

F08000005213

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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(Business Entity Name)

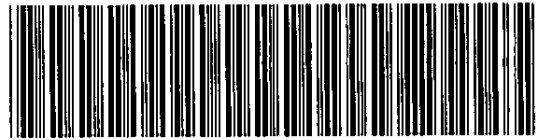
(Document Number)

Certified Copies _____

Certificates of Status _____

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Office Use Only



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FILED
2017 FEB 10 PM 12:09
SFO
FEB 13 2017

Amend/Changing
Jurisdiction

FEB 13 2017
I ALBRITTON

Prepare. Protect. Prevail.™



Barbara J. LeClair
Sr. Legal Specialist
Direct Dial: 860.547.6592
Facsimile: 855.309.4413
bj.leclair@thehartford.com

February 8, 2017

Via UPS

Florida Department of State
Amendment Section
Division of Corporations
Clifton Building
261 Executive Center Circle
Tallahassee, FL 32301

**Re: Application by Foreign Profit Corporation to File Amendment to Application for
Authorization to Transact Business in Florida –
Maxum Casualty Insurance Company (F08000005213)
Maxum Indemnity Company (F09000001232)**

To Whom It May Concern:

I enclose for filing with the Florida Department of State an **Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida** for both Maxum Casualty Insurance Company (F08000005213) and Maxum Indemnity Company (F09000001232), together with a check for each filing in the amount of \$35.00 made payable to the "Florida Department of State". The enclosed filings are necessitated by the fact that Maxum Casualty Insurance Company and Maxum Indemnity Company changed their jurisdiction of incorporation to the State of Connecticut.

If you have any questions or comments regarding these filings, please contact me.

Sincerely,

Barbara J. LeClair

Enclosures

Law Department – Securities and
Corporate Governance Law
One Hartford Plaza HO-1-09
Hartford, CT 06155

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F08000005213

(Document number of corporation (if known))

1. Maxum Casualty Insurance Company

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

2. Delaware

(Incorporated under laws of)

3. December 9, 2008

(Date authorized to do business in Florida)

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2011 FEB 10 PM 4:09
TALLAHASSEE, 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.

Connecticut

(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.



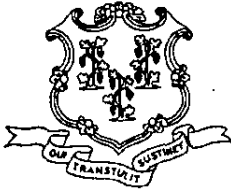
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Lisa S. Levin

(Typed or printed name of person signing)

Corporate Secretary

(Title of person signing)



State of Connecticut

Insurance Department

This is to Certify, that

- The redomestication of Maxum Casualty Insurance Company, a Delaware Company, pursuant to Section 38a-58a of the Connecticut General Statutes, is approved, and
- The attached Certificate of Redomestication and Amended and Restated Certificate of Incorporation effecting its change of domicile to Connecticut is approved.

Witness my hand and official seal, at HARTFORD, CT

this 28th day of November, 2016

Katherine L. Wade

Insurance Commissioner



SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION

DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION

PHONE: 860-509-6003

WEBSITE: WWW

FILING #0005709472 PG 02 OF 18 VOL B-02275

FILED 12/01/2016 11:35 AM PAGE 02391

SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

CERTIFICATE OF REDOMESTICATION INSURANCE COMPANY REDOMESTICATION TO CONNECTICUT

Certificate of Authorization from Insurance Commissioner and a certified copy of the original Articles of Incorporation must be filed with this certificate.

USE INK, COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 8 1/2 X 11 SHEETS IF NECESSARY.

