

839755

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

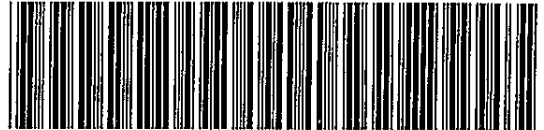
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700038326677

07/13/04 --01050--007 \*\*35.00

FILED  
04 JUL 28 AM 11:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend.

7/5

7/28

## TRANSMITTAL LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** The Fidelity and Casualty Company of New York  
(Name of corporation)

**DOCUMENT NUMBER:** 839755

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kathy Sulikowski - 43s  
(Name of person)

CNA  
(Name of firm/company)

333 S. Wabash Ave.  
(Address)

Chicago, IL 60604  
(City/state and zip code)

For further information concerning this matter, please call:

Kathy Sulikowski at ( 312 ) 822-7435  
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- |  |  |   |   |
|--|--|---|---|
| <input checked="" type="checkbox"/> \$35.00 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(Additional copy is<br>enclosed) |
|--|--|---|---|

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399



CNA Center Chicago IL 60685-0001

Kathleen Sulikowski  
Director  
Law Department  
Telephone 312-822-7435  
Facsimile 312-822-1186

kathy.sulikowski@cna.com

July 21, 2004

Florida Department of State  
Attn: Velma Shepard  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Amended Applications for Authority  
The Continental Insurance Company  
The Fidelity and Casualty Company of New York

*Rec'd 7/28*

Dear Ms. Shepard:

Per your request, attached please find the following documents in support of the Amended Applications for Authority for The Continental Insurance Company and The Fidelity and Casualty Company of New York:

- Approval of Outbound Redomestications by NH DOI
- Approval of Redomestications by SC DOI

Please feel free to contact me at 312-822-7435 if you have any additional questions.

Respectfully,

*Kathy Sulikowski*  
Enc.

FILED  
04 JUL 28 AM 11:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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)**

839755

(Document number of corporation (if known))

1. The Fidelity and Casualty Company of New York

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

2. New Hampshire

(Incorporated under laws of)

3. 12/31/1977

(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. \_\_\_\_\_

(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.

South Carolina

(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)

Robert M. Mann

(Typed or printed name of person signing)

7-7-04

(Date)

Senior Vice President

(Title of person signing)

# *The State of South Carolina*



## *Office of Secretary of State Mark Hammond* **Certificate of Authorization**

I, Mark Hammond, Secretary of State of South Carolina Hereby certify that:

**FIDELITY AND CASUALTY COMPANY OF NEW YORK THE,**  
a corporation duly organized under the laws of the state of **SOUTH CAROLINA**  
and issued a certificate of authority to transact business in South Carolina on  
**December 31st, 2003**, has on the date hereof filed all reports due this office, paid all  
fees, taxes and penalties owed to the Secretary of State, that the Secretary of State  
has not mailed notice to the Corporation that its authority to transact business in  
South Carolina is subject to being revoked pursuant to Section 33-15-310 of the 1976  
South Carolina Code, and no application for surrender of authority to do business in  
South Carolina has been filed in this office as of the date hereof.

Given under my Hand and the Great Seal of  
the State of South Carolina this 14th day of  
June, 2004.

A handwritten signature of Mark Hammond in black ink, written over a horizontal line.

Mark Hammond, Secretary of State

**THE STATE OF NEW HAMPSHIRE  
INSURANCE DEPARTMENT**

56 OLD SUNCOOK ROAD  
CONCORD, NEW HAMPSHIRE 03301-5151

Roger A. Seigny  
Commissioner

December 30, 2003

**IN THE MATTER OF**

The Fidelity and Casualty Company of New York's request for approval pursuant to RSA 405:63 to redomesticate to the State of South Carolina.

Docket No. INS 03-056-AP

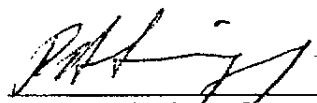
**APPROVAL OF  
OUTBOUND REDOMESTICATION**

The Fidelity and Casualty Company of New York requested approval to redomesticate to the State of South Carolina and the New Hampshire Insurance Department has carefully reviewed the Company's request.

