F02000001293

CSC

ACCOUNT NO. : 072100000032

REFERENCE : 461259 7138407

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 70.00

FILED
02 MAR 14 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
02 MAR 14 PM 12:49
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ORDER DATE : March 12, 2002

ORDER TIME : 11:19 AM

ORDER NO. : 461259-005

CUSTOMER NO: 7138407

CUSTOMER: Debra Green, Legal Asst
Hcc Insurance Holdings, Inc.
13403 Northwest Freeway

Houston, TX 77040-6094

FOREIGN FILINGS

400005108374--5

NAME: NATIONAL INSURANCE
UNDERWRITERS
NATIONAL INSURANCE UNDERWRITER

XXXX QUALIFICATION (TYPE: IN)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

10

________ CERTIFIED COPY
XX PLAIN STAMPED COPY
________ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

BK

EXAMINER: ________________

TRANSMITTAL LETTER

FILED
02 MAR 14 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: NATIONAL INSURANCE UNDERWRITERS OF ARKANSAS, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

DEBRA M. GREEN
(Name of Person)

HCC INSURANCE HOLDINGS, INC.
(Firm/Company)

13403 Northwest Freeway
(Address)

Houston, TX 77040
(City/State and Zip code)

For further information concerning this matter, please call:

Debra M. Green at (713) 690-7300
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ $70.00 Filing Fee

☒ $78.75 Filing Fee & Certificate of Status

☐ $78.75 Filing Fee & Certified Copy

☐ $87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. NATIONAL INSURANCE UNDERWRITERS
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Arkansas
(State or country under the law of which it is incorporated)

3. 43-0622945
(FEI number, if applicable)

4. March 12, 2001
(Date of incorporation)

5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 13403 Northwest Freeway, Houston, TX 77040
(Principal office address)

13403 Northwest Freeway, Houston, TX 77040
(Current mailing address)

8. Insurance Company
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

10. **Registered agent's acceptance:**
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company
Bonnie H. Yerry, Asst. Vice-President
Bonnie H. Yerry (Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. **Names and business addresses of officers and/or directors:**

A. DIRECTORS

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02 MAR 14 PM 3:38
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TALLAHASSEE, FLORIDA

Chairman: John N. Molbeck, Jr.

Address: 13403 Northwest Freeway

Houston, TX 77040

Vice Chairman: N/A

Address:

Director: Edward H. Ellis, Jr.

Address: 13403 Northwest Freeway

Houston, TX 77040

Director: Christopher L. Martin

Address: 13403 Northwest Freeway

Houston, TX 77040

B. OFFICERS

President: John N. Molbeck, Jr.

Address: 13403 Northwest Freeway

Houston, TX 77040

Vice President: Renee J. Montgomery

Address: 13403 Northwest Freeway

Houston, TX 77040

Secretary: Christopher L. Martin

Address: 13403 Northwest Freeway, Houston, TX 77040

Treasurer: Hamendra P. Ojha

Address: 13403 Northwest Freeway, Houston, TX 77040

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. ______________________________

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Christopher L. Martin, Vice President & Secretary

(Typed or printed name and capacity of person signing application)

SECRETARY'S CERTIFICATE

NATIONAL INSURANCE UNDERWRITERS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Christopher L. Martin, being the duly elected Secretary of National Insurance Underwriters, an Arkansas stock insurance company (the "Company"), do hereby certify that following is a true and correct copy of the Resolutions approved by the Board of Directors of the Company by Unanimous Written Consent in Lieu of a Special Meeting dated March 8, 2002, and that such Resolutions have not been revoked, canceled or restated.

Corporate Seal

Christopher L. Martin, Secretary

"WHEREAS, the Company name is already in use by another entity with the Secretary of State in Florida, therefore, the Company must approve the use of a fictitious name in that state.

IT IS THEREFORE, RESOLVED, that the Board of Directors of the Company approve the use of the fictitious name in the State of Florida of ***National Insurance Underwriters of Arkansas, Inc.***"

State of Texas §
§
County of Harris §

On this 12th day of March, 2002, before me personally appeared Christopher L. Martin, to me personally known and who being by me duly sworn, did say that he is the Secretary of the Company, that the above is a true and correct copy of above said Resolutions of the Board of Directors of the Company, and that the seal affixed above is the corporate seal of said Company.

