

FO5000005834

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☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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Amend

01/18/11--01023--022 **35.00

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2011 JAN 18 AM 11:27
DO NOT RETURN
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FILED
2011 JAN 18 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/18/11



CT Corporation

1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 878 5368 fax
www.ctlegalsolutions.com

January 18, 2011

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 8046783 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

C. V. STARR & CO., INC. (NV)
Foreign Post Conversion
Florida

Amendment (change of jurisdiction)

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Christina McNeair
CI. Operations Specialist
Christina.McNeair@wolterskluwer.com

January 18, 2011

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

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Sincerely,

Christina McNeair
CL Operations Specialist
Christina.McNeair@wolterskluwer.com

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: C. V. Starr & Co., Inc.
Name of Corporation

DOCUMENT NUMBER: F05000005834

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Julie Clifford
Name of Contact Person

Starr International USA, Inc.
Firm/Company

399 Park Avenue, 8th Floor
Address

New York, NY, 10022
City/State and Zip Code

julie.clifford@cvstarr.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Julie Clifford at (646) 227-6308
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

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F05000005834

(Document number of corporation (if known))

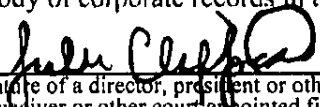
FILED
2011 JAN 18 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. C. V. Starr & Co., Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware
(Incorporated under laws of)
3. October 10, 2005
(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? _____
5. _____
(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.
Nevada
(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.


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

Julie Clifford
(Typed or printed name of person signing)

Assistant Secretary
(Title of person signing)

STATE OF NEVADA

ROSS MILLER
Secretary of State



SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

Certified Copy

January 12, 2011

Job Number: C20110112-1991
Reference Number: 00002985767-44
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20100940820-76	Convert In	54 Pages/1 Copies
20100943487-88	Articles of Incorporation	3 Pages/1 Copies



Respectfully,

A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER
Secretary of State

Certified By: Chris Thomann
Certificate Number: C20110112-1991
You may verify this certificate
online at <http://www.nvsos.gov/>

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov

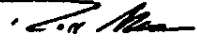


140301

Articles of Conversion

(PURSUANT TO NRS 92A.205)

Page 1

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number 20100940820-76 Filing Date and Time 12/20/2010 3:43 PM Entity Number E0612342010-6
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Articles of Conversion (Pursuant to NRS 92A.205)

1. Name and jurisdiction of organization of constituent entity and resulting entity:

C.V. Starr & Co., Inc.

Name of constituent entity

Delaware
Jurisdiction

Corporation
Entity type *

and,

C.V. Starr & Co., Inc.

Name of resulting entity

Nevada
Jurisdiction

Corporation
Entity type *

2. A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.

3. Location of plan of conversion: (check one)

- ☐ The entire plan of conversion is attached to these articles.
- ☒ The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity.
- ☐ The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330.

* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust .



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov

Articles of Conversion

(PURSUANT TO NRS 92A.205)

Page 2

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):

Attn: C.V. Starr & Co., Inc.

c/o: The Corporation Trust Company of Nevada
311 South Division Street
Carson City, Nevada 89703

5. Effective date of conversion (optional) (not to exceed 90 days after the articles are filed pursuant to NRS 92A.240)*

December 20, 2010

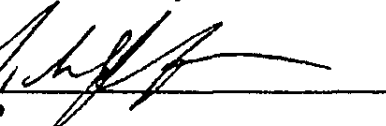
6. Signatures - must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a. general partnership governed by NRS chapter 87).

2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

C.V. Starr & Co., Inc., a Delaware corporation

Name of constituent entity

X 
Signature

Secretary
Title

12/17/2010
Date

* Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. This statement must be included within the resulting entity's articles.

FILING FEE: \$350.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Conversion Page 2
Revised: 10-16-09

Exhibit C

Articles of Incorporation

See Attached.

**ARTICLES OF INCORPORATION
OF
C.V. STARR & CO., INC.**

ARTICLE I

The name of the corporation is C.V. Starr & Co., Inc. (hereinafter, the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the State of Nevada is 311 South Division Street, Carson City, Nevada 89703 The name of its registered agent at such address is The Corporation Trust Company of Nevada.

ARTICLE III

The Corporation is incorporated under Chapter 78 of the Nevada Revised Statutes, as amended (the "NRS"), and its purpose is to engage in any lawful act or activity. In addition to, and without limitation on or of the purposes and powers of the Corporation, the Corporation shall have all the rights, privileges and powers, both the general powers and specific powers, as are conferred, or may hereafter be conferred, to and upon a corporation organized and existing under the laws of the State of Nevada pursuant to the provisions of the NRS, specifically including, but not limited to, the provisions of Section 78.060 of the NRS entitled "General Powers," and Section 78.070 of the NRS entitled "Specific Powers."

ARTICLE IV

The name and address of each member of the initial Board of Directors of the Corporation is as follows:

Directors	Address
Maurice R. Greenberg	c/o C.V. Starr & Co., Inc. 399 Park Avenue New York, NY 10022
Edward E. Matthews	c/o C.V. Starr & Co., Inc. 399 Park Avenue New York, NY 10022
Howard I. Smith	c/o C.V. Starr & Co., Inc. 399 Park Avenue New York, NY 10022
Bertil P. H. Lundqvist	c/o C.V. Starr & Co., Inc. 399 Park Avenue New York, NY 10022
L. Scott Greenberg	c/o C.V. Starr & Co., Inc.

Directors	Address
	399 Park Avenue New York, NY 10022

The initial members of the Board of Directors may be changed in accordance with the Corporation's By-laws.

ARTICLE V

The name and address of the incorporator signing these Articles of Incorporation is as follows:

Michael J. Horvath, Secretary
c/o C.V. Starr & Co., Inc.
399 Park Avenue
New York, NY 10022

ARTICLE VI

Part A. Authorized Shares. The total number of shares which the Corporation shall have authority to issue is 805,000 shares of capital stock, as follows: 5,000 shares of Special Preferred Stock; 650,000 shares of Preferred Stock; 100,000 shares of Class A Common Stock (the "Class A Common Stock"), and 50,000 shares of Class B Common Stock (the "Class B Common Stock"). The Class A Common Stock and the Class B Common Stock are referred to collectively in these Articles of Incorporation as the "Common Stock." All such shares of capital stock shall be without par value.

Part B. Board May Authorize Issuance of Stock. The shares of capital stock of the Corporation may be issued by the Corporation from time to time for such consideration as from time to time may be fixed by the Board of Directors of the Corporation.

Part C. Common Stock. The description of the voting powers, designations, preferences and relative rights, and the qualifications, limitations and restrictions thereof, of the shares of the classes of Common Stock of the Corporation known as Class A Common Stock and Class B Common Stock, respectively, is as follows:

SUBPART 1. CLASS A COMMON STOCK

Section (a). Voting Rights. Each holder of Class A Common Stock entitled to vote at any particular time shall have one vote for each share of Class A Common Stock held of record by such holder. Except as required by applicable law or as otherwise provided in these Articles of Incorporation, the Class A Common Stock and the Class B Common Stock shall vote together as a single class on all matters submitted to a vote of stockholders of the Corporation.

Section (b). Dividends. When and as dividends are declared, whether payable in cash, property or in securities of the Corporation, the holders of Class A Common Stock shall be entitled to share equally, share for share, in such dividends.

SUBPART 2. CLASS B COMMON STOCK

Section (a). Voting Rights. Each holder of Class B Common Stock entitled to vote at any particular time shall have one vote for each share of Class B Common Stock held of record by such holder. Except as required by applicable law or as otherwise provided in these Articles of Incorporation, the Class A Common Stock and the Class B Common Stock shall vote together as a single class on all matters submitted to a vote of stockholders of the Corporation.

Section (b). Dividends, Etc. Each outstanding share of Class B Common Stock shall entitle the holder of such share to non-cumulative dividends, payable at such times as the Board of Directors of the Corporation shall determine, at the rate of \$50.00 per share per annum, and no more. Except as provided in the immediately preceding sentence, holders of Class B Common Stock shall not be entitled to any other dividends or other distributions (whether liquidating or non-liquidating) of any assets of the Corporation at any time.

SUBPART 3. PREFERRED STOCK.

The Preferred Stock may be issued from time to time as fully paid and non-assessable shares of one or more series. The number of shares of each such series and the voting powers, designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof shall be fixed by and set forth herein or in a resolution or resolutions of the Board of Directors of the Corporation adopted pursuant to authority hereby expressly vested in such Board; *provided, however*, that all shares of Special Preferred Stock shall be prior in right of payment of liquidation value and dividends to all shares of Preferred Stock; and *provided, further*; that all shares of Preferred Stock of each series shall be prior in right of payment of liquidation value and dividends to all shares of all series issued thereafter. Except as aforesaid and as otherwise provided herein the authority of the Board of Directors with respect to each series shall include, to the full extent now or hereafter permitted by the laws of Nevada, but shall not be limited to, the determination or fixing of the following:

Section (a). Designation; Number of Shares. The distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by like action of the Board of Directors to the extent permitted by law;

Section (b). Dividends. The dividend rate of such series, the conditions and times upon which such dividends shall be payable, the relation which such dividends shall bear to the dividends payable on any other class or classes of capital stock or series thereof, or any other series of the same class, whether the Corporation shall be required to

pay such dividends on specified dates, if funds are legally available for the payments thereof, or whether the payment of such dividends shall be entirely at the discretion of the Board of Directors, whether such dividends shall be payable in cash or by the issuance of Common Stock or Preferred Stock of the Corporation, and whether dividends shall be cumulative or non-cumulative;

Section (c). Redemption. Whether or not the shares of such series shall be subject to redemption by the Corporation and the conditions thereof, and the times, prices and other terms and provisions upon which the shares of the series may be redeemed;