The Fidelity and Casualty Company of New York's request to redomesticate is hereby APPROVED with the following provisions:

1. Following redomestication, The Fidelity and Casualty Company of New York will be licensed by this Department as a foreign insurer, with authority to write the lines of insurance for which it is currently authorized;
2. Pursuant to RSA 405:64, The Fidelity and Casualty Company of New York's certificate of authority shall be amended to reflect the change of domicile;
3. All other licenses, agents, appointments, rates, and other incidences of The Fidelity and Casualty Company of New York's authority to engage in the business of insurance in the State of New Hampshire shall continue in full force and effect so long as The Fidelity and Casualty Company of New York remains duly qualified to transact the business of insurance in New Hampshire.
4. The Fidelity and Casualty Company of New York may continue to use existing policy forms with appropriate endorsements as approved by the New Hampshire Insurance Department reflecting the change in domicile.
5. The Fidelity and Casualty Company of New York's outstanding policies of insurance shall remain in full force and effect and need not be endorsed to reflect its new state of domicile.

APPROVED:

  
\_\_\_\_\_  
Roger A. Seigny, Commissioner

# State of New Hampshire

## Department of State

### CERTIFICATE

I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify that restated articles of incorporation with amendments were filed in this office on January 8, 2004 for the redomestication of THE FIDELITY AND CASUALTY COMPANY OF NEW YORK from New Hampshire to South Carolina effective January 8, 2004. I further certify that articles of dissolution have not been filed with this office: and the attached is a true copy of the list of documents on file in this office.



TESTIMONY WHEREOF, I hereto  
set my hand and cause to be affixed  
the Seal of the State of New Hampshire,  
this 8th day of January, A.D. 2004

*William M. Gardner*

William M. Gardner  
Secretary of State

22859

**FILED**

ARTICLES OF REDOMESTICATION  
OF  
THE FIDELITY AND CASUALTY COMPANY OF NEW YORK

JAN - 8 2004

WILLIAM M. GARDNER  
NEW HAMPSHIRE  
SECRETARY OF STATE

I.

The name of the corporation is The Fidelity and Casualty Company of New York, a New Hampshire insurer (the "Corporation").

II.

The Corporation filed with the Commissioner of Insurance of the State of New Hampshire (the "Commissioner") a request to redomesticate the Corporation, pursuant to RSA 405:63, from the State of New Hampshire to the State of South Carolina. Such request has been approved by order of the Commissioner.

III.

By unanimous written consents effective December 29, 2003 the board recommended and the shareholder approved the redomestication described herein. All 1,000,000 issued and outstanding shares of the corporation consented to this action.

IV.

The Corporation is licensed as a foreign insurer in the State of South Carolina.

V.

Upon the effectiveness of these Articles of Redomestication, the Corporation shall cease to be a stock insurance corporation organized and domiciled in the State of New Hampshire and shall become a stock insurance corporation organized and domiciled in, and subject to the laws of, the State of South Carolina.

VI.

These Articles of Redomestication shall be effective as of 12:01 a.m., January 1, 2004.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Redomestication to be executed by its duly authorized officer.

Approved by:

THE FIDELITY AND CASUALTY  
COMPANY OF NEW YORK

By: 

Roger A. Seigny, Commissioner

By: 

Its: Senior Vice President, hereunto duly  
authorized



Before the State of South Carolina  
Department of Insurance

IN THE MATTER OF:

Redomestication of The Fidelity and Casualty Company of  
New York (the "Company"), a New Hampshire domestic  
insurance company, to South Carolina

CNA Plaza  
Chicago, Illinois 60685.

Decision and Order

This matter comes before me pursuant to the Company's request to transfer its domicile from the State of New Hampshire to the State of South Carolina.

