

850230

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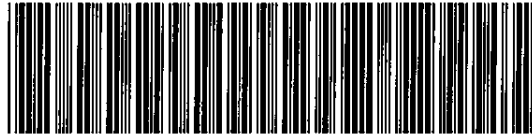
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 OCT 20 PM 3:41

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10/19/06--01013--002 **43.75

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Fireman's Fund Insurance Company of Wisconsin
(Name of Corporation)

DOCUMENT NUMBER: 850230

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Tim Piper

(Name of Contact Person)

AXIS Insurance Company

(Firm/Company)

11680 Great Oaks Way, Ste. 500

(Address)

Alpharetta, GA 30022

(City/State and Zip Code)

For further information concerning this matter, please call:

Tim Piper

(Name of Contact Person)

at (678) 746-9579

(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

AXIS U.S. Insurance
11680 Great Oaks Way, Suite 500, Alpharetta, GA 30022
Telephone. 678.746.9400 • Fax. 678.746.9444 • www.axiscapital.com



Via UPS Overnight Delivery

October 18, 2006

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**RE: Reinstatement of Fireman's Fund Insurance Company of Wisconsin
and Name Change from Fireman's Fund Insurance Company of
Wisconsin to AXIS Insurance Company**

Dear Sir or Madam:

I have enclosed for filing the 2006 For Profit Corporation Reinstatement form to reinstate the Fireman's Fund Insurance Company of Wisconsin along with the requisite \$750 fee. Please note that effective as of August 1, 2005, Fireman's Fund Insurance Company of Wisconsin was acquired by AXIS Specialty U.S. Holding, Inc.. As a result of this change in ownership, the company changed its name to AXIS Insurance Company and redomesticated its home state jurisdiction from Wisconsin to Illinois effective as of September 1, 2005. Accordingly, I have also enclosed for filing with the Amendment Section of the Division of Corporations the completed Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, a certified copy of the Articles of Reorganization from the company's home state of Illinois, a certificate of good standing from Illinois and the requisite \$43.75 fee. Kindly return a certified copy of the amendment to the attention of Tim Piper at the address captioned above.

Thank you for your assistance in this matter. If you should require anything further or have any questions, please contact Tim Piper via e-mail at tim.piper@axiscapital.com; via phone at 678-746-9579; or via facsimile at 678-746-9317.

Sincerely yours,

A handwritten signature in cursive script that reads "Denise King T.C.P.".

Denise King
Compliance Officer

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)

850230

(Document number of corporation (if known))

1. Fireman's Fund Insurance Company of Wisconsin
(Name of corporation as it appears on the records of the Department of State)

2. Wisconsin
(Incorporated under laws of)

3. 8/20/81
(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? 9/1/05

5. AXIS 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.

Illinois
(New jurisdiction)

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

Denise A. King
(Typed or printed name of person signing)

Asst. Secretary
(Title of person signing)

FILED
OCT 20 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



STATE OF ILLINOIS
DEPARTMENT OF FINANCIAL
AND PROFESSIONAL REGULATION
Division of Insurance

320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001



I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Financial and Professional Regulation, Division of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed this Seal in Springfield, Illinois.

Date: SEP 25 2006

Michael J. McRaith
Director of Insurance

ARTICLES OF REORGANIZATION

OF

FIREMAN'S FUND INSURANCE COMPANY OF WISCONSIN

Article 1. The name of the corporation shall be AXIS INSURANCE COMPANY.

Article 2. The corporation was originally incorporated as Fireman's Fund Insurance Company of Wisconsin under the laws of the State of Wisconsin on September 25, 1979.

Article 3. The principal office of the corporation will be located in the City of Chicago, County of Cook in the State of Illinois.

The corporation may also have, maintain and operate such other offices, either within or without the State of Illinois, as shall be proper and advisable in the discretion of the officers or board of directors of the corporation.