Section (d). Retirement or Sinking Fund. Whether or not the shares of such series shall be subject to the operation of a retirement or sinking fund to be applied to the purchase or redemption of such shares and, if such retirement or sinking fund be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

Section (e). Conversion Rights. Whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class or classes, without par value, or of any other series of the same class, and, if provision is made for conversion or exchange, the times, prices, rates, adjustments and other terms and conditions of such conversion or exchange;

Section (f). Voting Rights. Whether or not the shares of such series have voting rights in addition to the voting rights provided by law and by Article X hereof and, if so, the terms of such voting rights;

Section (g). Liquidation Rights. The rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution, or upon the distribution of assets of the Corporation;

Section (h). Other Rights. Any other powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, of the shares of such series, as the Board of Directors may deem advisable and as shall not be inconsistent with the provisions of these Articles of Incorporation;

Section (i). Meetings; Voting Rights. Except as otherwise provided in Article X hereof or by a resolution or resolutions of the Board of Directors creating any series of Preferred Stock or by the NRS, the holders of the Preferred Stock shall have no rights to receive notice of stockholders' meetings and no power to vote thereat; and

Section (j). Reissuance. The Preferred Stock purchased, redeemed, converted or exchanged pursuant to any of the provisions of the resolution of the Board of Directors creating each series shall, at the discretion of the Board of Directors, be held in the treasury of the Corporation subject to reissuance, or shall, from time to time in the discretion of the Board of Directors upon the filing and recording of such certificate as may be in accordance with the laws of the State of Nevada, be returned to the status of authorized and unissued shares of Preferred Stock, in which event such shares shall no longer be part of the series created in connection with the original issuance thereof.

SUBPART 2A. SERIES A THROUGH SERIES X.

A statement of the designations and the powers, preferences and rights, and the qualifications, limitations and restrictions thereof, of the shares of the series of Preferred Stock of the Corporation known as Series A, Series B, Series C, Series D, Series E, Series F, Series G, Series H, Series I, Series J, Series K, Series L, Series M, Series N, Series O, Series P, Series Q, Series X-1, Series R, Series S, Series T, Series U, Series V, Series W and Series X is as follows:

Section (a). Liquidation Value; Stated Value; Number of Shares. The shares of each Series shall have a liquidation value equal to the amount per share indicated in the table below and a stated value of \$1.00 per share. The number of shares of each Series authorized to be issued is indicated in the table below.

Section (b). Retirement or Sinking Fund. The shares of Series A through X shall not be subject to the operation of a retirement or sinking fund.

Section (c). Conversion Rights. The shares of Series A through X shall not be convertible into, or exchangeable for, shares of any other class or classes or any other series of Preferred Stock.

Section (d). Voting Rights. Except as otherwise provided in Article X hereof; the shares of Series A through X shall not have or confer any right to vote or to participate in, be present or represented at, or be notified of, any stockholders' meeting or proceeding whatever, held for any purpose in which the right to participate can be waived by the holders of the shares of the Series.

Section (e). Liquidation Rights. In the event of dissolution, liquidation or winding up of the Corporation or the distribution of all or substantially all of its assets, each share of Series A through X shall entitle the holder thereof, after payment has been made or provided for of the debts of the Corporation and of the liquidation values of and all accrued and unpaid dividends, if any, on, all outstanding Special Preferred Stock and Preferred Stock of a Series issued before the Series of which such share is a part, and before any of the Corporation's assets are disbursed, distributed or allocated for or because of any Preferred Stock of a subsequent series or Common Stock, to receive in full satisfaction of all such holder's rights as holder of such share the sum of its liquidation value and all accrued and unpaid dividends thereon, if any.

Section (f). Redemption and Repurchase. Each outstanding share of Series A through X shall be subject to redemption or repurchase at any time at the option of the Corporation (except in the case of each outstanding share of Series X-1, which shall be subject to redemption or repurchase by the Corporation only upon the death of the person to whom such share was originally issued) at its liquidation value plus all accrued and unpaid dividends thereon, if any, payable, against surrender at the office of the Secretary of the Corporation of the corresponding stock certificate, duly assigned, or delivery of stock powers assigning such shares, in a lump sum.

Section (g). Purchase Price. The price at which shares of a Series may be purchased by the Corporation pursuant to Part A of Article VII hereof shall be as agreed

among the Corporation and the holders of a majority of the outstanding shares of the Series of which such share is a part, except that the price at which shares of Series X-1 may be purchased by the Corporation pursuant to Part A of Article VII hereof shall be the aggregate liquidation value of such shares (together with any accrued and unpaid dividends thereon as of the date of such purchase).

Section (h). Dividends. Each outstanding share of a Series shall entitle the holder of such share to cumulative dividends from the date indicated in the table below, payable if funds are legally available for the payment thereof, on such day or days during each year as shall be determined by the Board of Directors of the Corporation (*provided* that each year the Board of Directors of the Corporation shall establish one or more days prior to December 31 of that year for payment of dividends), so long as such share is outstanding at the rate indicated in the table below, and no more; *provided* that while any dividend is in arrears on any class of Special Preferred Stock or any Preferred Stock of a Series issued before the Series of which such share is a part, no dividend shall be paid on, and no asset of the Corporation shall be disbursed, distributed or allocated for or because of, any share of such Series. While any dividend is in arrears on such Series, no dividend shall be paid on, and no asset of the Corporation shall be disbursed, distributed or allocated for or because of, any Preferred Stock of a subsequent series or Common Stock of the Corporation.

<i>Series</i>	<i>Number of Shares Authorized</i>	<i>Liquidation value per share</i>	<i>Date from which dividends are cumulative</i>	<i>Per share dividend rate</i>
Series A	22,240	\$1,350	12/31/1979	\$55/year
Series B	22,680	\$1,100	12/31/1981	\$45/year
Series C	22,430	\$900	1/1/1984	Dividend Formula*
Series D	22,180	\$580	1/1/1986	Dividend Formula*
Series E	23,930	\$600	1/1/1987	Dividend Formula*
Series F	25,555	\$1,200	1/1/1989	Dividend Formula*
Series G	24,000	\$600	1/1/1990	Dividend Formula*
Series H	23,375	\$625	1/1/1991	Dividend Formula*
Series I	23,125	\$630	1/1/1992	Dividend Formula*
Series J	24,500	\$650	1/1/1993	Dividend Formula*
Series K	25,125	\$660	1/1/1994	Dividend Formula*
Series L	25,125	\$200	1/1/1994	Dividend Formula*
Series M	24,500	\$700	1/1/1995	Dividend Formula*
Series N	23,125	\$800	1/1/1996	Dividend Formula*
Series O	23,125	\$300	1/1/1996	Dividend Formula*
Series P	22,250	\$1000	1/1/1997	Dividend Formula*
Series Q	23,250	\$1000	1/1/1998	Dividend Formula*
Series X-1	3,839	\$20,000	1/1/1998**	\$800/year
Series R	24,250	\$1,200	1/1/1999	Dividend Formula*
Series S	25,375	\$1,200	1/1/2000	Dividend Formula*
Series T	27,000	\$1,500	1/1/2001	Dividend Formula*

<i>Series</i>	<i>Number of Shares Authorized</i>	<i>Liquidation value per share</i>	<i>Date from which dividends are cumulative</i>	<i>Per share dividend rate</i>
Series U	28,125	\$1,800	1/1/2002	Dividend Formula*
Series V	29,250	\$2,000	1/1/2003	Dividend Formula*
Series W	29,500	\$2,200	1/1/2004	Dividend Formula*
Series X	29,500	\$2,200	1/1/2005	Dividend Formula*

- * "Dividend Formula" means a rate per annum equal to 1% of the liquidation value per share, or such higher rate per annum (not to exceed 4% of such liquidation value) as the Board of Directors of the Corporation shall determine from time to time.
- ** Each outstanding share of Series X-1 shall entitle the holder of such share to cumulative dividends from January 1, 1998 (with the amount of the initial dividend paid to be reduced by the amount of any dividend on any preferred stock of the Corporation held by such holder paid between January 1, 1998 and the date the shares of Series X-1 are issued to such holder).

SUBPART 4. SPECIAL PREFERRED STOCK.

Section (a). Authorization. The Special Preferred Stock may be issued from time to time as fully paid and non-assessable shares of more than one series.

Section (b). Voting Rights. Except as otherwise provided in Article X hereof, the shares of the Special Preferred Stock shall not have or confer any right to vote or to participate in, be present or represented at, or be notified of any, stockholders' meeting or proceeding whatever, held for any purpose in which the right to participate can be waived by the holders of the shares of the Special Preferred Stock.

Section (c). Liquidation Rights. In the event of dissolution, liquidation or winding up of the Corporation or the distribution of all or substantially all of its assets, each share of Special Preferred Stock of any series shall entitle the holder thereof, after payment has been made or provided for the debts of the Corporation and before any of the Corporation's assets are disbursed, distributed or allocated for or because of any Preferred Stock or Common Stock, to receive in full satisfaction of all such holder's rights as holder of such shares the sum of the liquidation value of such share as fixed by the Board of Directors of the Corporation in the resolution or resolutions creating such series and all accrued but unpaid dividends thereon, if any. All series of Special Preferred Stock shall rank *pari passu* in the event of any dissolution, liquidation or winding up of the Corporation or distribution of all or substantially all of its assets.