**FINDINGS OF FACT AND CONCLUSIONS OF LAW**

From the request, I find and conclude as follows:

1. The Company is a New Hampshire domestic insurance company that has a certificate of authority to transact the business of insurance in that state. The Company requested and the New Hampshire Insurance Department has advised that it will issue an order to transfer its domicile from the State of New Hampshire to the State of South Carolina upon the approval of the transfer by the South Carolina Insurance Department and the satisfaction of certain other conditions ("New Hampshire Redomestication Order").
2. The Company has requested approval of the Director to transfer its domicile to the State of South Carolina pursuant to S.C. Code Ann. Section 38-5-170 (1976, as amended).
3. The Company is authorized to transact business within the State of South Carolina. It was authorized to do business in this State on December 31, 1977, and it is currently authorized for Accident and Health, Property, Casualty, Surety, and Marine authority.
4. S.C. Code Ann. Section 38-5-170 (1976, as amended) provides that:

The certificate of authority, agents' appointments and licenses, rates, and other items which the director or his designee may allow which are in existence at the time any insurer licensed to transact the business of insurance in this State transfers its corporate domicile to this or any other state by merger, consolidation, or any other lawful method shall continue in effect upon such transfer if the insurer remains duly qualified to transact the business of insurance in this State. All outstanding policies of any transferring insurer shall remain in effect and need not be endorsed as to the new name of the company or its new location unless so ordered by the director or his designee. Every transferring insurer shall file new policy forms with the department on or before the effective date of the transfer but may use existing policy forms with appropriate endorsements if allowed by, and under conditions as approved by, the director or his designee. Every transferring insurer shall notify the director or his designee of the details of the proposed transfer and shall file promptly any resulting amendments to corporate documents filed or required to be filed with the department.

5. Bulletin 2002-07 sets forth additional requirements for an insurer interested in redomesticating to the State of South Carolina. It provides, in pertinent part, that:

The Department interprets "any other lawful method" of transferring domiciles to or from this State, as provided in Section 38-5-170, to permit an insurer that is organized under the laws of another state and licensed in South Carolina as a foreign insurer to redomesticate to this State by complying with all of the requirements of law relative to the organization and licensing of a domestic insurer of the same type. Such transferring insurer will be entitled to like certificates and licenses to transact business in this State, and shall be subject to

the authority and jurisdiction of this State. Prior to redomestication as provided herein, the transferring insurer must obtain the approval of the Insurance Commissioner in its current state of domicile.

Conversely, the Department interprets "any other lawful method" of transferring domicile to or from this State, as provided in Section 38-5-170, to permit an insurer that is organized under the laws of South Carolina, upon the approval of the director or his designee, to transfer its domicile to any other state in which it is admitted to transact the business of insurance. Upon such transfer, an insurer shall cease to be a domestic insurer of this State and shall be admitted to this State if it qualifies as a foreign insurer. The director or his designee shall approve the proposed transfer unless he or she determines the transfer is not in the interest of the policyholders of this State. This Bulletin shall not prevent an insurer from redomesticating to or from this State by merger or consolidation as provided in Section 38-5-170.

6. This redomestication is in the best interest of the policyholders of this State.

7. The Company has satisfied the requirements for redomestication under South Carolina law.

Accordingly, it is ordered that:

Based upon these findings and conclusions, the proposed transfer of the Company's domicile to the State of South Carolina and its use of existing policy forms with such limited

endorsement(s) as are made necessary by the transfer allowed hereby is APPROVED to be effective January 1, 2004 upon the following conditions:

1. The Company must comply with all other requirements of applicable South Carolina law.
2. The Company shall continue to comply in full with the four conditions contained within the Order of New Hampshire Insurance Commissioner Roger A. Seigny dated November 10, 2003 ("the New Hampshire Order"). The New Hampshire Order approved the Form D-1 filed by The Continental Insurance Company and on behalf of the Company dated September 11, 2003, as amended pursuant to Amendment No. 1 dated October 16, 2003, and granted the Form A exemption request concerning The Continental Insurance Company and the Company dated August 21, 2003.
3. The Company has been issued the New Hampshire Redomestication Order.



Ernst N. Csiszar  
Director

December 29, 2003  
Columbia, South Carolina