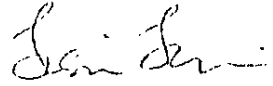
FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS):		FILING FEE: \$100 PLUS FRANCHISE TAX MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"
NAME:	Bj LeClair	
ADDRESS:	The Hartford One Hartford Plaza, HO-1-09	
CITY:	Hartford	
STATE:	CT	ZIP: 06155
1. NAME OF INSURANCE COMPANY: Maxum Casualty Insurance Company		
2. CHARTER HISTORY OF CORPORATION (INCLUDING DATE AND PLACE OF INCORPORATION, NAME CHANGE INFORMATION AND INFORMATION REGARDING CHANGE OF DOMICILE STATE): See attached Exhibit A.		
3. APPROVALS: THE CORPORATION'S REDOMESTICATION TO CONNECTICUT WAS APPROVED BY THE INSURANCE COMMISSIONER OF THE STATE OF Delaware on September 6, 2016 (STATE FROM WHICH CORPORATION IS REDOMESTICATING) THE CORPORATION'S REDOMESTICATION WAS APPROVED BY THE INSURANCE COMMISSIONER OF THE STATE OF CONNECTICUT AS DEMONSTRATED BY SUCH COMMISSIONER'S CERTIFICATE OF APPROVAL INCLUDED HEREWITH.		
4. VOTE INFORMATION (CHECK AND COMPLETE A OR B) <input checked="" type="checkbox"/> (A). THE INSURANCE COMPANY HAS AUTHORITY TO ISSUE CAPITAL STOCK. THE RESOLUTION OF REDOMESTICATION WAS ADOPTED BY ITS BOARD OF DIRECTORS AND APPROVED BY ITS SHAREHOLDERS AS FOLLOWS (PROVIDE AT MINIMUM THE TOTAL NUMBER OF SHAREHOLDER VOTES CAST IN FAVOR OF THE RESOLUTION AND THE TOTAL NUMBER OF VOTES CAST AGAINST THE RESOLUTION OR IF NO SHAREHOLDER APPROVAL WAS REQUIRED, PROVIDE A STATEMENT TO THAT EFFECT): <input type="checkbox"/> (B). THE CORPORATION IS A MUTUAL INSURANCE COMPANY. THE RESOLUTION OF REDOMESTICATION WAS ADOPTED BY ITS BOARD OF DIRECTORS AND APPROVED BY ITS MEMBERS AS FOLLOWS (PROVIDE AT MINIMUM THE TOTAL NUMBER OF MEMBER VOTES CAST IN FAVOR OF THE RESOLUTION AND THE TOTAL NUMBER OF VOTES CAST AGAINST THE RESOLUTION OR IF NO MEMBERSHIP APPROVAL WAS REQUIRED, PROVIDE A STATEMENT TO THAT EFFECT):		

5. CERTIFICATE OF INCORPORATION:

THE CORPORATION'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION IS ATTACHED HERETO.

6. EXECUTION:

DATED THIS 1st DAY OF December, 20 16

NAME OF SIGNATORY (print/type)	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Lisa S. Levin	Corporate Secretary	

FILING #0005709472 PG 03 OF 18 VOL B-02275
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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

CERTIFICATE OF RESTATEMENT

OF

CERTIFICATE OF INCORPORATION

OF

MAXUM CASUALTY INSURANCE COMPANY

1. The name of the corporation is Maxum Casualty Insurance Company (the "Corporation").
2. The Restated Certificate of Incorporation of the Corporation consolidates all amendments into a single document and was duly approved by the sole shareholder of the Corporation in the manner required by Sections 33-600 to 33-998, inclusive, of the Connecticut Business Corporation Act and by the Corporation's Certificate of Incorporation.
3. Maxum Indemnity Company, the sole shareholder of the Corporation, approved and adopted the Restated Certificate of Incorporation of the Corporation on December ____, 2016.
4. The text of the Restated Certificate of Incorporation, as approved and adopted is hereby restated in its entirety as follows:

RESTATED
CERTIFICATE OF INCORPORATION
OF
MAXUM CASUALTY INSURANCE COMPANY

- Section 1. Maxum Casualty Insurance Company (hereinafter referred to as the "Corporation") shall be and is hereby made a corporation and body politic pursuant to the Connecticut Business Corporation Act for the purpose of transacting the business of insurance.
- Section 2. On November 25, 1996, Golden Isles Insurance Company was incorporated in the State of Georgia. On September 20, 2004, the State of Georgia approved an Application for Amendment of Charter for a name change from Golden Isles Insurance Company to Maxum Casualty Insurance Company. On December 4, 2007, Maxum Casualty Insurance Company ("the "Corporation") redomesticated from the State of Georgia to the State of Delaware, and a Certificate of Incorporation was filed with the Delaware Secretary of State, Division of Corporations, whereby the Corporation was incorporated under the laws of the State of Delaware as a Delaware domestic property and casualty insurance company. The Corporation is a continuation of the corporate existence of the Corporation through the adoption of Connecticut as its corporate domicile, and November 25, 1996, the original date of incorporation of the Corporation in the State of Georgia as a property and casualty insurance company, shall remain the date of incorporation of the Corporation as a property and casualty insurance company in the State of Connecticut.
- Section 3. The duration of the corporation shall be perpetual.
- Section 4. The Corporation may issue 3,500,000 shares of common stock of par value of One Dollar (\$1.00) per share.
- Section 5. The Corporation shall have the purposes and powers to write any and all forms of insurance which any other corporation now or hereafter chartered by the State of Connecticut and empowered to do an insurance business may now or hereafter lawfully do; to accept and to cede reinsurance; to issue policies and contracts for any kind or combination of kinds of insurance; to issue policies or contracts either with or without participation in profits; to acquire and hold any or all of the shares or other securities of any insurance corporation or any other kind of corporation; and to engage in any lawful act or activity for which corporations may be formed under the Connecticut Business Corporation Act. The corporation is authorized to exercise the powers herein granted in any state, territory, or jurisdiction of the United States or in any foreign country.
- Section 6. The corporation shall obtain a certificate of authority as a Connecticut domiciled insurance company from the Insurance Commissioner of the State of Connecticut prior to the commencement of business as a Connecticut domiciled insurance

company and shall be subject to all general statutes of the State of Connecticut applicable to insurance companies.