Section (d). Dividends. Dividends on each share of each series of Special Preferred Stock shall be cumulative from the date specified in the resolution or resolutions of the Board of Directors of the Corporation creating such series. Dividends on shares of any series of Special Preferred Stock shall be payable if funds are legally

available for the payment thereof, on such day or days during each year as shall be determined by the Board of Directors of the Corporation (*provided* that each year the Board of Directors of the Corporation shall establish one or more days prior to December 31 of that year for the payment of such dividends), so long as any such share of such series is outstanding at a rate per annum equal to 4% of the liquidation value of such share or at such higher rate per annum as the Board of Directors of the Corporation may from time to time determine, and no more. While any dividend is in arrears on any share of *Special Preferred Stock*, no dividend shall be paid on, and no asset of the Corporation shall be disbursed, distributed or allocated for or because of, (i) any other share of *Special Preferred Stock* (unless a distribution is made with respect to each share of *Special Preferred Stock*, which distribution is proportionate to the liquidation values of each such share) or (ii) any share of *Preferred Stock* or *Common Stock* of the Corporation. All amounts of dividends on shares of *Special Preferred Stock* shall be calculated on the basis of a 365-day year for the actual number of days elapsed.

Section (e). Retirement or Sinking Fund. No shares of *Special Preferred Stock* shall be subject to the operation of a retirement or sinking fund.

Section (f). Conversion Rights. No shares of *Special Preferred Stock* shall be convertible into or exchangeable for shares of any other class or classes, or of any other series of the same class.

Section (g). Board Authorization. Except as otherwise specified in this Subpart 3, the number of shares of each such series and the designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof shall be fixed by and set forth in a resolution or resolutions of the Board of Directors of the Corporation adopted pursuant to authority hereby expressly vested in such Board. Except as aforesaid and as otherwise provided herein the authority of the Board of Directors with respect to each series shall include, to the full extent now or hereafter permitted by the laws of Nevada, but shall not be limited to, the determination or fixing of the following:

Paragraph (i). Designation, Number of Shares. The distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by like action of the Board of Directors to the extent permitted by law;

Paragraph (ii). Dividends. The date from which dividends are to accrue;

Paragraph (iii). Redemption. Whether or not the shares of such series shall be subject to redemption by the Corporation and the conditions thereof, and the times, prices and other terms and provisions upon which the shares of the series may be redeemed;

Paragraph (iv). Liquidation Value. The liquidation value of the shares of such series; and

Paragraph (v). Other Rights. Any other powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, of the shares of such series, as the Board of Directors may deem advisable and as shall not be inconsistent with the provisions of these Articles of Incorporation.

Section (h). Transfer; Purchase.

Paragraph (i). Shares of Special Preferred Stock shall be issued only in the name of the beneficial owner thereof; and no transfer of such shares shall be effected except on the stock books of the Corporation upon surrender of stock certificates duly endorsed or delivery of stock powers assigning such shares, *provided* that such shares may be held by a non-United States company established by the beneficial owner of such shares if permitted pursuant to the Stockholders Agreement (defined below); and all shares of Special Preferred Stock shall at all times be held subject to all of the agreements, conditions and restrictions set forth in these Articles of Incorporation, in the resolution or resolutions of the Board of Directors of the Corporation creating the series of which such shares are a part and in the Amended and Restated Stockholders Agreement, dated as of **December 28, 2009**, among the Corporation and the other parties thereto, as amended from time to time (the "Stockholders Agreement"), the provisions of which shall at all times apply equally both to an original holder of shares and to each and every subsequent holder thereof; except as herein or therein specifically otherwise provided, and each holder of shares of Special Preferred Stock by the acceptance of such shares, agrees with the Corporation, with each other holder of Special Preferred Stock and with each holder of Stock (as hereinafter defined), in consideration of the agreements of each such other holder herein, as follows:

Subparagraph A. Repurchase Rights. Each holder of shares of any series of Special Preferred Stock shall sell such shares to the Corporation in accordance with the repurchase rights granted to the Corporation in these Articles of Incorporation, in the resolution or resolutions of the Board of Directors of the Corporation creating such series and in the Stockholders Agreement.

Subparagraph B. Procedure to Effect Transfer. Except as provided in Paragraph (vi) of this Section (h), whenever and as often as any holder of Special Preferred Stock shall desire to sell, assign, transfer or otherwise dispose of any shares of Special Preferred Stock, such holder shall give notice to the Corporation to such effect, stating the number of shares which such holder desires to sell, assign, transfer or otherwise dispose of and, if known, the name of the person to whom it is desired to make such sale, assignment, transfer or other disposition and the consideration therefor, if any. Upon receipt of such notice, the Corporation shall have the first right and option, exercisable for a period of 270 days from the date of receipt of such notice, or; if no such notice is

given, for a period of 270 days from the date the certificate or certificates representing or stock powers assigning such shares are presented to the Corporation for transfer, to purchase in accordance with Paragraph (iv) of this Section (h) the shares of Special Preferred Stock which such holder desires to sell, assign, transfer or otherwise dispose of. No holder of Special Preferred Stock of the Corporation shall have the right to sell, assign, transfer or otherwise dispose of any shares of such Special Preferred Stock, or give the notice provided for in this Subparagraph B, during the period of any right and option of the Corporation under any provision of this Paragraph (i) to purchase any such shares held by such holder remains outstanding.

Subparagraph C. Death or Incompetency of Holder. In the event of death or declaration of incompetency of any holder of Special Preferred Stock, the Corporation shall have the first right and option to purchase or redeem all shares of Special Preferred Stock held by the deceased or incompetent holder, exercisable in the case of a declaration of incompetency for a period of 270 days from the date the Corporation obtains actual knowledge of the declaration of incompetency of such holder and, in the case of death, for a period of six years from the date of the death of such holder.

Subparagraph D. Involuntary Transfer. Whenever any holder's shares of Special Preferred Stock are involuntarily transferred by operation of law or otherwise, other than by a transfer from a decedent or incompetent to his legal representative covered by Subparagraph C of this Paragraph (i), the Corporation shall have the first right and option to purchase or redeem from the transferee all shares of Special Preferred Stock acquired by such transferee, exercisable for a period of 270 days from the date of actual knowledge of such involuntary transfer is obtained by the Corporation. Such right and option shall be available in the case of any involuntary transfer of beneficial ownership, whether or not the record ownership of such shares has been transferred on the books of the Corporation. Any such stockholder or transferee shall be obligated to give notice to the Corporation of any such involuntary transfer immediately upon the occurrence thereof.

Subparagraph E. Purchase Price. The purchase price of any shares of Special Preferred Stock purchased or redeemed pursuant to Subparagraph C or D of this Paragraph (i) shall be the lesser of: (x) the liquidation value thereof; plus accrued but unpaid dividends to the date notice is given of the exercise of such right and option to purchase or redeem such shares; and (y) the price at which the Corporation could redeem or repurchase such shares pursuant to the resolution or resolutions of the Board of Directors of the Corporation creating the series of Special Preferred Stock of which such shares are a part or pursuant to the Stockholders Agreement.

Paragraph (ii). Shares Subject to Corporation's Purchase Right.

Whenever the Corporation shall be entitled to purchase from a holder any shares of Special Preferred Stock upon the exercise of any right and option arising pursuant to the provisions of any of the paragraphs of Paragraph (i) of this Section (h), such right and option shall be exercisable only with respect to all of the shares of Special Preferred Stock held by such holder at the time of exercise, except in the case of a proposed sale, assignment, transfer or other disposition pursuant to Subparagraph B of Paragraph (i) of this Section (h), in which case the right and option shall be exercisable only as to the number of shares specified in the notice therein referred to, unless in each case the Corporation and such holder otherwise agree.

Paragraph (iii). Reservation of Corporation's Purchase Right. Failure of the Corporation to exercise any right or option accruing pursuant to any one of the paragraphs of Paragraph (i) of this Section (h) shall not prevent the exercise of any right and option subsequently accruing pursuant to any one of the said paragraphs, whether such subsequent right and option shall accrue pursuant to the same or a different paragraph.

Paragraph (iv). Procedure to Effect Purchase. Exercise of any right and option pursuant to the provisions of Paragraph (i) of this Section (h) to purchase any shares of Special Preferred Stock shall be effected by the Corporation giving notice to the holder of the shares subject to such right and option, but not later than the close of business on the date of expiration of the 270-day option period (or if such date is not a business day, then on or before the close of business on the next succeeding business day), advising of the election of the Corporation to exercise such right and option. The Corporation shall pay the purchase price in a lump sum no later than the close of business on the date that such repurchase right expires (or if such date is not a business day, then on or before the close of business on the next succeeding business day). If the certificates representing the shares being purchased are not already in the possession of the Corporation, the holder of any shares being purchased shall deliver such certificates, properly endorsed for transfer, to the Corporation within 15 days after the date that such first notice is received. If such certificates are already in the possession of the Corporation, the holder of any shares being purchased shall deliver stock powers assigning the shares to the Corporation within such 15 days.

Paragraph (v). Waiver by Corporation. The Corporation, in any particular case or cases, may waive all or any part of any one or more of the provisions of paragraph (i) of this Section (h), but any such waiver shall apply only to the case or cases wherein such provisions are expressly waived and no such waiver shall be construed to apply to any other case or cases.

Paragraph (vi). Expiration of Purchase Right. Whenever, pursuant to the provisions of Paragraph (i) of this Section (h), the Corporation shall have the right and option to purchase any shares of Special Preferred Stock and the Corporation shall fail to give notice in the manner and within the time prescribed by Paragraph (iv) of this Section (h) that it will purchase such shares, then such holder of such shares, upon the

expiration of the period during which the Corporation shall have had such right and option, shall be free to sell, assign, transfer or otherwise dispose of such shares.

