

FD800000/663

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2016 AUG 25 PM 4:07

SEP 9 2016

C LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Endurance Reinsurance Corporation of America

Name of Corporation

DOCUMENT NUMBER: F08000001663

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Fiona McNamara

Name of Contact Person

Endurance Services Limited

Firm/Company

4 Manhattanville Road, Third Floor

Address

Purchase, NY 10577

City/State and Zip Code

fmarsala@enduranceservices.com

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

For further information concerning this matter, please call:

Fiona McNamara

Name of Contact Person

at (914) 468-8551

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

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

F08000001663

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SECRETARY OF CORRECTIONS
DIVISION OF CORRECTIONS
2016 AUG 25 PM 4:07

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

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 07/21/2016

- (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.**

(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)

Laura Haytman

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

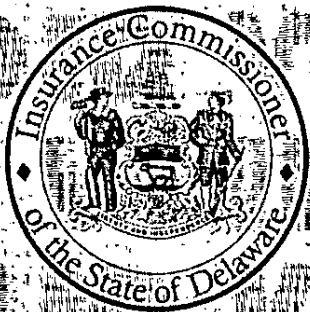
State of Delaware
Department of Insurance
CERTIFIED CHARTER DOCUMENTS

NAIC Number: 11551

I, Karen Weldin Stewart, Insurance Commissioner of the State of Delaware, do hereby certify that the attached Amended and Restated Certificate of Incorporation of

ENDURANCE ASSURANCE CORPORATION

is a true and correct copy of the document on file with this Department.



IN WITNESS WHEREOF, I have here unto set my hand and affixed the official seal of this Department at the City of Dover this 4th day of August, 2016.


Karen Weldin Stewart, CIR-ML
Insurance Commissioner

Delaware


The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "ENDURANCE REINSURANCE CORPORATION OF AMERICA", CHANGING ITS NAME FROM "ENDURANCE REINSURANCE CORPORATION OF AMERICA" TO "ENDURANCE ASSURANCE CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JULY, A.D. 2016, AT 10:39 O'CLOCK A.M.

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




Jeffrey W. Bullock, Secretary of State

4317499 8100
SR# 20165006869

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202705746
Date: 07-22-16

FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
ENDURANCE REINSURANCE CORPORATION OF AMERICA

Endurance Reinsurance Corporation of America, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

1. The Corporation was formed in Delaware under the name Endurance Reinsurance Company of America on March 15, 2007. A First Amended and Restated Certificate of Incorporation of the Corporation was filed on December 13, 2007, a Second Amended and Restated Certificate of Incorporation of the Corporation was filed on January 30, 2008, to effect the merger of Endurance Reinsurance Corporation of America into the Corporation, and to change the name of the Corporation from Endurance Reinsurance Company of America to Endurance Reinsurance Corporation of America and a Third Amended and Restated Certificate of Incorporation of the Corporation was filed on December 21, 2010.

2. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Fourth Amended and Restated Certificate of Incorporation restates and integrates and further amends the provisions of the Third Amended and Restated Certificate of Incorporation.

The text of the Restated Certificate of Incorporation as heretofore filed, amended or supplemented is hereby further amended and restated in its entirety as follows:

ARTICLE I – NAME

The name of the corporation is Endurance Assurance Corporation.

ARTICLE II – LOCATION

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801, and the name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III – DURATION

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

ARTICLE IV – PURPOSES

The purpose of the Corporation is:

- (a) To engage in the business of multiple line insurance of any and every kind and nature and to issue any and all forms of contracts or policies with respect to property, casualty, marine, transportation and surety insurance of any kind or nature, but excluding the business of insuring policies or contracts respecting the insurance of life, life and health, or title risks;
- (b) To reinsure its risks in other companies, in whole or in part, and to reinsure risks of other companies, in whole or in part; and
- (c) To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE V – CAPITAL STOCK

The aggregate number of shares that the Corporation shall have the authority to issue is five million (5,000,000) shares of common stock, and the par value of each such share is one dollar (\$1.00). The amount of authorized common stock of the Corporation may be increased or decreased by the affirmative vote of the holders of a majority of the common stock of the Corporation entitled to vote.

ARTICLE VI – CONTINUANCE

In accordance with Section 4943 of the Insurance Code of the State of Delaware, the Corporation shall be a continuance of the corporate existence of Endurance Reinsurance Corporation of America, a New York corporation, and September 5, 2002, the original date of the incorporation of Endurance Reinsurance Corporation of America, shall be the date of incorporation of the Corporation.

ARTICLE VII – DIRECTORS


Election of directors need not be by written ballot. Any director or the entire board of directors may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote, except as otherwise provided by law. In furtherance and not in limitation of the power conferred upon the Board of Directors by law, the Board of Directors shall have the power to adopt, amend and repeal the Bylaws of the Corporation.

ARTICLE VIII – AMENDMENT

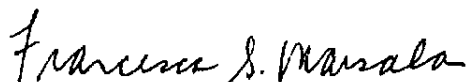
These Articles may be amended by written authorization of the holders of a majority of the voting power of the Corporation's outstanding capital stock or by affirmative vote of a majority voting at a lawful meeting of stockholders of which the notice given to stockholders included due notice of the proposal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

IN WITNESS WHEREOF, said Endurance Reinsurance Corporation of America has caused this Fourth Amended and Restated Certificate of Incorporation to be signed by Daniel S. Lurie, its Secretary, this 21st day of July 2016.

ENDURANCE REINSURANCE CORPORATION OF
AMERICA

By: 
Daniel S. Lurie
Secretary

ATTEST:


Francesca S. Marsala