

849944

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

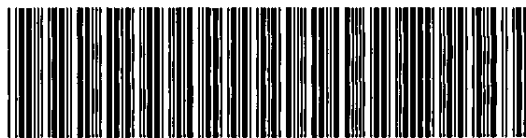
(Business Entity Name)

(Document Number)

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

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12/18/07--01002--025 \*\*52.50

*none  
Change  
Amount*

**FILED**  
**RECEIVED**  
2007 DEC 17 PM 5:00  
07 DEC 17 PM 4:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*DR  
12/19/07*

# RADEY THOMAS YON CLARK

Attorneys & Counselors at Law

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December 17, 2007

## VIA HAND DELIVERY

Florida Department of State  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

SUBJECT: Merger of Westport Insurance Corporation and Employers Reinsurance Corporation; Name Change of Surviving Corporation

Dear Sir or Madam:

Westport Insurance Corporation (Document #801883), a Missouri corporation authorized to transact business in Florida, intends to merge into Employers Reinsurance Corporation (Document #849944), which is also a Missouri corporation authorized to transact business in Florida. Employers Reinsurance Corporation, as the surviving corporation, then intends to change its name to Westport Insurance Corporation. Please find enclosed two separate filings to effectuate these changes.

First, to effectuate the merger of Westport Insurance Corporation into Employers Reinsurance Corporation, I have included two copies of the Articles of Merger and Plan of Merger. I have also enclosed a check for \$78.75 (\$35.00 for the surviving corporation, \$35.00 for the merging corporation, and \$8.75 for a certified copy).

Second, to effectuate the name change of the surviving corporation to Westport Insurance Corporation, I have enclosed a completed Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida. I have also attached an original certificate from the Missouri Secretary of State evidencing the amendment.

RADEY I THOMAS I YON I CLARK

Attorneys & Counselors at Law

Please find enclosed a check for \$52.50, representing the filing fee of \$35.00, certificate of status fee of \$8.75 and certified copy fee of \$8.75.

If our runner is unable to wait at your office while this request is processed, please contact me when the filings are completed and the documents are ready to be picked up. Please call me if you have any questions. Thank you for your time and assistance.

Sincerely,

A handwritten signature in cursive script, appearing to read "Thomas A. Crabb".

Thomas A. Crabb

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Employers Reinsurance Corporation  
(Name of Corporation)

**DOCUMENT NUMBER:** 849944

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Josephine D. Sanditz

(Name of Contact Person)

Employers Reinsurance Corporation

(Firm/Company)

5200 Metcalf Avenue

(Address)

Overland Park, Kansas

(City/State and Zip Code)

For further information concerning this matter, please call:

Josephine D. Sanditz

(Name of Contact Person)

at ( 913 ) 676-3260

(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



# STATE OF MISSOURI



Robin Carnahan  
Secretary of State

I00228974

## CERTIFICATE OF CORPORATE RECORDS

### WESTPORT INSURANCE CORPORATION

I, ROBIN CARNAHAN, Secretary of the State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office for which certification has been requested.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 10th day of December, 2007



*Robin Carnahan*  
Secretary of State

Certification Number: 1027907920 Reference:

Verify this certificate online at <http://www.sos.mo.gov/businessentity/verification>

# STATE OF MISSOURI



Robin Carnahan  
Secretary of State

**CERTIFICATE OF MERGER  
MISSOURI ENTITY SURVIVING  
Corrected As Of December 10, 2007**

WHEREAS, Articles of Merger of the following entities:

***WESTPORT INSURANCE CORPORATION - 100365534***

**INTO:**

***EMPLOYERS REINSURANCE CORPORATION-- 100228974***

Organized and existing under laws of Missouri have been received, found to conform to law, and filed.

NOW, THEREOF, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned entities is effected, with

***EMPLOYERS REINSURANCE CORPORATION -- 100228974***


as the surviving entity.