- Section 7. The street address of the Corporation's registered office is: Maxum Casualty Insurance Company, One Hartford Plaza, Hartford, Connecticut 06155.
- Section 8. The name and street address of the Corporation's registered agent is:
C T Corporation System, One Corporate Center, Hartford, Connecticut 06103

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

I hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true.

Dated at Hartford, Connecticut, this 1st day of December, 2016.



Lisa S. Levin
Corporate Secretary and
Assistant Vice President

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT
COPIES OF ALL DOCUMENTS ON FILE OF "MAXUM CASUALTY INSURANCE
COMPANY" AS RECEIVED AND FILED IN THIS OFFICE.


THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF CONVERSION, FILED THE FOURTH DAY OF DECEMBER,
A.D. 2007, AT 11:30 O'CLOCK A.M.

CERTIFICATE OF INCORPORATION, FILED THE FOURTH DAY OF
DECEMBER, A.D. 2007, AT 11:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "MAXUM CASUALTY INSURANCE COMPANY".




Jeffrey W. Bullock, Secretary of State

4468310 8100H
SR# 20165598575

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

Authentication: 202917620
Date: 08-31-16

FILING #0005709472 PG 09 OF 18 VOL B-02275
FILED 12/01/2016 11:35 AM PAGE 02398
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:30 AM 12/04/2007
FILED 11:30 AM 12/04/2007
SRV 071281596 - 4468310 FILE

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE CORPORATION
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 265 OF THE
DELAWARE GENERAL CORPORATION LAW**

1.

The jurisdiction where the Non-Delaware Corporation first formed is Georgia.

2.

The jurisdiction immediately prior to filing this Certificate is Georgia.

3.

The date the Non-Delaware Corporation first formed is November 25, 1996.

4.

The name of the Non-Delaware Corporation immediately prior to filing this Certificate is
Maxum Casualty Insurance Company.

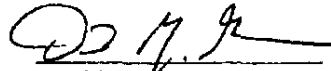
5.

The name of the Corporation as set forth in the Certificate of Incorporation is Maxum
Casualty Insurance Company.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of
the converting Non-Delaware Corporation have executed this Certificate on the

3rd day of December A.D. 2007.

By:



David M. Green

Vice President and Asst. Secretary

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FILED 12/01/2016 11:35 AM PAGE 02399
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:30 AM 12/04/2007
FILED 11:30 AM 12/04/2007
SRV 071281596 - 4468310 FILE

STATE OF DELAWARE
CERTIFICATE OF INCORPORATION
A STOCK CORPORATION

1.

The name of this Corporation is Maxum Casualty Insurance Company.

2.

Its registered office in the State of Delaware is to be located at 1209 Orange Street, Wilmington, New Castle County, 19801. The registered agent in charge thereof is Corporation Trust Company.

3.

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may organized under the General Corporation Law of Delaware.

4.

The amount of stock this corporation is authorized to issue is 10,000,000 shares with a par value of \$1.00

5.

The name and address of the incorporator are as follows:

David M. Green
6455 East Johns Crossing
Suite 325
Duluth, Georgia 30097

I, **The Undersigned**, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 3rd day of

December, A.D. 2007

By: David M. Green

Incorporator

NAME: David M. Green

MAXUM CASUALTY INSURANCE COMPANY

**UNANIMOUS WRITTEN CONSENT
OF THE
SOLE SHAREHOLDER**

November 1, 2016

Maxum Indemnity Company, being the sole shareholder of **Maxum Casualty Insurance Company**, a Delaware corporation (the "Corporation"), does hereby consent through its undersigned officer to the adoption of the following resolutions in accordance with 8 Del. C. § 228 of the Delaware General Corporation Law and Section 33-698 of the Connecticut Business Corporation Act, such resolutions to have the same force and effect as if duly adopted at a meeting of the shareholders of the Corporation duly called and held for such purpose.

**APPROVAL OF THE REDOMESTICATION OF MAXUM CASUALTY INSURANCE
COMPANY FROM THE STATE OF DELAWARE TO THE STATE OF
CONNECTICUT**

WHEREAS, on July 29, 2016, The Hartford Financial Services Group, Inc. ("The Hartford") completed its acquisition of Maxum Specialty Insurance Group. The acquisition was structured as a merger between certain affiliates of The Hartford and Maxum Specialty Insurance Group. Maxum Specialty Insurance Group is comprised of, among other affiliates, Maxum Indemnity Company and Maxum Casualty Insurance Company ("Maxum Insurers"). Maxum insurers are domiciled in the State of Delaware.