Paragraph (vii). Termination of Rights Upon Notice to Purchase. From and after the date notice is given of the exercise of any right and option of the Corporation to purchase or redeem shares of Special Preferred Stock held by any stockholder, all rights of such holder as a holder of the shares as to which notice of exercise of such right and option is given shall cease, whether or not there is a dispute between such holder and the Corporation as to the price of the shares or any other matter, and the only right of such holder shall be the right to receive payment of the purchase price for such shares in the amount and at the time determined as provided in this Section (h), elsewhere in these Articles of Incorporation, the resolution or resolutions of the Board of Directors of the Corporation creating the series of Special Preferred Stock of which such shares are a part and the Stockholders Agreement. All shares as to which such right and option have been so exercised shall be deemed to be no longer outstanding from the date of the exercise of such right and option, regardless of whether the certificates or stock powers for such shares have been delivered to the Corporation as required by Paragraph (iv) of this Section (h).

ARTICLE VII

Part A. Restrictions on Transfer. Shares of Class A Common Stock, Class B Common Stock, and Preferred Stock (hereinafter in this Article VII referred to as "Stock") of the Corporation shall be issued only in the name of the beneficial owner thereof, and no transfer of such shares shall be effected except on the stock books of the Corporation upon surrender of stock certificates duly endorsed or delivery of stock powers assigning such shares, provided that such shares may be held by a non-United States company established by the beneficial owner of such shares if permitted pursuant to the Stockholders Agreement; and all shares of Stock of the Corporation shall at all times be held subject to all of the agreements, conditions and restrictions set forth in, and in the Stockholders Agreement contemplated by, these Articles of Incorporation, the provisions of which shall at all times apply equally both to an original holder of shares and to each and every subsequent holder thereof, except as herein or therein specifically otherwise provided, and each holder of shares of Stock, by the acceptance of such shares, agrees with the Corporation and with each other holder of Stock, in consideration of the agreements of each such other holder herein, as follows:

SUBPART 1. PROCEDURE TO EFFECT TRANSFER. Except as provided in Part F of this Article VII, whenever and as often as any holder of Stock shall desire to sell, assign, transfer or otherwise dispose of any shares of Stock, such holder shall give notice to the Corporation to such effect, stating the number of shares which such holder desires to sell, assign, transfer or otherwise dispose of and, if known, the name of the person to whom it is desired to make such sale, assignment, transfer or other disposition and the consideration therefor, if any. Upon receipt of such notice, the Corporation shall have the first right and option, exercisable for a period of 270 days from the date of receipt of such notice, or, if no such notice is given, for a period of 270 days from the date the certificate or certificates representing or stock powers assigning such shares are presented to the Corporation for transfer, to purchase in accordance with Part D of this

Article VII the shares of Stock which such holder desires to sell, assign, transfer or otherwise dispose of. No holder of Stock of the Corporation shall have the right to sell, assign, transfer or otherwise dispose of any shares of such Stock, or give the notice provided for in this Subpart 1, during the period any right and option of the Corporation under any provision of this Part A to purchase any such shares held by such holder remains outstanding.

SUBPART 2. DEATH OR INCOMPETENCY OF HOLDER. In the event of death or declaration of incompetency of any holder of Stock, the Corporation shall have the first right and option to purchase all shares of Stock held by the deceased or incompetent holder, exercisable for a period of 270 days from the date the Corporation obtains actual knowledge of the death or declaration of incompetency of such holder.

SUBPART 3. INVOLUNTARY TRANSFER. Whenever any holder's shares of Stock are involuntarily transferred by operation of law or otherwise, other than by a transfer from a decedent or incompetent to his legal representative covered by Subpart 2 above, the Corporation shall have the first right and option to purchase from the transferee all shares of Stock acquired by such transferee, exercisable for a period of 270 days from the date actual knowledge of such involuntary transfer is obtained by the Corporation. Such right and option shall be available in the case of any involuntary transfer of beneficial ownership, whether or not the record ownership of such shares has been transferred on the books of the Corporation. Any such stockholder or transferee shall be obligated to give notice to the Corporation of any such involuntary transfer immediately upon the occurrence thereof.

SUBPART 4. MANDATORY PURCHASE RIGHT. Whenever the Board of Directors of the Corporation shall determine in good faith, either at a meeting or by written consent without a meeting, that it is necessary or desirable for the welfare of the Corporation that any holder of Stock shall cease to be such holder, the Corporation shall have the right and option to purchase all shares of Stock held by such holder, exercisable for a period of 270 days from the date of such determination. Prompt notice of such determination shall be given to such holder.

SUBPART 5. PURCHASE RIGHT UPON RESIGNATION OR RETIREMENT. Whenever any holder of Common Stock of the Corporation no longer serves as an officer, director or employee of the Corporation and all of its affiliated or associated corporations (whether by his own act or that of the Corporation or one or more of its affiliated or associated corporations or otherwise), the Corporation shall have the first right and option to purchase all shares of Stock held by such holder, exercisable for a period of 270 days from the date such resignation or retirement becomes effective or the date of such termination of status as an officer, director or employee actively so engaged in the business of the Corporation or the business of one or more of its affiliated or associated corporations. For purposes of this Subpart 5, neither American International Group, Inc., nor its subsidiaries shall be affiliated or associated corporations of the Corporation.

Whenever the Corporation shall be entitled to purchase from a holder any shares of Stock upon the exercise of any right and option arising pursuant to the provisions of any of the paragraphs of this Part A, such right and option shall be exercisable only with respect to all of the shares of Stock held by such holder at the time of exercise, except in the case of a proposed sale, assignment, transfer or other disposition pursuant to Subpart 1 of this Part A in which case the right and option shall be exercisable only as to the number of shares specified in the notice therein referred to, unless in each case the Corporation and such holder otherwise agree.

Part B. Reservation of Corporation's Purchase Right. Failure of the Corporation to exercise any right or option accruing pursuant to any one of the Subparts of Part A of this Article VII shall not prevent the exercise of any right and option subsequently accruing pursuant to any one of the said Subparts, whether such subsequent right and option shall accrue pursuant to the same or a different Subpart.

Part C. Purchase Price. The consideration to be paid by the Corporation for the purchase of any share of Stock purchased by the Corporation upon the exercise by it of any right and option arising pursuant to this Article VII shall be in the case of a share of Preferred Stock, Class A Common Stock or Class B Common Stock: (a) if such right and option arises under Subpart 1 of Part A of this Article VII, then the lesser of the consideration, if any, notified to the Corporation pursuant to that paragraph and the price determined in (b) below; and (b) if such right and option arises pursuant to any other paragraph, then in the case of Preferred Stock, Series A through Series X, as set forth in Section (g) of Subpart 2A of Part D of Article VI hereof, in the case of a share of any other series of Preferred Stock, as set forth or incorporated in the Certificate of Designation for the series of which such share is a part, and in the case of a share of Class A Common Stock or Class B Common Stock as agreed between the Corporation and the selling shareholder pursuant to the terms of the Stockholders Agreement.

Part D. Procedure to Effect Purchase. Exercise of any right and option pursuant to the provisions of Part A of this Article VII to purchase any shares of Stock shall be effected by the Corporation giving notice to the holder of the shares subject to such right and option, not later than the close of business on the date of expiration of the option period (or if such date is not a business day, then on or before the close of business on the next succeeding business day), advising of the election of the Corporation to exercise such right and option. The Corporation shall pay the purchase price in a lump sum no later than the close of business on the date that such 270-day option period expires (or if such date is not a business day, then on or before the close of business on the next succeeding business day). If the certificates representing the shares being purchased are not already in the possession of the Corporation, the holder of any shares being purchased shall deliver such certificates, properly endorsed for transfer, to the Corporation within 15 days after the date that such first notice is received. If such certificates are already in the possession of the Corporation, the holder of any shares being purchased shall deliver stock powers assigning the shares to the Corporation within such 15 days.

Part E. Waiver by Corporation. The Corporation, in any particular case or cases, may waive all or any part of any one or more of the provisions of this Article VII, but any such waiver shall apply only to the case or cases wherein such provisions are expressly waived and no such waiver shall be construed to apply to any other case or cases.

Part F. Expiration of Purchase Right. Whenever, pursuant to the provisions of Part A of this Article VII, the Corporation shall have the right and option to purchase any shares of Stock and the Corporation shall fail to give notice in the manner and within the time prescribed by this Article VII that it will purchase such shares, then such holder of such shares, upon the expiration of the period during which the Corporation shall have had such right and option, shall be free to sell, assign, transfer or otherwise dispose of such shares.

Part G. Termination of Rights Upon Notice to Purchase. From and after the date notice is given of the exercise of any right and option of the Corporation to purchase or redeem shares of Stock held by any stockholder, all rights of such holder as a holder of the shares as to which notice of exercise of such right and option is given shall cease, whether or not there is a dispute between such holder and the Corporation as to the price of the shares or any other matter, and the only right of such holder shall be the right to receive payment of the purchase price for such shares in the amount and at the time determined as provided in these Articles of Incorporation and the Stockholders Agreement. All shares as to which such right and option have been so exercised shall be deemed to be no longer outstanding from the date of the exercise of such right and option, regardless of whether the certificates or stock powers for such shares have been delivered to the Corporation as required by this Article VII.

ARTICLE VIII

The Board of Directors of the Corporation is expressly authorized to make, alter or repeal by-laws of the Corporation. The holders of Common Stock, by a vote or written consent of the holders of at least two-thirds of the Common Stock outstanding, may make additional by-laws and may alter or repeal any by-law whether or not adopted by them.

ARTICLE IX

Elections of directors need not be by written ballot except and to the extent provided in the by-laws of the Corporation.