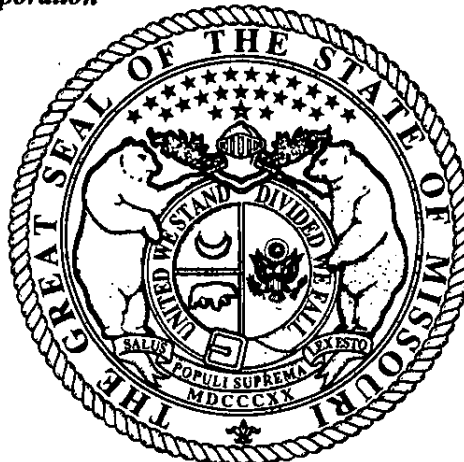
The name subsequently changed to:

***Westport Insurance Corporation***

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 7th day of December, 2007.

**EFFECTIVE DATE: JANUARY 1, 2008**

  
Secretary of State



# STATE OF MISSOURI



Robin Carnahan  
Secretary of State

CERTIFICATE OF MERGER  
MISSOURI ENTITY SURVIVING

WHEREAS, Articles of Merger of the following entities:

***WESTPORT INSURANCE CORPORATION -- 100365534***

***INTO:***

***EMPLOYERS REINSURANCE CORPORATION -- 100228974***

Organized and existing under the law of Missouri after having been found to conform to law and approved by the Missouri Department of Insurance, have been received by the Missouri Secretary of State.

NOW, THEREOF, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying to the foregoing and certifying that the merger of the aforementioned corporations has been affected with

***EMPLOYERS REINSURANCE CORPORATION -- 100228974***

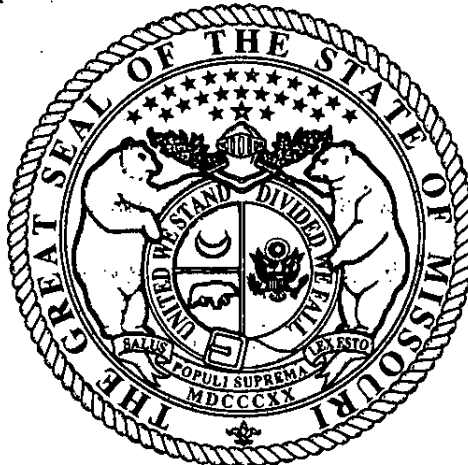
as the surviving corporation.

The name subsequently changed to:

***Westport Insurance Corporation***

IN TESTIMONY WHEREOF, I hereunto  
set my hand and cause to be affixed the  
GREAT SEAL of the State of Missouri.  
Done at the City of Jefferson, this  
7th day of December, 2007.

  
Secretary of State



**SUMMARY ARTICLES OF MERGER OF  
WESTPORT INSURANCE CORPORATION  
WITH AND INTO  
EMPLOYERS REINSURANCE CORPORATION**

File Number:

100228974

Date Filed: 12/07/2007

Effective Date: 01/01/2008

Robin Carnahan

Secretary of State

Pursuant to Missouri law, Westport Insurance Corporation merged with and into Employers Reinsurance Corporation ("ERC" and the "Merger"), and ERC, as the surviving corporation (the "Surviving Entity"), hereby certifies as follows:

**ARTICLE 1: Constituent Corporations.** WIC is an insurance corporation duly organized and in good standing under the laws of the State of Missouri. ERC is an insurance corporation duly organized and in good standing under the laws of the State of Missouri.

**ARTICLE 2: Approval.** The Board of Directors of WIC and ERC have each approved the Merger and have approved and adopted an Agreement and Plan of Merger (the "Plan of Merger"). ERC and Swiss Re Solutions Holding Corporation, as the sole stockholders of WIC and ERC, respectively, have also approved the Merger and approved and adopted the Plan of Merger in accordance with applicable law.

**ARTICLE 3: Effective Time of Merger.** WIC shall be merged with and into ERC effective as of January 1, 2008, at 12:01 A.M. (the "Effective Time").

**ARTICLE 4: Name.** The name of the Surviving Entity shall be: "Employers Reinsurance Corporation" and it shall be a Missouri insurance corporation. However, the Surviving Entity will, immediately after the Effective Time of the Merger, change its name to "Westport Insurance Corporation."

**ARTICLE 5: Articles of Incorporation.** The Articles of Incorporation of ERC, as in effect immediately before the Effective Time, shall be the Articles of the Surviving Entity until thereafter amended as provided by law. The Articles of the Surviving Entity shall be amended immediately after the Effective Time of the Merger to reflect the name change of the Surviving Entity to Westport Insurance Corporation.