Article 4. The purposes of the corporation are:

1. To engage in the business of and to transact any or all of the following kinds of insurance and reinsurance as defined in Class 2 and Class 3 of Section 4 of the Illinois Insurance Code, to wit:

Class 2 - Casualty, Fidelity and Surety

- (a) Accident and health. Insurance against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto, including stop-loss insurance. Stop-loss insurance is insurance against the risk of economic loss issued to a single employer self-funded employee disability benefit plan or an employee welfare benefit plan as described in 29 U.S.C. 1001 et seq.
- (b) Vehicle. Insurance against any loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft. Any policy insuring against any loss or liability on account of the bodily injury or death of any person may contain a provision for payment of disability benefits to injured persons and death benefits to dependents, beneficiaries or personal representatives of persons who are killed, including the named insured, irrespective of legal liability of the insured, if the injury or death for which benefits are provided is caused by accident and sustained while in or upon or while entering into or alighting from or through being struck by a vehicle (motor or otherwise), draft animal or aircraft, and such provision shall not be deemed to be accident insurance.
- (c) Liability. Insurance against the liability of the insured for the death, injury or disability of an employee or other person, and insurance against the liability of the insured for damage to or destruction of another person's property.

- (d) Workers' compensation. Insurance of the obligations accepted by or imposed upon employers under laws for workers' compensation.
- (e) Burglary and forgery. Insurance against loss or damage by burglary, theft, larceny, robbery, forgery, fraud or otherwise; including all householders' personal property floater risks.
- (f) Glass. Insurance against loss or damage to glass including lettering, ornamentation and fittings from any cause.
- (g) Fidelity and surety. Become surety or guarantor for any person, copartnership or corporation in any position or place of trust or as custodian of money or property, public or private; or, becoming a surety or guarantor for the performance of any person, copartnership or corporation of any lawful obligation, undertaking, agreement or contract of any kind, except contracts or policies of insurance; and underwriting blanket bonds. Such obligations shall be known and treated as suretyship obligations and such business shall be known as surety business.
- (h) Miscellaneous. Insurance against loss or damage to property and any liability of the insured caused by accidents to boilers, pipes, pressure containers, machinery and apparatus of any kind and any apparatus connected thereto, or used for creating, transmitting or applying power, light, heat, steam or refrigeration, making inspection of and issuing certificates of inspection upon elevators, boilers, machinery and apparatus of any kind and all mechanical apparatus and appliances appertaining thereto; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports, or against loss or damage from any cause (other than causes specifically enumerated under Class 3 of Section 4 of the Illinois Insurance Code) to such sprinkler, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage which may result from the failure of debtors to pay their obligations to the insured; and insurance of the payment of money for personal services under contracts of hiring.
- (i) Other casualty risks. Insurance against any other casualty risk not otherwise specified under Classes 1 or 3 of Section 4 of the Illinois Insurance Code, which may lawfully be the subject of insurance and may properly be classified under Class 2 of Section 4 of the Illinois Insurance Code.
- (j) Contingent losses. Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any one of the causes enumerated under Class 2 of Section 4 of the Illinois Insurance Code. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.
- (k) Livestock and domestic animals. Insurance against mortality, accident and health of livestock and domestic animals.
- (l) Legal expense insurance. Insurance against risk resulting from the cost of legal services as defined under Class 1(c) of Section 4 of the Illinois Insurance Code.

Class 3 - Fire and Marine, etc.