ARTICLE X

Except (i) that no liquidation, dissolution or winding up of, or merger or exchange with or conversion into any other entity by, the Corporation or the distribution of all or substantially all of its assets may be authorized without the unanimous vote or written consent of the holders of all outstanding shares of the capital stock of the Corporation, unless a lower vote is required by law, and (ii) as may otherwise be required by law in the case of amendments affecting the Preferred Stock, the Special Preferred Stock, the Class A Common Stock or the Class B Common Stock, unlimited authority and right to amend these Articles of Incorporation is hereby conferred upon the holders of Common Stock and may be exercised by the vote or written consent of the holders of at least two-thirds of the Common Stock outstanding; and all rights and authority conferred by or under these Articles of Incorporation upon any stockholder, director, officer or agent of the Corporation are granted subject to this reservation.

ARTICLE XI

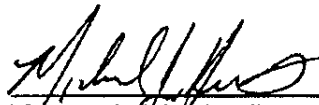
The stockholders of the Corporation may not act by written consent in lieu of a meeting to elect or remove directors of the Corporation.

ARTICLE XII

A director or officer of the Corporation shall not be liable to the Corporation or its stockholders or creditors for damages for breach of fiduciary duty as a director or officer, unless it is proven that: (i) the director's or officer's act or failure to act constituted a breach of such director's or officer's fiduciary duties as a director or officer and (ii) the director's or officer's breach of those duties involved intentional misconduct, fraud or a knowing violation of law. If the NRS is amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the NRS, as so amended. Any repeal or modification of the provisions of this Article XII by the stockholders of the Corporation shall not adversely affect any right or benefit of a director or officer of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, C.V. Starr & Co., Inc. has caused these articles to be signed
this 20th day of December, 2010.

C.V. STARR & CO., INC.

A handwritten signature in dark ink, appearing to read "Michael J. Horvath", is written over a horizontal line.

Name: Michael J. Horvath
Title: Secretary

Exhibit D

Bylaws

See Attached.

BY-LAWS
of
C.V. STARR & CO., INC.
(A NEVADA CORPORATION)

SECTION I

Offices

(A) Registered Office. The Corporation shall maintain a registered office in the State of Nevada as required by law.

(B) Other Offices. The Corporation may also have an office or offices in any place or places in the whole world outside or inside of the State of Nevada as the Board of Directors may from time to time determine or the business of the Corporation may require.

SECTION II

The corporate seal shall consist of a die and have inscribed thereon the name of the Corporation, the year of its incorporation, and the words "Corporate Seal, Nevada." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

SECTION III

Stockholders' Meetings

(A) Place of Meetings. Meetings of the stockholders of the Corporation may be held at such place, either within or without the State of Nevada, as set forth herein or as may be determined from time to time by the Board of Directors. The Board of Directors may, in its sole discretion, determine that the meeting shall not be held at any place, but may instead be held solely by means of teleconference or similar methods of communication as provided under Chapter 78 of the Nevada Revised Statutes, as amended (the "NRS").

(B) Annual Stockholders' Meetings.

(i) The Annual Stockholders' Meeting for the election of a Board of Directors, and for such other business as may lawfully come before it, shall be held within the first three (3) months after the end of the Corporation's fiscal year, or as soon as possible thereafter. Nominations of persons for election to the Board of Directors and any proposal of business to be considered by the stockholders may be made at an annual meeting of stockholders: (a) by or at the direction of the Board of Directors, including by any nominating committee or person appointed by the Board of Directors, or (b) by any stockholder of the Corporation who was a stockholder of record at the time of giving of notice provided for in the following paragraph, who is entitled to vote at the meeting on such nomination or proposal of business and who complied with the notice procedures set forth in this Section III(B).

(ii) At an annual meeting of the stockholders, only such business shall be conducted as shall have been properly brought before the meeting. For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to Section III(B)(i) of these By-Laws, (a) the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation and (b) such other business must be a proper matter for stockholder action under the NRS. To be timely, a stockholder's notice shall be delivered to, and received by, the Secretary at the principal executive offices of the Corporation not later than the close of business on the ninetieth (90th) day nor earlier than the close of business on the one hundred twentieth (120th) day prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is advanced more than thirty (30) days prior to or delayed by more than thirty (30) days after the anniversary of the preceding year's annual meeting, notice by the stockholder to be timely must be so delivered not earlier than the close of business on the one hundred twentieth (120th) day prior to such annual meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such annual meeting or the eighth (8th) day following the day on which notice of the date of such meeting is first made. In no event shall the adjournment of an annual meeting commence a new time period for the giving of a stockholder's notice as described above. Such stockholder's notice shall set forth: (x) as to each person whom the stockholder proposes to nominate for election or reelection as a director all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and Rule 14a-11 thereunder (including such person's written consent to serving as a director if elected); (y) as to any other business that the

stockholder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made; and (z) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made (1) the name and address of such stockholder, as they appear on the Corporation's books, and of such beneficial owner, (2) the class and number of shares of the Corporation which are owned beneficially and of record by such stockholder and such beneficial owner, and (3) a description of all arrangements or understandings between the stockholder and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made by the stockholder, (4) a representation that such stockholder intends to appear in person or by proxy at the meeting to nominate the persons named in such notice and (5) any other information relating to the stockholder that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for the election of directors pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder. The Corporation may require any proposed nominee to furnish such other information as may be reasonably required by the Corporation to determine the eligibility of such proposed nominee to serve as a director of the Corporation.

(iii) Notwithstanding anything in the second sentence of Section III(B)(ii) of these By-Laws to the contrary, in the event that the number of directors to be elected to the Board of Directors is increased and there is no notice naming all of the nominees for director or specifying the size of the increased Board of Directors made by the Corporation at least one hundred (100) days prior to the first anniversary of the preceding year's annual meeting, a

stockholder's notice required by this Section III(B) shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the tenth (10th) day following the day on which such notice is first given by the Corporation.

(iv) Only such persons who are nominated in accordance with the procedures set forth in this Section III(B) shall be eligible to serve as directors and only such business shall be conducted at a meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in this Section III(B). Except as otherwise provided by law, the Chairman of the meeting shall have the power and duty to determine whether a nomination or any business proposed to be brought before the meeting was made, or proposed, as the case may be, in accordance with the procedures set forth in these By-Laws and, if any proposed nomination or business is not in compliance with these By-Laws, to declare that such defective proposal or nomination shall not be presented for stockholder action at the meeting and shall be disregarded.

(C) Special Stockholders' Meetings.

(i) Special Stockholders' Meetings may be called by the Chairman or Vice Chairman of the Board of Directors, the President, the Board of Directors or stockholders of record holding fifty-one percent (51%) or more of the shares of Common Stock outstanding.

(ii) Nominations of persons for election to the Board of Directors may be made at a special meeting of stockholders at which directors are to be elected pursuant to the Corporation's notice of meeting (a) by or at the direction of the Board of Directors or (b) by any

stockholder of the Corporation who is a stockholder of record at the time of giving notice provided for in these By-Laws who shall be entitled to vote at the meeting and who complies with the notice procedures set forth in this Section III(C)(ii). In the event the Corporation calls a Special Stockholders' Meeting for the purpose of electing one or more directors to the Board of Directors, any such stockholder may nominate a person or persons (as the case may be), for election to such position(s) as specified in the Corporation's notice of meeting, if the stockholder's notice required by Section III(B)(ii) of these By-Laws shall be delivered to the Secretary at the principal executive offices of the Corporation not earlier than the close of business on the one hundred twentieth (120th) day prior to such special meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such meeting or the eighth (8th) day following the day on which notice is first given of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting. In no event shall the adjournment of a special meeting commence a new time period for the giving of a stockholder's notice as described above.

(D) Notice of Stockholders' Meetings. Notice of each Annual Stockholders' Meeting or Special Stockholders' Meeting shall be given, in the manner hereinafter prescribed, not less than ten (10) nor more than sixty (60) days before the meeting date stated in the notice of such meeting. Each such notice shall be in writing and shall specify the time, place and purpose or purposes of such meeting. Unless otherwise specified in the notice, the meeting shall be held at the Corporation's office at 399 Park Avenue, in New York, New York.

(E) Proxies. At all meetings of stockholders, a stockholder may vote by proxy as may be permitted by law; provided, that no proxy shall be voted after six months from its date,

unless the proxy provides for a longer period. Any proxy to be used at a meeting of stockholders must be filed with the Secretary of the Corporation or his representative at or before the time of the meeting.

(F) Adjournment of Stockholders' Meetings. The Chairman of the Board of Directors or the holders of a majority of the voting power of the shares of Common Stock so represented may adjourn any Stockholders' Meeting, whether or not there is a quorum, and each adjourned meeting may be adjourned without notice to any time determined at such meeting, or until the officer specified at such meeting or adjourned meeting gives five (5) days' notice to each stockholder of record of Common Stock, in the manner hereinafter prescribed, of the reconvened meeting. At the adjourned meeting, the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

(G) Quorum. At each Stockholders' Meeting the presence in person or by proxy of stockholders of record holding a majority of the shares of Common Stock outstanding shall constitute a quorum, and (unless and except as otherwise required by law or by the Articles of Incorporation) the vote of a majority of the shares so represented shall be the act of the stockholders of the Corporation.

(H) List of Stockholders. The Secretary shall prepare and make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to

vote at said meeting, arranged in alphabetical order, showing the address of each stockholder and the number of shares held in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, (a) during ordinary business hours, at the Corporation's office at 399 Park Avenue, in New York, New York, or (b) at the discretion of the Corporation, on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting. In the event the Corporation determined to make the list available on an electronic network, the Corporation may take reasonable steps to ensure that such information is available only to stockholders of the Corporation. The list shall be open to examination of any stockholder during the time of the meeting as provided by law.

SECTION IV

Board of Directors

(A) **General Powers.** The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors. In addition to the power and authorities by these By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law or by the Articles of Incorporation or by these By-Laws required to be exercised or done by the stockholders.