Subscribed and sworn to before me this 12th day of March, 2002.

Notary Public

3-9-2003

My Commission Expires

NOTARY PUBLIC STATE OF TEXAS
DEBRA M. GREEN
MY COMMISSION EXPIRES
March 09, 2003
BONDED BY
NOTARY ASSOC. OF TEXAS, INC.
SEAL

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02 MAR 14 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF ARKANSAS

State Insurance Department

CERTIFICATE

I, the undersigned Insurance Commissioner of Arkansas, do hereby certify that the foregoing documents hereto attached contain a true and complete copy of the

ARTICLES OF INCORPORATION

OF

NATIONAL INSURANCE UNDERWRITERS

FILED MARCH 12, 2001

And that the original is now among the files of my office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of this Department at the City of Little Rock, Arkansas, this 25th day of February, 2002.

STATE INSURANCE DEPARTMENT
STATE OF ARKANSAS

Insurance Commissioner

Lenita Blasingame

Deputy Commissioner

Legal/tas

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Pg. 1

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01 MAR 12 PM 3:20

CAROLYN STALEY
CIRCUIT-COUNTY CLERK

FILED

MAR 12 2001

INSURANCE COMMISSIONER
Legal Division

ARTICLES OF INCORPORATION
OF
NATIONAL INSURANCE UNDERWRITERS

A Stock Insurance Company Converted from an Arkansas Reciprocal Insurance Exchange

NATIONAL INSURANCE UNDERWRITERS, an Arkansas reciprocal insurance exchange (the "Company"), by its President and Secretary, respectively, the Articles of Incorporation set forth below were adopted to effect the conversion of the Company from a reciprocal insurance exchange to a stock insurance company in accordance with the provisions of A.C.A. §23-70-123. These Articles of Incorporation and such conversion shall be effective on the date the Arkansas Insurance Commissioner specifies in his order approving the conversion of the Company to a stock insurer and such articles of incorporation are endorsed, "approved," and placed on file in his office.

The text of the Articles of Incorporation as adopted by the Company are as follows:

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be National Insurance Underwriters.

ARTICLE II - LOCATION

The home office and principal place of business of the corporation in this state shall be located in Little Rock, Pulaski County, Arkansas. The corporation may establish or discontinue, from time to time, such other offices and places of business within or without this state as the corporation may deem proper for the conduct of the corporation's business.

ARTICLE III - PURPOSES AND POWERS

(1) The general nature of the business to be transacted by the corporation is to act as an "insurer" for the kinds of insurance defined in A.C.A. §§ 23-62-104 and 23-62-105 and identified as "property insurance" and "casualty insurance," including, but not limited to insurance on real or personal property of every kind and every interest therein, vehicle insurance, liability insurance, workers' compensation and employer's liability insurance, burglary and theft insurance, personal property floater, glass, boiler and machinery, leakage and fire extinguishing equipment, credit, malpractice, livestock, entertainment, elevator, abstractor's professional liability and miscellaneous insurance against any other kind of loss, damage or liability properly a subject of insurance, and to conduct such other business or perform such other acts as are necessary or incidental to conduct such insurance business.

APPROVED

APR 17 2001

LEGAL
ARKANSAS INSURANCE DEPARTMENT

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Pg2

(2) The corporation shall have all of the general and special powers granted by the State of Arkansas and any other state or jurisdiction in which it may be authorized to do business. The corporation shall also have the power to invest and reinvest its funds; to prosecute suits, actions and other proceedings to protect its property, assets and rights; to lend upon, purchase, hold, guarantee, endorse, mortgage, encumber, pledge, hypothecate, sell, assign, transfer, convey, lease or otherwise dispose of, mortgage or deal in any personal property, real property or rights or interests in either; to secure, mortgage, pledge or borrow on any corporate assets or property other than trusts or fiduciary property; to compromise claims, lend money, negotiate loans, buy and sell bonds, debentures, coupons and other securities not prohibited by law, to issue bonds and promissory notes either secured or unsecured; and to pay dividends to stockholders. The corporation shall also have the power to indemnify the officers and directors during their terms of office or thereafter for actions arising during their terms of office, either directly or through the purchase of insurance, for expenditures as parties to suits by or in the right of the corporation or other than by or in the right of the corporation to the extent permitted by the laws of Arkansas and as shall be provided in the bylaws of the corporation.

