

846169

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

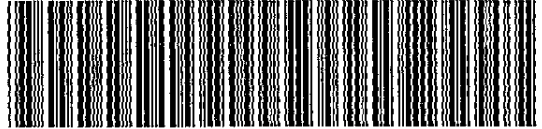
(Business Entity Name)

(Document Number)

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FILED  
05 DEC -1 AM 10:00  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

Name chg/cus  
@ 12.7.05

## TRANSMITTAL LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: Omaha Property and Casualty Insurance Company  
(Name of corporation)

DOCUMENT NUMBER: 846169

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Cheryl Stone  
(Name of person)

Beasley USA Services, Inc.  
(Name of firm/company)

20 Stanford Drive  
(Address)

Farmington, CT 06032  
(City/state and zip code)

For further information concerning this matter, please call:

Cheryl Stone at ( 800 ) 677-5708  
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- |   |  |  |   |
|---|--|--|---|
| <input type="checkbox"/> \$35.00 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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  
409 E. Gaines Street  
Tallahassee, FL 32399

**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)**

FILED  
05 DEC -1 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

846169  
(Document number of corporation (if known))

1. Omaha Property and Casualty Insurance Company  
(Name of corporation as it appears on the records of the Department of State)
2. Nebraska 3. June 9, 1980  
(Incorporated under laws of) (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? March 30, 2005
5. Beasley Insurance Company, Inc.  
(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)

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

Cheryl A. Stone  
(Typed or printed name of person signing)

November 28, 2005  
(Date)

Vice President  
(Title of person signing)

**STATE OF NEBRASKA  
DEPARTMENT OF INSURANCE  
CERTIFICATION**

June 28, 2005

I, L. TIM WAGNER, Director of Insurance of the State of Nebraska, do  
hereby certify that the attached is a full and correct copy of the

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**BEAZLEY INSURANCE COMPANY, INC.  
f/k/a Omaha Property and Casualty Insurance Company**

**APPROVED MARCH 30, 2005**

Now on file and forming a part of the records of this Department.

I hereto subscribe my name under the seal of my office, at Lincoln, Nebraska.



  
\_\_\_\_\_  
DIRECTOR OF INSURANCE

## ARTICLES OF CORRECTION

I, Martin W. Dourney, President and Chief Executive Officer of Omaha Property and Casualty Insurance Company, aka Beazley Insurance Company, Inc., (the "Corporation"), hereby state that pursuant to Nebraska Revised Statute §21-2007, I am filing the following Articles of Correction:

- 1) Articles of Amendment and Restatement of the Articles of Incorporation of the Corporation were filed on January 20, 2005 in the Office of the Secretary of State.
- 2) The attached Articles of Correction, amending the effective date of the name change of the Corporation, were filed on February 2, 2005 in the Office of the Secretary of State with an incorrect effective date for the name change.
- 3) Corrected Article I of the Amended and Restated Articles of Incorporation should state:

"Effective March 24 2005, the name of the Corporation shall be Beazley Insurance Company, Inc."

SIGNED THIS 17<sup>th</sup> DAY OF MARCH 2005.

OMAHA PROPERTY AND CASUALTY  
INSURANCE COMPANY

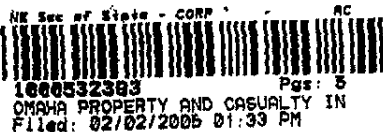
(aka Beazley Insurance Company, Inc.)

  
Martin W. Dourney  
President and Chief Executive Officer

STATE OF NEBRASKA  
DEPARTMENT OF INSURANCE

MAR 20 2005

APPROVED



## ARTICLES OF CORRECTION

I, Martin W. Dourney, President and Chief Executive Officer of Omaha Property and Casualty Insurance Company, aka Beazley Insurance Company, Inc., (the "Corporation"), hereby state that pursuant to Nebraska Revised Statute §21-2007, I am filing the following Articles of Correction:

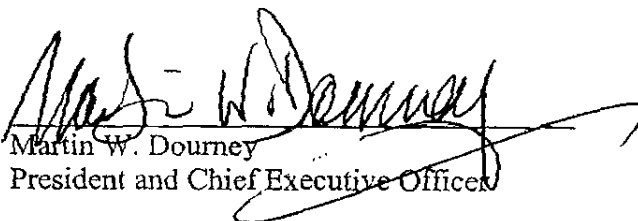
- 1) The attached Articles of Amendment and Restatement of the Articles of Incorporation of the Corporation were filed on January 20, 2005 in the Office of the Secretary of State.
- 2) Article I of the Amended and Restated Articles of Incorporation, changing the name of the Corporation to Beazley Insurance Company, Inc. was incorrect in that the intent to rename the Corporation was to be effective on February 15, 2005.
- 3) Corrected Article I of the Amended and Restated Articles of Incorporation should state:

"Effective February 15, 2005, the name of the Corporation shall be Beazley Insurance Company, Inc."

**SIGNED THIS 1<sup>st</sup> DAY OF FEBRUARY 2005.**

**OMAHA PROPERTY AND CASUALTY  
INSURANCE COMPANY**

**(aka Beazley Insurance Company, Inc.)**

  
Martin W. Dourney  
President and Chief Executive Officer

STATE OF NEBRASKA  
DEPARTMENT OF INSURANCE

**MAR 30 2005**

**APPROVED**

**ARTICLES OF AMENDMENT AND RESTATEMENT  
OF  
OMAHA PROPERTY AND CASUALTY INSURANCE COMPANY**

I, Martin W. Dourney, President and Chief Executive Officer of Omaha Property and Casualty Insurance Company, a Nebraska corporation, do hereby certify that the attached is a true and complete copy of the Amended and Restated Articles of Incorporation of the Corporation, as adopted by the Board of Directors of the Corporation by unanimous written consent on November 30, 2004, as approved by the Insurance Department of the State of Nebraska on December 30, 2004 and as adopted by the sole stockholder of the Corporation by written consent on January 11, 2005.