(B) **Membership and Term.** The Board of Directors shall consist of no more than fifteen (15) members, nor less than three (3) members, none of whom shall be required to be a stockholder. The number of Directors shall be fixed from time to time by the Board of

Directors. A director may be removed from office with or without cause, by the affirmative vote of the holders of two-thirds or more of the shares of Common Stock outstanding and, subject to such removal, death, resignation, retirement or disqualification, shall hold office until his successor shall be elected and qualify.

(C) Meetings of the Board of Directors. Meetings of the Board of Directors may be called by the Chairman or Vice Chairman of the Board of Directors, the President, or any two Directors.

(D) Notice of Meetings of the Board of Directors. Notice of each Board of Directors' Meeting shall be given, in the manner hereinafter prescribed, not less than one day before the meeting time stated in the notice of such meeting. Each such notice shall be in writing, and shall specify the time and place, but need not specify any purpose, of such meeting. Unless the notice specifies otherwise, the meeting shall be held at the Corporation's office at 399 Park Avenue, New York, New York.

(E) Consent in Writing. Any action which the Board of Directors (or a committee thereof) may take at a meeting may with equal effect be taken without a meeting, if before or after such action all members of the Board of Directors (or such committee thereof) consent thereto in writing, and such writings are recorded in the Minute Book of the Board of Directors (or such committee thereof), and every action so recorded shall have the same force and effect as if taken by unanimous vote at a Board of Directors' Meeting (or meeting of such committee thereof) duly called and noticed and attended by members thereof. The foregoing

provisions of this Section notwithstanding, the written consent of an individual director shall not be required to the extent permitted by Section 78.315 of the NRS.

(F) Quorum. A majority of the Directors shall constitute a quorum for the transaction of business.

(G) Meetings by Means of Conference Telephone or Similar Communications Equipment. Unless otherwise provided by the Articles of Incorporation, Directors (or members of any committee designated by the Board of Directors) may participate in a meeting of the Board of Directors (or any such committee) by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section IV(G) shall constitute presence in person at such meeting.

(H) Vacancies. Any vacancies on the Board of Directors resulting from death, resignation, removal or other cause, and any newly created directorships resulting from any increase in the number of Directors, may be filled by the Board of Directors, by the affirmative vote of a majority of the remaining Directors then in office, even though less than a quorum of the Board of Directors, or by a sole remaining Director, or if not so filled, by the stockholders at the next Annual Stockholders' Meeting. Any Director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the Director for which the vacancy was created or occurred and until such Director's successor shall have been elected and qualified.

(I) Resignations. A Director may resign at any time by giving written notice to the Board of Directors or to the Secretary. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

(J) Waiver of Notice. The transaction of all business at any meeting of the Board of Directors, or any committee thereof, however called or noticed, or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the Directors not present who did not receive notice shall waive such notice in a signed writing or by transmission of an electronic record. All such waivers shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION V

Committees

(A) Committees. The Board of Directors may designate one or more committees, including, without limitation, an Executive Committee, Compliance Committee, Investment Committee, Insurance Agency Committee and Compensation Committee, each committee to consist of one or more Directors and/or such other persons as the Board of Directors may designate; provided that, the Executive Committee shall consist solely of Directors; and provided further that, any such committee which includes as a member any person who is not a Director shall be limited to providing advice to the Board of Directors and may not

have or exercise any of the powers and authority of the Board of Directors and may not authorize the use of the seal of the Corporation.

The Board of Directors may designate one or more Directors (or in the case of a committee which includes persons who are not Directors, one or more other persons) as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Each member of any committee of the Board of Directors shall hold office until such member's successor is elected and has qualified, unless such member sooner dies, resigns or is removed. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or members 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. To the extent provided in a resolution of the Board of Directors or in these By-Laws, any such committee all of whose members are Directors shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it.

All acts done by any committee within the scope of its powers and authority pursuant to these By-Laws and the resolutions adopted by the Board of Directors in accordance with the terms hereof shall be deemed to be, and may be certified as being, done or conferred under authority of the Board of Directors. The Secretary or any Assistant Secretary is empowered to certify that any resolution duly adopted by any such committee is binding upon the Corporation

and to execute and deliver such certifications from time to time as may be necessary or proper to the conduct of the business of the Corporation.

(B) Committee Rules. Unless the Board of Directors otherwise provides, each committee designated by the Board of Directors may adopt, amend and repeal rules for the conduct of its business. In the absence of a provision by the Board of Directors or a provision in the rules of such committee to the contrary, a majority of the entire authorized number of members of such committee shall constitute a quorum for the transaction of business, the vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present shall be the act of such committee, and in other respects each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to Section IV of these By-Laws. Each committee shall keep minutes of its meetings, and such minutes shall be submitted at the next regular meeting of the Board of Directors at which a quorum is present, and any action taken by the Board of Directors with respect thereto shall be entered in the minutes of the Board of Directors.

(C) Executive Committee. There may be an Executive Committee composed of such persons as the Board of Directors may designate, appointed by the Board of Directors annually or more often. The Executive Committee, to the extent permitted by law, shall have and may exercise when the Board of Directors is not in session all powers of the Board in the management of the business and affairs of the Corporation, including, without limitation, the power and authority to declare a dividend or to authorize the issuance of stock, except such committee shall not have the power or authority (i) to approve, adopt or recommend to stockholders any action or matter (other than the election or removal of directors) required by the

NRS to be submitted for stockholder approval, or (ii) to adopt, amend, or repeal any By-Law of the Corporation.

(D) Compliance Committee. There may be a Compliance Committee composed of such persons as the Board of Directors may designate, appointed by the Board of Directors annually or more often. The Compliance Committee shall provide advice to the Board of Directors regarding adherence by the Corporation to any and all laws and regulations applicable to the Corporation, and shall conduct such other business, and shall have such other powers and authority, in each case as determined by the Board of Directors from time to time.

(E) Investment Committee. There may be an Investment Committee composed of such persons as the Board of Directors may designate, appointed by the Board of Directors annually or more often. The Investment Committee shall provide advice to the Board of Directors regarding: (i) the adoption of investment policies for the Corporation; (ii) the Corporation's adherence to any such investment policies so adopted by the Board of Directors; (iii) amendment to such investment policies, and (iv) the purchase and sale of securities and other investment instruments in accordance with such investment policies. The Investment Committee shall also have all the powers and authority of the Board of Directors necessary to review, negotiate and approve the purchase and sale of securities and other investments on behalf of the Corporation including, but not limited to (i) transactions between the Corporation and any one or more of its officers or directors; or (ii) transactions between the Corporation and any other entity in which one or more of its directors or officers are officers or directors or have a financial interest; provided that, the Investment Committee's authority to purchase and sell securities and other investments with respect to any single transaction, and for all such transactions in a per

calendar quarter shall be limited to an amount set by the Board, from time to time. The Investment Committee shall conduct such other business, and shall have such other powers and authority, in each case as determined by the Board of Directors from time to time.

(F) Insurance Agency Committee. There may be an Insurance Agency Committee composed of such persons as the Board of Directors may designate, appointed by the Board of Directors annually or more often. The Insurance Agency Committee shall provide advice to the Board of Directors regarding: (i) the adoption of policies for the management of the insurance agency business of the Corporation; (ii) the Corporation's adherence to any such policies so adopted by the Board of Directors and (iii) amendments to such policies, and shall conduct such other business, and shall have such other powers and authority, in each case as determined by the Board of Directors from time to time.

(G) Compensation Committee. There may be a Compensation Committee composed of such persons as the Board of Directors may designate, appointed by the Board of Directors annually or more often. The Compensation Committee shall provide advice to the Board of Directors regarding (i) compensation policies for Directors and officers of the Corporation; (ii) the Corporation's adherence to any such policies so adopted by the Board of Directors and (iii) amendments to such policies, and shall conduct such other business, and shall have such other powers and authority, in each case as determined by the Board of Directors from time to time.

SECTION VI

Officers

(A) Officers. The Corporation shall have a President (or two or more co-Presidents), Secretary and Treasurer, and such other officers as the Board of Directors shall, from time to time, choose, and who shall hold office at the pleasure of the Board of Directors. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors. Incumbency of such additional offices as are hereinafter mentioned shall entail the duties hereinafter prescribed therefor, respectively. Such officers also shall have and perform such other duties and assume such other authority as from time to time may be assigned to him by the Board of Directors or any committee thereof. Any person shall be eligible to any office unless and except as and while lacking such, if any, qualifications, therefor as are made mandatory by the law of the State of Nevada. Any number of offices may be held by the same person.

(B) Chairman. The Chairman of the Board of Directors, if one is elected, shall preside at all meetings of the Board of Directors, and he shall have and perform such other duties and assume such other authority as from time to time may be assigned to him by the Board of Directors or any committee thereof.

(C) Vice-Chairman. During the absence of the Chairman of the Board of Directors his powers may be exercised by the Vice Chairman of the Board of Directors.

(D) Chief Executive Officer. The Chief Executive Officer shall oversee the day-to-day operations of the Corporation, subject to the direction and control of the Board of Directors. He shall, if and while present, be chairman of each stockholders' and Board of Directors' meeting while it is not presided over by the Chairman or Vice Chairman of the Board of Directors. He shall see that all orders and resolutions of the Board of Directors or Common Stockholders are carried out. He shall have authority to execute for the Corporation all agreements authorized by the Board of Directors and to act for the Corporation in effecting sales and transfers of securities owned by it, and to that end to sign any and all contracts, instruments and papers of whatever kind necessary or incidental to the assignment or transfer of stocks, bonds, or securities of whatever kind or kinds. He shall have authority to direct all officers, agents, employees and representatives of the Corporation excepting the Chairman and Vice Chairman of the Board of Directors. He may be required by the Common Stockholders, the Board of Directors, or the Chairman or Vice Chairman of the Board of Directors to report from time to time on the affairs of the Corporation. He shall ex-officio be a member of all standing committees. He shall have the general duties and powers usually vested in the office of Chief Executive Officer of a Corporation.