- (a) Fire. Insurance against loss or damage by fire, smoke and smudge, lightning or other electrical disturbances.
- (b) Elements. Insurance against loss or damage by earthquake, windstorms, cyclone, tornado, tempests, hail, frost, snow, ice, sleet, flood, rain, drought or other weather or climatic conditions including excess or deficiency of moisture, rising of the waters of the ocean or its tributaries.
- (c) War, riot and explosion. Insurance against loss or damage by bombardment, invasion, insurrection, riot, strikes, civil war or commotion, military or usurped power, or explosion (other than explosion of steam boilers and the breaking of fly wheels on premises owned, controlled, managed, or maintained by the insured.)
- (d) Marine and transportation. Insurance against loss or damage to vessels, craft, aircraft, vehicles of every kind, (excluding vehicles operating under their own power or while in storage not incidental to transportation) as well as all goods, freights, cargoes, merchandise, effects, disbursements, profits, moneys, bullion, precious stones, securities, chooses in action, evidences of debt, valuable papers, bottomry and respondentia interests and all other kinds of property and interests therein, in respect to, appertaining to or in connection with any or all risks or perils of navigation, transit, or transportation, including war risks, on or under any seas or other waters, on land or in the air, or while being assembled, packed, crated, baled, compressed or similarly prepared for shipment or while awaiting the same or during any delays, storage, transshipment, or reshipment incident thereto, including marine builder's risks and all personal property floater risks; and for loss or damage to persons or property in connection with or appertaining to marine, inland marine, transit or transportation insurance, including liability for loss of or damage to either arising out of or in connection with the construction, repair, operation, maintenance, or use of the subject matter of such insurance, (but not including life insurance or surety bonds); but, except as herein specified, shall not mean insurances against loss by reason of bodily injury to the person; and insurance against loss or damage to precious stones, jewels, jewelry, gold, silver and other precious metals whether used in business or trade or otherwise and whether the same be in course of transportation or otherwise, which shall include jewelers' block insurance; and insurance against loss or damage to bridges, tunnels and other instrumentalities of transportation and communication (excluding buildings, their furniture and furnishings, fixed contents and supplies held in storage) unless fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion are the only hazards to be covered; and to piers, wharves, docks and slips, excluding the risks of fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion; and to other aids to navigation and transportation, including dry docks and marine railways, against all risk.
- (e) Vehicle. Insurance against loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft, excluding the liability of the insured for the death, injury or disability of another person.
- (f) Property damage, sprinkler leakage and crop. Insurance against the liability of the insured for loss or damage to another person's property or property interests from any cause enumerated in this class; insurance against loss or damage by water entering through

leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports or against loss or damage from any cause to such sprinklers, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage from insects, diseases or other causes to trees, crops or other products of the soil.

- (g) Other fire and marine risks. Insurance against any other property risk not otherwise specified under Classes 1 or 2 of Section 4 of the Illinois Insurance Code, which may lawfully be the subject of insurance and may properly be classified under Class 3 of Section 4 of the Illinois Insurance Code.
 - (h) Contingent losses. Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any of the causes enumerated under Class 3 of Section 4 of the Illinois Insurance Code. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.
 - (i) Legal expense insurance. Insurance against risk resulting from the cost of legal services as defined under Class 1(c) of Section 4 of the Illinois Insurance Code.
2. To engage directly in any of the following businesses:
- (a) Rendering investment advice;
 - (b) Rendering services related to the functions involved in the operation of its insurance business including, but not limited to, actuarial, loss prevention, safety engineering, data processing, accounting, claims, appraisal and collection services;
 - (c) Acting as administrative agent for a governmental instrumentality which is performing an insurance function for a health or welfare program;
 - (d) Reinsurance, provided that the corporation shall have capital and surplus of not less than the amount required by law;
 - (e) Any other business activity reasonably complementary or supplementary to its insurance business, either to the extent necessarily or properly incidental to the insurance business the corporation is authorized to do or to the extent approved by the Director of Insurance of the State of Illinois if such approval is required by law at the time; and
3. To engage in any other lawful business or activity.

Article 5. The corporation is authorized to issue a total of 1,500 shares of common capital stock, par value of \$4,225. The corporation shall have a paid-up capital of not less than One Million (\$1,000,000) Dollars. As of the effective date of the Articles of Reorganization, the paid-up capital of the corporation is Four Million Nine Hundred Sixty-Eight Thousand Six Hundred (\$4,968,600) Dollars represented by One Thousand One Hundred Seventy-Six (1,176) shares of common capital stock.

The common capital stock shall be entitled to one vote for each share on each matter submitted to a vote of the shareholders.

Article 6. Shareholders of this corporation shall not have pre-emptive rights, and therefore, no holder of any shares of any class in the corporation shall be entitled as of right to purchase or subscribe for its proportion of the issuance of any class of shares or for its proportion of any unissued shares or treasury shares, or of any bonds, certificates of indebtedness, debentures, or other securities convertible into shares of any class of the corporation; but any such unissued shares of any class, may be issued and disposed of by the board of directors to such persons, firms, corporations or associations, and upon such terms, as the board of directors may in its sole discretion determine, without offering to the shareholders then of record, or to any of them, any thereof on the same terms or on any terms.