These Amended and Restated Articles of Incorporation amend Article I to read as follows:

"The name of the Corporation shall be Beazley Insurance Company, Inc."

I further certify that these Amended and Restated Articles of Incorporation hereby supercede the original Articles of Incorporation and all amendments thereto.

**DATED THIS 13<sup>th</sup> DAY OF JANUARY 2005**

**OMAHA PROPERTY AND CASUALTY  
INSURANCE COMPANY**

  
\_\_\_\_\_  
Martin W. Dourney  
President and Chief Executive Officer

STATE OF NEBRASKA  
DEPARTMENT OF INSURANCE

**MAR 30 2005**

**APPROVED**

DEC 30 2004

Tentative Approval  
NOT FINAL

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BEAZLEY INSURANCE COMPANY, INC.

ARTICLE I  
NAME

The name of the Corporation shall be Beazley Insurance Company, Inc.

ARTICLE II  
LOCATION

The address of the principal office of the Corporation shall be 3102 Farnam Street, Omaha, Nebraska 68131, and the name and address of the registered agent shall be M. Jane Huerter, Mutual of Omaha Plaza, Omaha, Nebraska 68175.

ARTICLE III  
PURPOSE

The nature of the business or purposes to be conducted or promoted is:

To transact business as an insurance company with authority to insure and reinsure against any and all type and kinds of risks and to write any and all forms of insurance and reinsurance (other than policies of life insurance, endowment insurance, and contracts for the payment of annuities), and to engage in such other kind or kinds of business to the extent necessary or properly incidental to an insurance business, and in particular, and without limiting the generality of the foregoing:

- a)     Sickness and accident, property, burglary and theft, liability, vehicle, fidelity, and marine insurance, all as defined by Nebraska law, and;
- b)     Any other lines of insurance authorized by the Corporation's Board of Directors and permitted by Nebraska law.

Furthermore, the Corporation shall be permitted to engage in any or all lawful business for which corporations may be incorporated under the Nebraska Business Corporation Act.

MAR 30 2005



ARTICLE IV  
CAPITAL STOCK

The capital stock of the Corporation shall be \$4,000,000 divided into 40,000 shares of the par value of \$100 each. All transfers of stock of the corporation shall be in accordance with the provisions of the Corporation's Bylaws.

ARTICLE V  
DURATION

The Corporation shall have perpetual existence.

ARTICLE VI  
AMENDMENTS

These Amended and Restated Articles of Incorporation may be amended in the manner authorized by Nebraska law at the time of such amendment.

ARTICLE VII  
PERSONAL LIABILITY OF OUTSIDE DIRECTORS

An outside director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any act or omission not in good faith which involves intentional misconduct or a knowing violation of the law; (ii) for any transaction from which the outside director derived an improper direct or indirect financial benefit; (iii) for paying a dividend or approving a stock repurchase which was in violation of the Nebraska Business Corporation Act; (iv) for any act or omission which violates a declaratory or injunctive order obtained by the Corporation or its stockholders; and (v) for any act or omission occurring prior to the effective date of these Amended and Restated Articles of Incorporation.

For purposes of this Article, the term "outside director" shall mean a member of the Board of Directors of the Corporation who is not an officer or a person who may control the conduct of the Corporation through management agreements, voting trusts, directorships in related corporations, or any other device or relationship.

No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any outside director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the Nebraska Business Corporation Act is amended after approval of this Article by the stockholders to authorize the further elimination or limitation of the liability of directors, then the liability of directors shall be eliminated or limited to the full extent authorized by the Nebraska Business Corporation Act, as so amended.

ARTICLE VIII  
INDEMNIFICATION OF DIRECTORS

To the fullest extent permitted by law, the Corporation shall indemnify any person, who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative or investigative, and whether formal or informal, by reason of the fact that such person is or was a director of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, member, trustee, employee or agent of another domestic or foreign corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other entity, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided however, that this indemnity shall not protect a director against liability for (i) receipt of a financial benefit to which he or she is not entitled, (ii) an intentional infliction of harm on the corporation or its members, (iii) a violation of section 21-2096 of the Nebraska Business Corporation Act, or (iv) an intentional violation of criminal law; and provided further however, that this indemnity shall not protect a director against liability in connection with a proceeding by or in the right of the Corporation, except for reasonable expenses incurred in connection with the proceeding if it is determined that such person has met the relevant standard of conduct in section 21-20, 103 of the Nebraska Business Corporation Act.

To the fullest extent permitted by law, before final disposition of an action, suit, or proceeding, whether civil, criminal, administrative, arbitrative or investigative, and whether formal or informal, the Corporation shall advance funds to pay for or reimburse the reasonable expenses incurred by a director of the Corporation, who is a party to such action, suit or proceeding because he or she is a director of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, member, trustee, employee or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, employee benefit plan or other entity if he or she delivers to the Corporation: (a) a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct or that the proceeding involves conduct for which liability has been eliminated under a provision of these Amended and Restated Articles of Incorporation as authorized by the Nebraska Business Corporation Act; and (b) his or her written undertaking to repay any funds advanced if he or she is not entitled to mandatory indemnification under section 21-20, 104 of the Nebraska Business Corporation Act and it is ultimately determined under section 21-20, 106 or section 20, 107 of the Nebraska Business Corporation Act that he or she has not met the relevant standard of conduct described in section 21-20, 103 of the Nebraska Business Corporation Act. This undertaking shall be an unlimited general obligation of the director and shall not be required to be secured. It may be accepted without reference to the financial ability of the director to make repayment.

\* \* \* \* \*