(E) President. The President shall have general authority to exercise all the powers necessary for the President of the Corporation and shall perform such other duties and have such other powers as may be prescribed by the Board of Directors, these By-Laws or the Chief Executive Officer, all in accordance with basic policies as established by and subject to the oversight of the Board of Directors and the Chairman, Vice Chairman and Chief Executive Officer. He shall have authority to execute for the Corporation all agreements authorized by the Board of Directors or the Chief Executive Officer and to act for the Corporation in effecting

sales and transfers of securities owned by it, and to that end to sign any and all contracts, instruments and papers of whatever kind necessary or incidental to the assignment or transfer of stocks, bonds, or securities of whatever kind or kinds. He shall have authority to direct all officers, agents, employees and representatives of the Corporation excepting the Chairman and Vice Chairman of the Board of Directors and the Chief Executive Officer. In the event two or more co-Presidents are appointed, each co-President shall have all of the authorities and responsibilities of the President described herein.

(F) Vice President. During the absence of the President his powers may be exercised by the Vice President or, if more than one be present, by that one present whose name appears first in the Board of Director's last designation of Vice Presidents. Each Vice President shall have such, if any, other duties as required by law or as shall be assigned to him by the Board of Directors or the Chief Executive Officer.

(G) Secretary. The Secretary shall record all the proceedings of the meetings of the Corporation and Board of Directors in a book to be kept for that purpose, shall give notice of all such meetings, shall have custody of the corporate seal, shall maintain the stock books of the Corporation and shall be responsible for making and keeping proper records of the Corporation's capital stock and of all issuances and transfers thereof, and shall have such, if any, other duties as required by law or as shall be assigned by the Board of Directors or the Chief Executive Officer.

(H) Treasurer. The Treasurer shall be responsible for providing proper custody of the assets of the Corporation, and for the keeping of accounts of receipts,

disbursements, assets and liabilities of the Corporation. He shall render to the Chief Executive Officer, Chairman or Vice Chairman of the Board of Directors, and the Board of Directors, whenever required by them, respectively, and account of the matters entrusted to his charge and of the financial condition of the Corporation and shall render the same or a summary thereof, if and when so directed by the Chief Executive Officer, to the Common Stockholders or such other persons as the Chief Executive Officer shall direct. He shall, if and as required by the Board of Directors, give the Corporation a bond for the faithful discharge of the responsibilities of his office and the restoration to the Corporation, in case of his death, resignation or removal from office, of all the Corporation's records and assets in his possession or custody. He shall have such, if any, other duties as required by law or as shall be assigned to him by the Board of Directors or the Chief Executive Officer.

(I) Assistant Secretary. During the absence of the Secretary his powers may be exercised by the Assistant Secretary or, if more than one be present, by that one present whose name appears first in the Board of Directors' last designation of Assistant Secretaries. Each Assistant Secretary shall have such, if any, other duties as required by law or as shall be assigned to him by the Board of Directors, the Chief Executive Officer or the Secretary.

(J) Assistant Treasurer. During the absence of the Treasurer his powers may be exercised by the Assistant Treasurer or, if more than one be present, by that one present whose name appears first in the Board of Directors' last designation of Assistant Treasurers. Each Assistant Treasurer shall have such, if any, other duties as required by law or as shall be assigned to him by the Board of Directors, the Chief Executive Officer or the Treasurer.

(K) Temporary Officers. During the absence, disability or incapacitation of any officer, the powers of his office may be exercised by such, if any, person as the Board of Directors or the Chief Executive Officer chooses to be *pro tempore* incumbent of such office.

SECTION VII

Stock of the Corporation

(A) The interest of each stockholder of the Corporation shall be evidenced by certificates for shares of stock in such form as the appropriate officers of the Corporation may from time to time prescribe; provided that the Board of Directors may provide by resolution or resolutions that all or some of all classes or series of the stock of the Corporation shall be represented by uncertificated shares. Notwithstanding the adoption of such a resolution by the Board of Directors, every holder of stock represented by certificates and upon request every holder of uncertificated shares shall be entitled to have a certificate executed as hereinafter prescribed. The Treasurer may give temporary receipts for payments made on account of the Corporation's capital stock, but no stock certificate shall be issued for any share of stock until such share has been paid for in full.

(B) Each certificate of stock shall be signed by the Chairman or Vice Chairman of the Board of Directors, the President or a Vice President, and by the Treasurer or Secretary or an Assistant Treasurer or Assistant Secretary, of the Corporation. Any or all of the signatures on the certificate may be by facsimile; provided, however that if facsimile signatures are used the Corporation shall not act as registrar of its own stock.

(C) All transfers of stock of the Corporation shall be made upon its books by the stockholder of record of such stock in person or by his lawfully constituted representative, upon surrender for cancellation of the corresponding stock certificate or certificates, duly assigned.

(D) No transfer of stock of the Corporation shall be registered upon its books if such transfer violates any restriction on transfer of such stock imposed under the Articles of Incorporation, these By-Laws, the Amended and Restated Stockholders Agreement, dated as of December 28, 2009, among the Corporation and the other parties thereto, as amended, or any applicable law.

(E) The Corporation shall be entitled to treat the holder of record of any share or shares of stock of the Corporation as the stockholder of record and the holder in fact thereof and accordingly shall not, unless and except as otherwise required by the laws of the State of Nevada, be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, firm, corporation or other legal entity, whether or not the Corporation shall have express or other notice thereof.

SECTION VIII

Notices

Each notice required by law, the Articles of Incorporation or these By-Laws, or by the Board of Directors or stockholders or by any other authority, shall be deemed given when duly deposited in the United States Mail, delivered to a reliable private international courier service

for delivery or sent by electronic transmission to the person, firm, corporation or other legal entity entitled thereto, addressed to such person, firm, corporation or legal entity at his, her or its address last furnished by him, her or it to the Secretary of the Corporation at its office at 399 Park Avenue, in New York, New York. If no address of a stockholder or director be known, such notice may be sent to the office of the Corporation at 399 Park Avenue, in New York, New York. An affidavit of mailing, executed by a duly authorized and competent employee of the Corporation or its transfer agent appointed with respect to the class of stock affected, specifying the name and address or the names and addresses of the stockholder or stockholders, director or directors, to whom any such notice or notices was or were given, and the time and method of giving the same, shall be conclusive evidence of the statements therein contained. Each such notice may be waived, prospectively, contemporaneously or retroactively, in writing signed by the person entitled to such notice or, except in the case of notice of a Board of Directors' Meeting, signed for him by his attorney-in-fact thereunto authorized.

SECTION IX

Fiscal Year

The fiscal year of the Corporation shall be determined by the Board of Directors.

SECTION X

Payments by the Corporation

All checks, drafts or orders for payment of money shall be signed by such signatories as the Board of Directors shall from time to time authorize. No check shall be signed in blank.

SECTION XI

Books, Accounts and Records

The books, accounts and records of the Corporation may, except as otherwise required by law, be kept at such place or places anywhere in the world as from time to time designated by these By-Laws or by resolution of the Board of Directors.

SECTION XII

Indemnification

(A) The Corporation shall indemnify to the fullest extent permitted by law any person made, or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person, or such person's testator or intestate is or was a Director, officer or employee of the Corporation or serves or served any other enterprise at the request of the Corporation.

(B) Expenses (including, without limitation, attorneys' fees) incurred by any person who is or was, and by reason of the fact that such person is or was, a Director, officer or employee of the Corporation, or a person serving at any other enterprise at the request of the Corporation, in defending or investigating a threatened or pending action, suit or proceeding (whether civil, criminal, administrative or investigative), shall be paid by the Corporation to the fullest extent permitted by Nevada law in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of such person to repay such amount if it ultimately shall be determined that such person is not entitled to be indemnified by the

Corporation as authorized in this Section XII. Such expenses may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

(C) The indemnification and the advancement of expenses incurred in defending a proceeding prior to its final disposition provided by, or granted pursuant to this By-Law shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, other provision of these By-Laws, agreement, vote of stockholders or otherwise. No repeal, modification or amendment of, or adoption of any provision inconsistent with, this Section XII, nor to the fullest extent permitted by applicable law, any modification of law, shall adversely affect any right or protection of any person granted pursuant hereto existing at, or with respect to any events that occurred prior to, the time of such repeal, amendment, adoption or modification.

(D) The Corporation may purchase and maintain insurance or make other arrangements, at its expense, to protect itself and any person who is or was a director, officer employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise for any liability asserted against such person and expenses incurred by such person in the capacity as a director, officer, employee or agent, or arising out of the status of such, whether or not the Corporation would have the power to indemnify such person against such liability and expense under the NRS.

SECTION XIII

Amendment

Full right to amend, rescind and add to these By-Laws at any and all times and in any and all respects is hereby reserved to the Corporation and may be exercised by the Board of Directors, or by vote of stockholders of record holding two-thirds or more of the shares of Common Stock outstanding.

Exhibit E

Officers and Directors

Directors
Maurice R. Greenberg
Edward E. Matthews
Howard I. Smith
Bertil P. H. Lundqvist
L. Scott Greenberg

Officers
Maurice R. Greenberg, Chairman and CEO
Edward E. Matthews, President
Howard I. Smith, Vice President – Finance
Bertil P. H. Lundqvist, General Counsel & Executive Vice President
L. Scott Greenberg, Executive Vice President
Michael J. Horvath, Secretary
John J. Roberts, Honorary Chairman

PLAN OF CONVERSION

PLAN OF CONVERSION, dated as of December 20, 2010 (this "Plan"), entered into by C.V. Starr & Co., Inc., a Delaware corporation (the "Corporation").