**ARTICLE 6: Copy of Agreement.** The Surviving Entity shall keep an executed copy of the Plan of Merger on file at its principal place of business at 5200 Metcalf Avenue, Overland Park, KS 66202. The Surviving Entity shall furnish a copy of the Plan of Merger, on request and without charge, to any shareholder of WIC or ERC.

IN WITNESS WHEREOF, the undersigned has executed and acknowledged this Summary Articles of Merger as of the date written below.

Date: December 6, 2007

**EMPLOYERS REINSURANCE CORPORATION, the  
Surviving Corporation to the Merger**

By: 

Name: Ann Thompson  
Title: Senior Vice President

State of Missouri  
Merger - General Business - Domestic 3 Page(s)

T0734118021

T073327044 \$25

Matt Blunt  
Governor  
State of Missouri



Department of Insurance  
Financial Institutions  
and Professional Registration  
Douglas M. Ommen, Director

INSURANCE SOLVENCY & COMPANY REGULATION DIVISION

Frederick G. Heese, Chief Financial Examiner & Acting Division Director

November 6, 2007

John W. Bauer  
Senior Legal Counsel, Head Compliance Americas  
Employers Reinsurance Corporation  
5200 Metcalf Avenue  
Overland Park, KS 66201

Re: (07-220) Form D, Dated September 12, 2007 (Filed September 13, 2007) – Agreement and Plan of Merger between Westport Insurance Corporation ("WIC") and Employers Reinsurance Corporation ("ERC")

Dear Mr. Bauer:

The Missouri Department of Insurance, Financial Institutions and Professional Registration (the "Department") has reviewed the above referenced Form D filed pursuant to Section 382.195.1(5) RSMo 2000.

Under the terms of the above referenced Agreement and Plan of Merger, which is to be effective January 1, 2008, WIC will merge with and into ERC with ERC as the surviving legal entity. Upon execution of the merger, ERC will change its name to Westport Insurance Corporation (the "new WIC"). ERC has informed the Department that it is their intent to maintain the new WIC's RBC ratio at 275% or higher.

The Department has no intention of disapproving this transaction. The approval of this transaction does not imply approval of accounting treatments, admissibility of assets or any other conditions unless specifically noted above. If you have any questions, please contact Craig L. Weaver at (573) 526-4489.

Sincerely,

A handwritten signature in black ink that reads "Frederick G. Heese".

Fred Heese, CFE, CPA  
Chief Financial Examiner  
Division of Financial Regulation

JH/cw

TAXATION BUREAU  
P O BOX 3666  
JEFFERSON CITY MO 65105-3666

**STATE OF MISSOURI**  
**Department of Revenue**

Telephone: (573) 751-9268  
Fax: (573) 522-1160  
E-mail: taxclearance@dor.mo.gov



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**CERTIFICATE OF TAX CLEARANCE**

WESTPORT INSURANCE CORPORATION  
5200 METCALF  
OVERLAND PARK KS 66201

DATE: DECEMBER 7, 2007

MISSOURI CORPORATION CHARTER NUMBER: I00365534

In response to the corporation's request, a review of the tax records has been completed. All taxes owed, including all liabilities owed as determined by the Division of Employment Security, pursuant to Chapter 288, RSMo, have been paid.

This statement is not to be construed as limiting the authority of the Director of Revenue to pursue collection of liabilities resulting from final litigation, default in payment of any installment agreement entered into with the Director of Revenue, any successor liability that may become due in the future, or audits or reviews of the taxpayer's records as provided by law.

This Certificate of Tax Clearance must be presented to the Missouri Secretary of State's Office with any required paperwork and payment. For information concerning the Secretary of State's requirements, you may call their office at (573) 751-4153 or toll free at (866) 223-6535.

THIS CERTIFICATE REMAINS VALID FOR SIXTY (60) DAYS FROM THE ISSUANCE DATE. If you do not complete your transaction in sixty (60) days you must obtain a new Certificate of Tax Clearance. Additionally, a new Form 943, Request for Tax Clearance, may be required.

Sincerely,

A handwritten signature in cursive script, reading "Jim Brentlinger", is written over a horizontal line.

Jim Brentlinger  
Administrator

RW:DU2096

ENC.

CBN001  
200734100301914