Article 7. The corporate powers shall be exercised by a board of directors composed of not less than three nor more than twenty-one natural persons who are at least eighteen years of age and at least three of whom are residents and citizens of the State of Illinois, and, unless the corporation is a wholly-owned subsidiary, who are shareholders. The board of directors shall comply with Section 10 of the Illinois Insurance Code {215 ILCS 5/10}. The board of directors shall be elected by the stockholders of the corporation at the first meeting held following reorganization and thereafter to be elected by the stockholders of the corporation at the annual meeting. The number of directors to be elected within the minimum and maximum limits set forth herein, shall be as provided in the By-Laws, and the number of directors may be increased or decreased from time to time by amendment to the By-Laws. In all elections for directors, each stockholder shall have the right to vote in person or by proxy the number of shares owned by him for as many persons as there are directors to be elected or to cumulate such shares and give one candidate as many votes as the number of directors multiplied by the number of shares of stock shall equal, or to distribute them on the same principle among as many candidates as he may desire. A director shall serve for a term of one year and until his successor is duly elected and qualified except that directors elected by the stockholders at the first meeting following reorganization shall serve until the first annual meeting of stockholders. The stockholders at any regular or special meeting may fill any vacancy in the board of directors for the unexpired term.

Article 8. In furtherance and not in limitation of the powers conferred by statute, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of the board of directors subject to any limitation set forth herein.

By a majority of the whole board, to designate one or more committees, each committee shall consist of three or more of the directors. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The Executive Committee, to the extent provided in the resolution or By-Laws of the corporation, and subject to the Illinois Insurance Code, shall have and may exercise the powers of the board of directors in the management of business and affairs of the corporation and may authorize the seal of the corporation to be affixed to all papers which may require it; provided, however, that the By-Laws may provide that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member(s) constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member.

When and as authorized by the affirmative vote of the holders of two-thirds of the stock issued and outstanding having voting power given at a stockholders meeting duly called upon

such notice as required by statute, or when authorized by the written consent of the holders of two-thirds of the voting stock issued and outstanding, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

Article 9. The fiscal year shall commence January first and terminate December thirty-first of each year.

Article 10. The duration of the corporation shall be perpetual.

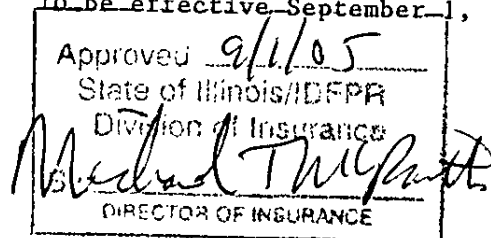
Article 11. The corporation shall be subject to and comply with all terms and provisions of the Illinois Insurance Code as are, or may become applicable to similar domestic stock insurance companies organized and incorporated thereunder.

IN WITNESS WHEREOF, the undersigned President and Secretary of the corporation have executed these Articles of Reorganization as of this 19th day of August, 2005.

F. Marshall Turner II
F. Marshall Turner II
President

Richard T. Gieryn, Jr.
Richard T. Gieryn, Jr.
Secretary

To be effective September 1, 2005.



STATE OF ILLINOIS



Department of Financial and Professional Regulation Division of Insurance

WHEREAS, the AXIS INSURANCE COMPANY located at City of Chicago,
County of Cook in the State of **Illinois** was incorporated pursuant to the
provisions of the **"Illinois Insurance Code"** applicable to said Company:

NOW, THEREFORE, I the undersigned, Director of Insurance of the
State of Illinois, do hereby certify the said Company is authorized to transact
its appropriate business as set forth under Clause(s)

(a), (b), (c), (d), (e), (f), (g), (h), (i), (j), (k), (l) of Class 2
(a), (b), (c), (d), (e), (f), (g), (h), (i) of Class 3

of Section 4 of the **"Illinois Insurance Code"** in this State, in accordance
with the laws thereof.

DEPARTMENT OF FINANCIAL AND
PROFESSIONAL REGULATION of the State of
Illinois;

DATE: September 25, 2006

DIVISION OF INSURANCE

Michael T. Mcraith
MICHAEL T. MCRAITH
Director of Insurance

