

FO2000003365

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

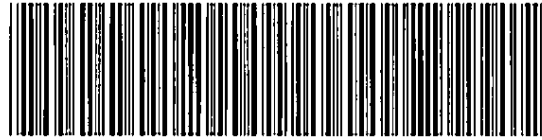
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900423598949

Amend

2024 FEB -12 AM 8:49

FILED

2024 FEB 12 PM 3:13

RECEIVED

A. RAMSEY

FEB 13 2024



CSC - Tallahassee
1201 Hays Street
Tallahassee, FL 32301-2607
850-558-1500, Ext:

To: Department Of State, Division Of Corporations
From: Shauna Godbolt
Ext:
Date: 02/12/24
Order #: 1418365-1
Re: Watford Insurance Company
Processing Method: Routine

TO WHOM IT MAY CONCERN:

Enclosed please find:

Amount to be deducted from our State Account: 43.75 FL State Account Number:
120000000195

AUTH

A handwritten signature in black ink, appearing to read 'Shauna Godbolt', is written over the word 'AUTH'.

Please take the following action:

File in your office on basis

Issue Proof of Filing

issue certified copy

Special Instructions:

Thank you for your assistance in this matter. If there are any problems or questions with this filing, please call our office.

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Watford Insurance Company

Name of Corporation

DOCUMENT NUMBER: F02000003365

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Melissa Gilligan

Name of Contact Person

Watford Insurance Company

Firm/Company

185 Asylum Street, CityPlace II, 16th Fl

Address

Hartford, CT 06103

City/State and Zip Code

mgilligan@archinsurance.com

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

For further information concerning this matter, please call:

Melissa Gilligan

Name of Contact Person

at (860) 713-2029

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy

☒ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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)

F02000003365

(Document number of corporation (if known))

FILED
2004 FEB 12 AM 9:19
TALLAHASSEE
FLORIDA

1. Watford Insurance Company

(Name of corporation as it appears on the records of the Department of State)

2. New Jersey

(Incorporated under laws of)

3. September 19, 2002

(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? Not applicable

5. Not applicable

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

Not applicable

(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.

Not applicable

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Missouri

(New jurisdiction)

8. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

Missouri

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

Not applicable

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

10. 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

Melissa B Gilligan

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

Melissa B Gilligan

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

FILING FEE \$35.00

STATE OF MISSOURI



John R. Ashcroft
Secretary of State

CERTIFICATE OF REDOMESTICATION

WHEREAS, a Certificate of Redomestication of the following entity:

Watford Insurance Company - 000002946
REDOMESTICATING INTO:
WATFORD INSURANCE COMPANY - 1001401473

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

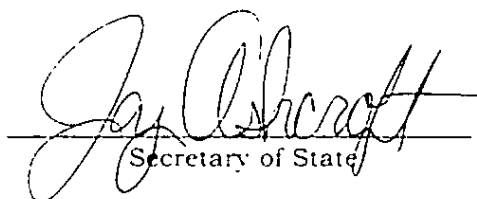
NOW, THEREFORE, I, JOHN R. ASHCROFT, Secretary of State of the State of Missouri, issue the Certificate of Redomestication certifying that the redomestication of the aforementioned entity is effected, with

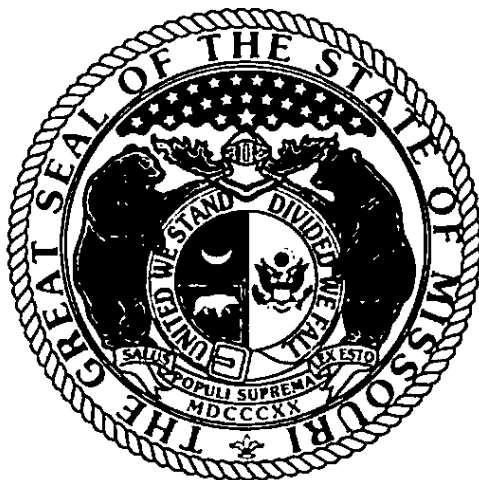
WATFORD INSURANCE COMPANY - 1001401473

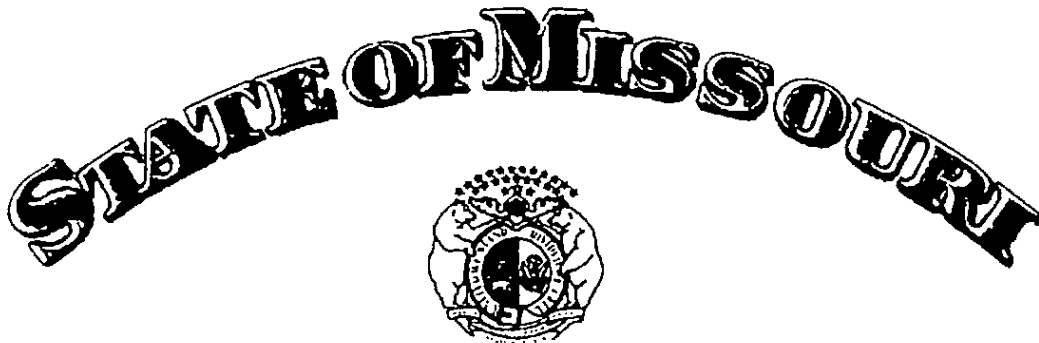
As the newly formed entity, pursuant to Chapter 375 RSMO.

