

857697

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

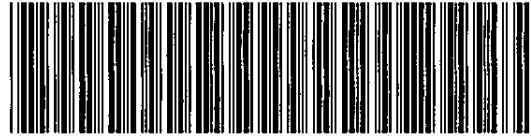
(Business Entity Name)

(Document Number)

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(1a 11/14/12

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Athena Assurance Company
Name of Corporation

DOCUMENT NUMBER: 857697

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Cheryl Urbaniak

Name of Contact Person

The Travelers Companies, Inc.

Firm/Company

385 Washington Street

Address

St. Paul, MN 55102

City/State and Zip Code

curbania@travelers.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Cheryl Urbaniak

Name of Contact Person

at (651) 310-8026

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

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)

857697

(Document number of corporation (if known))

1. Athena Assurance Company
(Name of corporation as it appears on the records of the Department of State)
2. Connecticut 3. 9/12/1983
(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? December 1, 2012

5. The Travelers Casualty 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)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated 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 corporate records in the jurisdiction under the laws of which it is incorporated.

Maryellen Prudhomme

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

Maryellen Prudhomme

(Typed or printed name of person signing)

Assistant Corporate Secretary

(Title of person signing)

12 NOV 13 AM 9:07
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FLORIDA DEPARTMENT OF STATE

SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 150470, HARTFORD, CT 06115-0470

DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06106

PHONE: 860-509-6003

WEBSITE: www.concord-sots.ct.gov

CERTIFICATE OF AMENDMENT

STOCK CORPORATION

FILING #0004719264 PG 01 OF 06 VOL B-01721

FILED 09/18/2012 01:48 PM PAGE 01192

SECRETARY OF THE STATE

CONNECTICUT SECRETARY OF THE STATE

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH

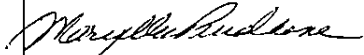
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4. VOTE INFORMATION (CHECK A, B OR C):

- ☐ **A. THE AMENDMENT WAS APPROVED BY SHAREHOLDERS IN THE MANNER REQUIRED BY SECTIONS 33-600 TO 33-998 OF THE CONNECTICUT GENERAL STATUTES, AND BY THE CERTIFICATE OF INCORPORATION.**
- ☐ **B. THE AMENDMENT WAS APPROVED BY THE INCORPORATORS.
NO SHAREHOLDER APPROVAL WAS REQUIRED.**
- ☒ **C. THE AMENDMENT WAS APPROVED BY THE BOARD OF DIRECTORS.
NO SHAREHOLDER APPROVAL WAS REQUIRED.**

5. EXECUTION:

DATED THIS 18th DAY OF September, 20 12

| NAME OF SIGNATORY (print or type) | CAPACITY/TITLE OF SIGNATORY | SIGNATURE |
|--------------------------------------|-------------------------------|--|
| Maryellen Prudhomme | Assistant Corporate Secretary |  |



STATE OF CONNECTICUT
INSURANCE DEPARTMENT

FILING #0004719264 PG 03 OF 06 VOL B-01721
FILED 09/18/2012 01:48 PM PAGE 01194
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

This is to Certify, that the attached Amended and Restated Certificate of Incorporation dated August 16, 2012 of the Athena Assurance Company regarding their name change effective December 1, 2012 to The Travelers Casualty Company has been filed with the Insurance Department.

Witness my hand and official seal, at
Hartford, this 17th day of August, 2012.

Thomas B. Leonardi
Insurance Commissioner

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
THE TRAVELERS CASUALTY COMPANY

EFFECTIVE AS OF DECEMBER 1, 2012**

Section 1. The name of the corporation is The Travelers Casualty Company.

The corporation is a continuation of the existence of Athena Assurance Company, through its adoption of Connecticut as its corporate domicile. The corporation's date of incorporation is December 10, 1982, the original date of incorporation of Athena Assurance Company.