ARTICLE IV - DIRECTORS

The Board of Directors shall conduct the affairs of the corporation and may adopt, alter, amend or repeal bylaws for the governance and management of the affairs and business of the corporation. The number of directors of the corporation shall from time to time be fixed by or otherwise provided for in the bylaws, but shall never number fewer than three (3). The initial Board of Directors of the corporation, who shall serve until reelected or replaced by the stockholders in accordance with the bylaws, but not to exceed one (1) year from the date hereof, shall consist of the following persons:

Edward H. Ellis, Jr.
13403 Northwest Freeway
Houston, Tx 77040-6094

John N. Molbeck, Jr.
13403 Northwest Freeway
Houston, Tx 77040-6094

Christopher L. Martin
13403 Northwest Freeway
Houston, Tx 77040-6094

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - DURATION

This corporation shall have perpetual existence.

ARTICLE VI - CAPITAL STOCK

The authorized capital stock of the corporation shall be Ten Million Dollars ($10,000,000), divided into ninety thousand shares (90,000) of nonassessable Class A common

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Pg.

stock with a par value of One Hundred Dollars ($100.00) per share, and ten thousand shares (10,000) of nonassessable Class B common stock with a par value of One Hundred Dollars ($100.00) per share. The common stock shall have voting rights for the election of directors and for all other purposes, each holder of common stock being entitled to one vote for each share thereof held by such holder, except as otherwise required by law. Shares of any class of common stock shall be redeemable, at the option of the Board of Directors, in the event of any "change of control" of the corporation, as defined in A.S.A. §23-63-501 et seq.

ARTICLE VII - AMENDMENT

These Articles may be amended by written authorization of the holders of a majority of the voting power of the corporation's outstanding capital stock or by affirmative vote of a majority voting at a lawful meeting of stockholders of which the notice given to stockholders included due notice of the proposal to amend.

ARTICLE VIII - REGISTERED OFFICE

The registered office of the corporation shall be located at 425 West Capitol, Suite 1800, Little Rock, Arkansas 72201, and the name of the registered agent of the corporation at such address is Nicholas Thompson, Esquire, at Mitchell Williams Selig Gates Woodward, P.L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BK 2001
Pg. 4

IN WITNESS WHEREOF, the undersigned President and Secretary of NATIONAL INSURANCE UNDERWRITERS do hereby declare and certify that the statements set forth hereinabove are true and have hereunto set their hands this 31st day of October, 2000.

[SEAL]

ATTEST:

John N. Molbeck, Jr., President

Christopher L. Martin, Secretary

STATE OF TEXAS }
} SS: ACKNOWLEDGEMENT
COUNTY OF HARRIS }

On this 31st day of October, 2000, before me, the undersigned, a Notary Public, (or before any officer within this State or without this State now qualified under existing law to take acknowledgements), duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named John N. Molbeck, Jr. and Christopher L. Martin (being the person or persons authorized to execute such instrument, stating their respective capacities on behalf of NATIONAL INSURANCE UNDERWRITERS, an Arkansas reciprocal insurance exchange), to me personally well known, who stated that they were the President and Secretary, respectively, of NATIONAL INSURANCE UNDERWRITERS, an Arkansas reciprocal insurance exchange, and were duly authorized in their respective capacities to execute the foregoing instrument for and in the name and on behalf of NATIONAL INSURANCE UNDERWRITERS, and further stated and acknowledged that they had so signed, executed and delivered said foregoing instrument for the consideration, uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 31st day of October, 2000.

Notary Public in and for the State of Texas

My Commission Expires: 3-9-2003

NOTARY PUBLIC STATE OF TEXAS
DEBRA M. GREEN
MY COMMISSION EXPIRES
March 09, 2003
BONDED BY
NOTARY ASSOC. OF TEXAS, INC.

FILED
02 MAR 14 PM 3: 33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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