of Corporation

Pamela S. Sellers-Hoelsken
Signature

Pamela S. Sellers-Hoelsken, Treasurer
Title

SEP-29-2006 15:36

PARTRIDGE SNOW & HAHN

401 861 8210 P.08/08

SEP. 29. 2006 11:20AM DEPT OF STATE CORP BUREAU

NO. 3505 P. 6

09/18/2006 10:31 FAX 7177878557

2052/003



COMMONWEALTH OF PENNSYLVANIA
INSURANCE DEPARTMENT
Office of Corporate and Financial Regulation
1345 Strawberry Square
Harrisburg, PA 17120
www.insurance.state.pa.us
Telephone (717) 783-2143 Fax (717) 787-8557

September 18, 2006

Jennifer R. Cervenka
Partridge Snow & Hahn LLP
180 South Main Street
Providence, Rhode Island 02903

ALSO VIA FAX: (401) 861-8210

RE: RAO REINSURANCE COMPANY

Dear Ms. Cervenka:

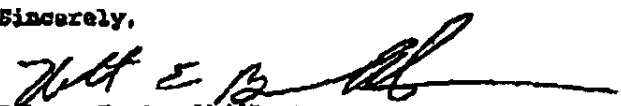
The following information is being provided in response to your fax request of earlier today.

Please be advised that the phrasing of the above-referenced name has been reviewed and found to be acceptable to the Pennsylvania Insurance Department. You will need to present a copy of this letter to the Pennsylvania Department of State, Corporation Bureau. In processing the registration of the name, the Department of State will verify that the new name is not being used by an existing entity or that the name does not too closely resemble that of an existing entity.

Note that this letter is to approve the use of a name only, it does not represent any form of licensure.

I trust that the information provided is responsive to your request. Please feel free to contact us at (717) 783-2143 should you have any questions.

Sincerely,


Robert E. Brackbill, Jr.
Chief
Company Licensing Division



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a Wolters Kluwer business

CT
111 Eighth Avenue
New York, NY 10011

www.ctlegalsolutions.com

September 29, 2006

VIA Facsimile

Pennsylvania Secretary of the Commonwealth
Corporations Division
Department of State
Corporations Bureau
206 North Office Building
Harrisburg, Pennsylvania 17120-0029

RE: R & Q Reinsurance Company
Order: 6682465

Dear Pennsylvania Secretary of the Commonwealth:

I am writing concerning the above-referenced business entity. Pursuant to your request, we are hereby providing a request to release the name reservation in with respect to an impending filing.

If you have any questions, please feel free to contact us.

Sincerely,

Lori Burke

Lori Burke
Customer Specialist

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Statement of Change of Registered Office (15 Pa.C.S.)

- ☒ Domestic Business Corporation (§ 1507)
☐ Foreign Business Corporation (§ 4144)
☐ Domestic Nonprofit Corporation (§ 5507)
☐ Foreign Nonprofit Corporation (§ 6144)
☐ Domestic Limited Partnership (§ 8506)

Name		
Jennifer R. Cervenka, Esq.		
Address		
180 South Main Street		
City	State	Zip Code
Providence, RI	02903	

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

Commonwealth of Pennsylvania
DOMESTIC - CHANGE OF REGISTERED OFFICE 2 Page(s)

Fee: \$70

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations), the undersigned corporation or limited partnership, desiring to effect a change of registered office, hereby states that:

1. The name is:
R&Q Reinsurance Company (formerly Ace American Reinsurance 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
2 Liberty Place, 1601 Chestnut Street,	Philadelphia, PA	19103		

(b) Name of Commercial Registered Office Provider	County
c/o:	

3. Complete part (a) or (b):

(a) The address to which the registered office of the corporation or limited partnership in this Commonwealth is to be changed is:

30 South 17th Street, 7th Floor, Philadelphia, PA 19103

Number and street	City	State	Zip	County

(b) The registered office of the corporation or limited partnership shall be provided by:

Name of Commercial Registered Office Provider	County
c/o:	

4. *Strike out if a limited partnership:*

Such change was authorized by the Board of Directors of the corporation.

IN TESTIMONY WHEREOF, the undersigned has caused this Application for Registration to be signed by a duly authorized officer thereof this

2nd day of October, 2006.

R&Q Reinsurance Company (formerly Ace American Reinsurance Company)

Name of Corporation/Limited Partnership

Pamela S. Sellers-Haack
Signature

Treasurer

Title