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 22nd day of December, 2023.

Effective Date: January 03, 2024


Secretary of State





DEPARTMENT OF COMMERCE & INSURANCE

P.O. Box 690, Jefferson City, Mo. 65102-0690

DIRECTOR'S CERTIFICATE

RE: Declaration of Intent to Redomesticate and Amended and Restated Articles of Incorporation effective January 3, 2024, Affidavit of Publication, and Attorney General's Certification of WATFORD INSURANCE COMPANY

I hereby certify that the attached Declaration of Intent to Redomesticate and Amended and Restated Articles of Incorporation, Affidavit of Publication and Attorney General's Certification are true and accurate documents filed and recorded in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of my office, this

25th day of January, 2024.



Chloria Lindley-Myers
Chloria Lindley-Myers, Director



**DECLARATION OF INTENT TO REDOMESTICATE
AND AMENDED AND RESTATED
ARTICLES OF
INCORPORATION OF
WATFORD INSURANCE COMPANY**

We, the undersigned directors of Watford Insurance Company, a New Jersey corporation, being natural persons over the age of eighteen (18), and constituting the entire board of directors of such corporation, do hereby state our intention to redomesticate Watford Insurance Company to the State of Missouri as a stock property and casualty insurance corporation in the manner provided in and pursuant to section 375.908, RSMo. and the regulations promulgated pursuant thereto, by amending and restating the articles of incorporation of Watford Insurance Company to comply with the requirements of sections 379.010 to 379.065 of the Missouri Insurance Code and RSMo section 351.106.

The Amended and Restated Articles of Incorporation of Watford Insurance Company set forth below and made a part of this Declaration of Intent to Redomesticate have been approved, respectively, by the sole shareholder and by the board of directors of Watford Insurance Company.

ARTICLE ONE

Name

The name of the Corporation shall be Watford Insurance Company.

ARTICLE TWO
Date of Incorporation

The Corporation shall continue its corporate existence without interruption as a corporation from its original date of incorporation on June 4, 1987.

ARTICLE THREE
Duration

The duration of the Corporation is perpetual.

ARTICLE FOUR
Principal Office and Registered Agent

The principal place of business of the Corporation in Missouri shall be 2345 Grand Boulevard, Suite 900, Kansas City, Missouri 64108. The executive and administrative office of the Corporation shall be within or without the State of Missouri as designated by its Board of Directors.

The registered agent of the Corporation shall be CSC-Lawyers Incorporating Service Company. The street address of the registered agent is 221 Bolivar Street, Jefferson City, Missouri 65101.

ARTICLE FIVE
Power and Purpose

The Company shall have the power and authority necessary and incidental to carry out its corporate purposes and in addition, shall have all the powers and authority granted to like property and casualty stock insurance corporations as authorized under Chapter 379 et. seq. RSMO as amended and other applicable laws of the State of Missouri as currently provided, or as may be provided by subsequent legislative acts.

The Corporation shall have the power and authority to engage in any lawful act or activity for which corporations may be organized under Chapter 351 of the General and Business

Corporation Law of Missouri to the extent the same are not inconsistent with or in conflict with sections 379.010 to 379.065 of the Missouri Insurance Code.

ARTICLE SIX
Authorized Shares

The Corporation shall have authority to issue twenty million (20,000,000) shares of capital stock consisting of common stock only, with a par value of one dollar (\$1.00) per share, any part of which shall be issued in such manner as the board of directors may declare and as permitted by law. Four million five hundred thousand (4,500,000) shares of Common Stock have been issued and are outstanding and fully paid up, amounting to four million five hundred thousand dollars (\$4,500,000) in aggregate capital. These Articles do not effect an exchange, reclassification, or cancellation of issued shares, nor do they effect a change in the amount of stated capital of the Corporation.

The Corporation has, and shall maintain, paid-in capital and surplus in excess of the minimum amounts required pursuant to Missouri Insurance Code Section 379.010 to transact the lines of insurance for which it is authorized.