WHEREAS, the Board of Directors of the Corporation has determined that it is advisable and in the best interests of the Corporation that the Corporation convert from a Delaware corporation into a Nevada corporation in accordance with the Delaware General Corporation Law (the "DGCL") and the Nevada Revised Statutes, as amended (the "NRS"), subject to the terms and conditions set forth herein (the "Conversion");

WHEREAS, the Conversion has been approved by the unanimous written consent of the Stockholders of the Corporation in accordance with the DGCL and the NRS;

WHEREAS, this Plan is intended to qualify for federal, state and other applicable income tax purposes as a "plan of reorganization" within the meaning and for the purposes of section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and sections 1.368-1(c), 1.368-2(g) and 1.368-3 of the Treasury regulations promulgated thereunder and similar provisions of other applicable tax law; and

WHEREAS, for federal, state and other applicable income tax purposes, the Conversion is intended to constitute an "F" reorganization within the contemplation of section 368(a)(1)(F) of the Code (and similar provisions of other applicable tax law).

NOW, THEREFORE, the Corporation agrees as follows:

ARTICLE I

THE CONVERSION

1.1 *The Conversion.* Subject to the terms and conditions of this Plan, at the Effective Time (as defined below), the Corporation shall be converted into a Nevada corporation with the name "C.V. Starr & Co., Inc." (the "Converted Corporation"), in accordance with Section 266 of the DGCL and Section 92.A.195 of the NRS.

1.2 *Conversion Certificates.* Promptly following the execution hereof, the Corporation shall file (i) the Certificate of Conversion, substantially in the form attached hereto as Exhibit A (the "Delaware Certificate of Conversion"), with the Secretary of State of the State of Delaware and (ii) the Articles of Conversion, substantially in the form attached hereto as Exhibit B (the "Nevada Articles of Conversion"), with the Secretary of State of the State of Nevada.

1.3 *Effective Time.* The Conversion shall become effective at 12:01 a.m. (Eastern time) on December 20, 2010, as specified in the Delaware Certificate of Conversion to be filed with the Secretary of State of the State of Delaware and the Nevada Articles of Conversion to be filed with the Secretary of State of the State of Nevada (the "Effective Time").

1.4 *Articles of Incorporation and Bylaws.* From and after the Effective Time of the Conversion and until such time as they may be amended subsequently, the Articles of

Incorporation attached hereto as Exhibit C shall be the Articles of Incorporation of the Converted Corporation and the Bylaws attached hereto as Exhibit D shall be the Bylaws of the Converted Corporation.

1.5 *Officers and Directors.* The officers and directors of the Converted Corporation after the Effective Time, until expiration of their term or the prior resignation, removal or death shall be as set forth on Exhibit E attached hereto.

ARTICLE II

CONVERSION OF SHARES

2.1 *Conversion of Shares.* As of the Effective Time, by virtue of the Conversion and without any action on the part of any party hereto or any stockholder of the Corporation: (i) each share of preferred stock of the Corporation issued and outstanding immediately prior to the Effective Time shall no longer be outstanding and shall automatically be converted into one share of preferred stock, of the same class and series, of the Converted Corporation; and (ii) each share of common stock of the Corporation issued and outstanding immediately prior to the Effective Time shall no longer be outstanding and shall automatically be converted into one share of common stock, of the same class, of the Converted Corporation.

2.2 *Exchange of Stock Certificates.* Following the Effective Time, upon surrender to the Converted Corporation of a certificate (an "Old Stock Certificate") representing shares of capital stock of the Corporation for cancellation, the holder of such Old Stock Certificate will be entitled to receive in exchange therefor, a new stock certificate or certificates (a "New Stock Certificate") representing the number of shares of capital stock of the Converted Corporation that such holder is entitled to receive pursuant to the provisions of this Plan, and the Old Stock Certificate so surrendered to the Corporation will forthwith be cancelled. Until surrendered as contemplated by this Section 2.2, each Old Stock Certificate will be deemed at any time after the Effective Time to represent only the right to receive, upon surrender of such Old Stock Certificate, the New Stock Certificate.

ARTICLE III

MISCELLANEOUS

3.1 *Termination.* At any time prior to the Effective Time, this Plan may be terminated and the Conversion abandoned with the consent of the Board of Directors of the Corporation.

3.2 *Amendment.* This Plan may be amended at any time prior to the Effective Time with the consent of the Board of Directors of the Corporation.

3.3 *Governing Law.* This Plan shall be governed by and construed in accordance with the laws of the State of Delaware.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has executed this Plan as of the date first above written.

C.V. STARR & CO., INC.

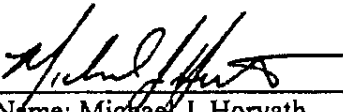
By: 
Name: Michael J. Horvath
Title: Secretary

Exhibit A

Delaware Certificate of Conversion

See Attached.

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A DELAWARE CORPORATION
TO A NON-DELAWARE ENTITY
PURSUANT TO SECTION 266 OF THE
GENERAL CORPORATION LAW**

1. The name of the corporation is C.V. Starr & Co., Inc. (the "Corporation").
2. The date of filing of the original certificate of incorporation of the Corporation with the Secretary of State is December 26, 1950.
3. The jurisdiction to which the Corporation shall convert to is Nevada and the name under which the entity shall be known as is C.V. Starr & Co., Inc.
4. The conversion has been approved in accordance with Section 266 of the Delaware General Corporation Law.
5. The Corporation may be served with process in the State of Delaware in any action, suit or proceeding for enforcement of any obligation of the Corporation arising while it was a corporation of the State of Delaware, and it irrevocably appoints the Secretary of State as its agent to accept service of process in any such action, suit or proceeding.
6. The address to which a copy of the process shall be mailed to by the Secretary of State is The Corporation Trust Company of Nevada, 311 South Division Street, Carson City, Nevada 89703.
7. The conversion shall become effective at 12:01 a.m. (Eastern Time) on December 20, 2010.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of December 20, 2010.

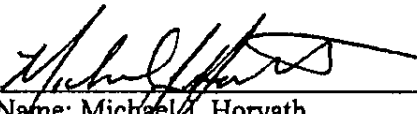
By: 
Name: Michael J. Horvath
Title: Secretary

Exhibit B

Nevada Articles of Conversion

See Attached.



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 4
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov



200201

Name Consent or Release

USE BLACK INK ONLY - DO NOT HIGHLIGHT

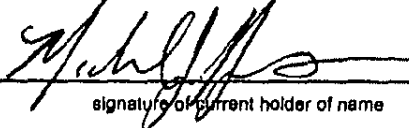
ABOVE SPACE IS FOR OFFICE USE ONLY

Name Consent (if name is *currently filed* in Nevada)

I, C.V. Starr & Company (California), hereby give consent
current holder of name
to C.V. Starr & Co., Inc., a Delaware corporation to use the name
recipient of name consent
C.V. Starr & Co., Inc.
name being released for use by the recipient

Name Reservation Release (if name is *currently reserved* in Nevada)

I, _____, hereby give consent
current holder of reserved name
to _____ to use the name
person to whom reserved name is being released
reserved name being released

Signed: X  (document must be signed before a notary public)
signature of current holder of name

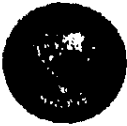
State of New York

County of New York

ASHLEY ANNE ORTH
Notary Public - State of New York
No. 01OR6220016
Qualified in New York County
My Commission Expires April 5, 2014

This document was acknowledged before me on 12/17/2010
date


By Michael S. Horvath Ashley Anne Orth
name of person being notarized signature of notary public



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 4
Carson City, Nevada 89701-4820
(775) 684 5708
Website: www.nvsos.gov



Articles of Incorporation

(PURSUANT TO NRS CHAPTER 78)

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number 20100943487-88 Filing Date and Time 12/20/2010 3:43 PM Entity Number E0612342010-6
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	C. V. Starr & Co., Inc.		
2. Registered Agent for Service of Process: (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: The Corporation Trust Company of Nevada Name <input type="checkbox"/> Noncommercial Registered Agent (name and address below) OR <input type="checkbox"/> Office or Position with Entity (name and address below) Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity Street Address City Nevada Zip Code Mailing Address (if different from street address) City Nevada Zip Code		
3. Authorized Stock: (number of shares corporation is authorized to issue)	Number of shares with par value:	Par value per share: \$	Number of shares without par value: Please see attached. 805,000
4. Names and Addresses of the Board of Directors/Trustees: (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than two directors/trustees)	Please see attached. 1) Maurice R. Greenberg Name 399 Park Avenue New York NY 10022 Street Address City State Zip Code 2) Edward E. Matthews Name 399 Park Avenue New York NY 10022 Street Address City State Zip Code		
5. Purpose: (optional; see instructions)	The purpose of the corporation shall be:		
6. Name, Address and Signature of Incorporator: (attach additional page if more than one incorporator)	Michael J. Horvath Name 399 Park Avenue, 17th Floor New York NY 10022 Address City State Zip Code  Incorporator Signature		
7. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity.  Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Assistant Secretary Date 12/21/10		

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 78 Articles
Revised: 4-10-09

Question # 3

C. V. Starr & Co., Inc.

Class A Common	100,000	\$0.00
Class B Common	50,000	\$0.00
Preferred	650,000	\$0.00
Special Preferred	5,000	\$0.00

Question # 4

C. V. Starr & Co., Inc

Director List

Greenberg, Lawrence Scott	Director	399 Park Avenue New York, NY 10022
Lundqvist, Bertil P.	Director	399 Park Avenue New York, NY 10022
Smith, Howard Ian	Director	399 Park Avenue New York, NY 10022