Section 2. The business purposes and powers of said corporation shall be as follows:

The corporation shall have the purposes and powers to write fire, extended coverage and other allied lines, homeowners multiple perils, commercial multiple peril, earthquakes, growing crops, ocean and inland marine, accident and health, workers' compensation, liability, including automobile liability, automobile physical damage, aircraft, fidelity and surety, glass, burglary and theft, boiler and machinery, residual value insurance, credit, and any and all forms of property and casualty insurance which any other corporation now or hereafter incorporated in Connecticut and empowered to do insurance businesses may now or hereafter lawfully do; to accept or cede reinsurance; to issue policies and contracts for any kind or combinations of kinds of insurance; to acquire and hold any or all of the shares or other securities of any corporation or other entities; and to engage in any lawful act or activity for which corporations may be formed under the laws of Connecticut. The corporation is authorized to exercise the powers herein granted in any state, territory or jurisdiction of the United States or in any foreign country.

Section 3. The total number of shares which the corporation has authority to issue is one million (1,000,000) shares of common stock, with a par value of \$3.50 dollars (\$3.50) per share. All shares of common stock have unlimited voting rights and together are entitled to receive the net assets of the corporation upon dissolution.

Section 4. The principal place of business of the corporation in the State of Connecticut shall be One Tower Square, Hartford, Connecticut, 06183. The corporation may establish and maintain an office within or without the State of Connecticut or offices in such other places as the board of directors may from time to time find necessary or desirable.

Section 5. The personal liability to the corporation or its shareholders of a person who is or was a director of the corporation for monetary damages for breach of duty as a director shall be limited to the amount of the compensation received by the director for serving the corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the director, (b) enable the director or an associate, as defined in Section 33-840 of the Connecticut Business Corporation Act (the "CBCA") as in effect on the effective date hereof or as it may be amended from time to time, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that his conduct or omission

created an unjustifiable risk of serious injury to the corporation, (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation, or (e) create liability under Section 33-757 of the CBCA as in effect on the effective date hereof or as it may be amended from time to time. The personal liability of a person who is or was a director to the corporation or its shareholders for breach of duty as a director shall further be limited to the full extent allowed by the CBCA as it may be amended from time to time. Any lawful repeal or modification of this Section or the adoption of any provision inconsistent herewith by the board of directors and the shareholders of the corporation shall not, with respect to a person who is or was a director, adversely affect any limitation of liability, right or protection existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.


Section 6.

- (1) The corporation shall indemnify its directors for liability, as defined in Section 33-770(5) of the CBCA, to any person for any action taken, or any failure to take any action, as a director, except liability that: (a) involved a knowing and culpable violation of law by the director; (b) enabled the director or an associate (as defined in Section 33-840 of the CBCA) to receive an improper personal gain; (c) showed a lack of good faith and conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that the director's conduct or omission created an unjustifiable risk of serious injury to the corporation; (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation; or (e) created liability under Section 33-757 of the CBCA. Notwithstanding anything in the preceding sentence to the contrary, the corporation shall be required to indemnify a director in connection with a proceeding commenced by such director only if (i) the commencement of such proceeding by the director was authorized by the board of directors of the corporation or (ii) such proceeding was brought to establish or enforce a right of indemnification under this Section or the by-laws of the corporation. This Section shall not affect the indemnification or advance of expenses to a director for any liability stemming from acts or omissions occurring prior to the effective date of this Section. Any lawful repeal or modification of this Section or the adoption of any provision inconsistent herewith by the board of directors and the shareholders of the corporation shall not, with respect to a person who is or was a director, adversely affect the indemnification or advance of expenses to such person for any liability stemming from acts or omissions occurring prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.
- (2) The corporation shall not be obligated by Section 33-776(d) of the CBCA to indemnify, or advance expenses, to any current or former employee or agent of the corporation who is not a director. However, the corporation may, at the discretion of the board of directors, indemnify, or advance expenses to, any current or former employee or agent of the corporation, who is not a director, to the fullest extent permitted by law.

CERTIFICATION

The undersigned, Maryellen Prudhomme, Assistant Corporate Secretary of The Travelers Casualty Company (the "Company"), does hereby certify that the foregoing Amended and Restated Certificate of Incorporation is a true and correct copy duly adopted in conformance with statutory requirements effective December 1, 2012 and in full force and effect as of December 1, 2012.

The Travelers Casualty Company


Assistant Corporate Secretary

Hartford, Connecticut
Dated: August 16, 2012

STATE OF CONNECTICUT
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record
in this Office

In Testimony whereof, I have hereunto set my hand,
and affixed the Seal of said State, at Hartford,
this 31st day of October A.D. 2012



SECRETARY OF THE STATE