ARTICLE SEVEN
Corporate Authority

The Corporate powers of the Corporation shall be vested in a Board of Directors and shall be exercised by the Board and through such officers, agents, employees, and committees, as the Board may, in its discretion, from time to time designate and empower.

The Board shall have the power from time to time to make, amend, or repeal such by-laws, rules, and regulations for the transaction of the business of the Corporation as the Board may deem expedient and as are not inconsistent with these Articles of Incorporation or the constitution or other laws of the State of Missouri.

ARTICLE EIGHT

Directors

The Board of Directors of the Corporation shall consist of not less than nine (9), and not more than twenty-five (25), directors, elected as provided in the by-laws of the Corporation. Meetings of the Board of Directors shall be held as such time and place, and upon such notice, as shall be prescribed by the by-laws of the Corporation.

ARTICLE NINE

Limitation of Liability and Indemnification of Officers and Directors

The liability of the directors of the Corporation shall be limited to the fullest extent permitted by Missouri law as currently provided, or as may be provided by subsequent legislative acts. The Corporation shall indemnify the officers and directors of the Corporation from any liability incurred by them to the fullest extent permitted by Missouri law as currently provided, or as may be provided by subsequent legislative acts.

ARTICLE TEN

The names and city and state of residence of the Corporation's directors are as follows:

Director	Home Address
Matthew A. Shulman, Chairperson	New Canaan, CT
Brian D. First	Canton, CT
Thomas J. Ahern	Ridgewood, NJ
Andrew S. Becker	Towaco, NJ
Catherine B. Kelly	New York, NY
Patrick K. Nails	Yardley, PA
John A. Rafferty	Western Springs, IL
Regan A. Shulman	Larchmont, NY
Richard A. Stock	Eagan, MN
Valerie I.D. Turpin	Tucson, AZ
Elizabeth A. Cunningham	Southampton, Bermuda

ARTICLE ELEVEN

Amendment

The Corporation reserves the right, at any time and from time to time, to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation in the manner prescribed by law; and all rights conferred upon shareholders, directors, or any other persons whomsoever by and pursuant to the Articles of Incorporation in their present form or as hereafter amended are granted subject to this reservation.

Signature page follows

IN WITNESS WHEREOF, the undersigned, have made and subscribed this Declaration of Intent to Redomesticate and Amended and Restated Articles of Incorporation, for the foregoing uses and purposes, this 8 day of August, 2023.

DocuSigned by:

Matthew Shulman

DE1A718B78C4AE

Matthew A. Shulman

DocuSigned by:

Brian D. First

8B3013BF538A431

Brian D. First

DocuSigned by:

Thomas J. Ahern

1E8A03A4ECAB4A5

Thomas J. Ahern

Andrew Becker

9F347281A7B44A5

Andrew S. Becker

DocuSigned by:

Catherine Kelly

B3B05570A434B4

Catherine B. Kelly

DocuSigned by:

Pat Nails

FA2BCE31EAS5480

Patrick K. Nails

DocuSigned by:

John Rafferty

1A7B4A6A8C04BE

John A. Rafferty

DocuSigned by:

Regan Shulman

1F2C3B6C71D341E

Regan A. Shulman

DocuSigned by:

Rich Stock

1F2C3B6C71D341E

Richard A. Stock

DocuSigned by:

Valerie Turpin

446C443428403

Valerie I.D. Turpin

DocuSigned by:

Elizabeth A. Cunningham

77807E4B44417

Elizabeth A. Cunningham

The Daily Record

See Page 2 for ad proof

County of Jackson

By:

By:

BRANDON M. CRAIL
Notary Public - Notary Seal
State of Missouri
Commissioned for St. Louis County
My Commission Expires: March 05, 2024
Commission Number: 20297982



ATTORNEY GENERAL OF MISSOURI
ANDREW BAILEY

December 14, 2023

Shelley A. Woods
Missouri Department of Commerce and Insurance
301 West High Street, Room 530
Jefferson City, Missouri 65102

Re: Declaration of Intent to Redomesticate and Amended and Restated
Articles of Incorporation of Watford Insurance Company

Dear Ms. Woods,

The undersigned, having reviewed the attached Declaration of Intent to Redomesticate and Amended and Restated Articles of Incorporation and Affidavit of Publication of Watford Insurance Company, certifies the declaration is in accordance with both section 375.908.1 and sections 379.010 to 379.160, RSMo, and is not inconsistent with the constitution and laws of this state or the United States.

Sincerely,

ANDREW BAILEY
Attorney General

A handwritten signature in black ink, appearing to read "Jason Lewis", followed by a horizontal line.

Jason Lewis
Chief Counsel of Governmental Affairs

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Watford Insurance Company

Name of Corporation

DOCUMENT NUMBER: F02000003365

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Certified Copy

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303