

FO10000002734

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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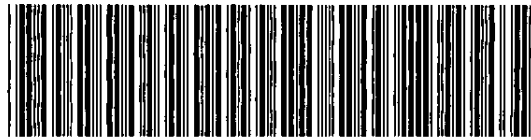
(Business Entity Name)

(Document Number)

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## COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: Commonwealth Insurance Company of America  
Name of Corporation

DOCUMENT NUMBER: F01000002734

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Brenda VanHirtum  
Name of Contact Person

RiverStone Resources LLC  
Firm/Company

250 Commercial Street, Suite 5000  
Address

Manchester, NH 03101  
City/State and Zip Code

kathryn\_bachman@trg.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Brenda VanHirtum at ( 603 ) 656-2344  
Name of Contact Person 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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 22, 2015

Brenda Van Hirtum  
RiverStone Resources LLC  
250 Commercial Street, Suite 5000  
Manchester, NH 03101

SUBJECT: COMMONWEALTH INSURANCE COMPANY OF AMERICA  
Ref. Number: F01000002734

We have received your document for COMMONWEALTH INSURANCE COMPANY OF AMERICA and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date 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 the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey  
Regulatory Specialist II

Letter Number: 615A00015400

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "COMMONWEALTH INSURANCE COMPANY OF AMERICA", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2014, AT 10:23 O'CLOCK A.M.

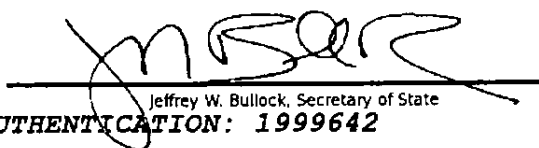
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5666756 8100

141605220

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1999642

DATE: 12-31-14

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:23 AM 12/31/2014  
FILED 10:23 AM 12/31/2014  
SRV 141605220 - 5666756 FILE

**RESTATED CERTIFICATE OF INCORPORATION  
OF  
COMMONWEALTH INSURANCE COMPANY OF AMERICA**

Commonwealth Insurance Company of America, a corporation that filed its original Certificate of Incorporation with the State of Delaware on December 31, 2014, hereby certifies as follows:

1. The name of the corporation is Commonwealth Insurance Company of America. The corporation was originally incorporated in the State of Washington on October 26, 1994. An amendment was thereafter made to the said Certificate of Incorporation and said amendment was also filed in Washington.
2. Commonwealth Insurance Company of America has been redomesticated from the State of Washington to the State of Delaware pursuant to Section 4946 of the Delaware Insurance Code and all other applicable provisions of the Delaware and Washington law and a Certificate of Incorporation has today been filed as the Delaware Certificate of Incorporation of Commonwealth Insurance Company of America to implement its redomestication to Delaware. The corporation is now filing this Restated Certificate of Incorporation to replace that Delaware Certificate of Incorporation.
3. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Restated Certificate of Incorporation restates, integrates and further amends the provisions of the Certificate of Incorporation and becomes the Certificate of Incorporation of Commonwealth Insurance Company of America.

The text of the Certificate of Incorporation as heretofore filed in Delaware is hereby restated and further amended and reads in its entirety as follows:

**RESTATED CERTIFICATE OF INCORPORATION  
OF  
COMMONWEALTH INSURANCE COMPANY OF AMERICA**

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**ARTICLE I  
NAME AND REGISTERED OFFICE**

1.1 Name. The name of the Corporation is Commonwealth Insurance Company of America.

1.2 Registered Office. The registered office of the Corporation shall be located at 1209 Orange Street, Wilmington, New Castle County, DE 19801.

1.3 Registered Agent. The registered agent at the Corporation's registered office is The Corporation Trust Company.

**ARTICLE II  
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under Delaware laws. The primary purpose of the Corporation is to engage in the business of an insurance company and to write any and all classes of insurance which may now or hereinafter be permissible to be written, reinsured, co-insured or assumed by any insurance corporation, including Property, Casualty, Marine and Transportation insurance.

**ARTICLE III  
CAPITAL**

The aggregate number of shares which the Corporation shall have the authority to issue is one million shares of \$10.00 par value common stock.

**ARTICLE IV  
MISCELLANEOUS**

4.1 Bylaws. The power and authority to make, alter, amend or repeal the Bylaws of this Corporation shall be, and is hereby expressly vested in the Board of Directors of this Corporation, subject to the power of the stockholders to amend or repeal such Bylaws.

4.2 Directors. The number of directors shall be fixed by, or in the manner provided in, the Bylaws.

4.3 Personal Liability. No Director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a Director; provided, that the foregoing provision shall not eliminate or limit the liability of a Director (a) under Section 174 of the Delaware General Corporation Law, or (b) if a judgment or other final adjudication adverse to such Director establishes (i) that such Director breached his or

her duty of loyalty to the Corporation or its stockholders, (ii) that such Director's acts or omissions were not in good faith or involved intentional misconduct or a knowing violation of law, or (iii) that such Director derived an improper personal benefit from any transaction.

4.4 Indemnification. The Corporation shall indemnify to the full extent authorized or permitted by law any person made, or threatened to be made, a party to any action or proceeding (whether civil or criminal or otherwise) by reason of the fact that he, his testator or intestate, is or was a director or officer of the Corporation or by reason of the fact that such director or officer, at the request of the Corporation, is or was serving any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, in any capacity. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled. Nothing contained herein shall affect any rights to indemnification to which employees other than directors and officers may be entitled by law.

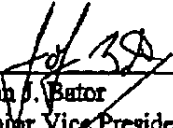
4.5 Repeal or Amendment of Protections. Any repeal or modification of either Section 4.3 or 4.4 of this Certificate of Incorporation by the stockholders of the Corporation shall not adversely affect any right or protection of any person existing at the time of repeal or modification with respect to acts or omissions occurring prior to any such repeal or modification.

4.6 Term. The duration of the corporate existence of the Corporation shall be perpetual.

4.7 Amendment. The Corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner from time to time prescribed by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation.

\* \* \* \* \*

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate of  
Incorporation as of this 31<sup>st</sup> day of December, 2014.

By:   
Name: John J. Bator  
Title: Senior Vice President