WHEREAS, in furtherance of streamlining corporate governance of The Hartford's insurance subsidiaries, the Board of Directors of the Corporation (the "Board") desires that the Maxum insurers, including the Corporation, be redomiciled from the State of Delaware to the State of Connecticut; and

WHEREAS, the Board deems it advisable and in the best interests of the Corporation to take any and all such actions as may be necessary to complete the redomestication of the Corporation from the State of Delaware to the State of Connecticut; and

WHEREAS, the Board has recommended certain actions to the sole shareholder of the Corporation for its approval.

NOW, THEREFORE, BE IT:

RESOLVED, that the undersigned, the sole shareholder of the Corporation, hereby approves the redomestication of the Corporation from the State of Delaware to the State of Connecticut; and be it further

APPROVAL OF RESTATED CERTIFICATE OF INCORPORATION

RESOLVED, that the Certificate of Incorporation of the Corporation be, and it hereby is, amended and restated in its entirety to read as follows:

- Section 1. Maxum Casualty Insurance Company (hereinafter referred to as the "Corporation") shall be and is hereby made a corporation and body politic pursuant to the Connecticut Business Corporation Act for the purpose of transacting the business of insurance.
- Section 2. On November 25, 1996, Golden Isles Insurance Company was incorporated in the State of Georgia. On September 20, 2004, the State of Georgia approved an Application for Amendment of Charter for a name change from Golden Isles Insurance Company to Maxum Casualty Insurance Company. On December 4, 2007, Maxum Casualty Insurance Company ("the "Corporation") redomesticated from the State of Georgia to the State of Delaware, and a Certificate of Incorporation was filed with the Delaware Secretary of State, Division of Corporations, whereby the Corporation was incorporated under the laws of the State of Delaware as a Delaware domestic property and casualty insurance company. The Corporation is a continuation of the corporate existence of the Corporation through the adoption of Connecticut as its corporate domicile, and November 25, 1996, the original date of incorporation of the Corporation in the State of Georgia as a property and casualty insurance company, shall remain the date of incorporation of the Corporation as a property and casualty insurance company in the State of Connecticut.
- Section 3. The duration of the corporation shall be perpetual.
- Section 4. The Corporation may issue 3,500,000 shares of common stock of par value of One Dollar (\$1.00) per share.
- Section 5. The Corporation shall have the purposes and powers to write any and all forms of insurance which any other corporation now or hereafter chartered by the State of Connecticut and empowered to do an insurance business may now or hereafter lawfully do; to accept and to cede reinsurance; to issue policies and contracts for any kind or combination of kinds of insurance; to issue policies or contracts either with or without participation in profits; to acquire and hold any or all of the shares or other securities of any insurance corporation or any other kind of corporation; and to engage in any lawful act or activity for which corporations may be formed under the Connecticut Business Corporation Act. The corporation is authorized to exercise the powers herein granted in any state, territory, or jurisdiction of the United States or in any foreign country.

- Section 6. The corporation shall obtain a certificate of authority as a Connecticut domiciled insurance company from the Insurance Commissioner of the State of Connecticut prior to the commencement of business as a Connecticut domiciled insurance company and shall be subject to all general statutes of the State of Connecticut applicable to insurance companies.
- Section 7. The street address of the Corporation's registered office is: Maxum Casualty Insurance Company, One Hartford Plaza, Hartford, Connecticut 06155.
- Section 8. The name and street address of the Corporation's registered agent is: C T Corporation System, One Corporate Center, Hartford, Connecticut 06103

RESOLVED, that pursuant to section 33-797 of the Connecticut Business Corporation Act, the undersigned, the sole shareholder of the Corporation, hereby waives the requirement of prior notice and approves the Restated Certificate of Incorporation of the Corporation; and be it further

RESOLVED, that all other actions taken or approved in the Unanimous Written Consent of the Board of Directors of the Corporation, attached hereto as Exhibit A, are hereby ratified and approved.

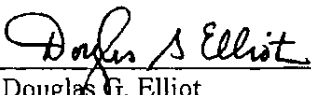
RESOLVED, that the proper officers of the Corporation, acting jointly or singly, are hereby authorized and directed to prepare, execute, deliver, perform, and file, in the name and on behalf of the Corporation, any and all other such agreements, applications, certificates, documents, and instruments and to do or cause to be done any and all such acts and things as such officers may deem necessary, advisable, or appropriate to complete the redomestication of the Corporation; and be it further

RESOLVED, that this Consent be placed in the minute book of the Corporation with the records of the meetings of the Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed this Consent as of the date

first written above.

MAXUM INDEMNITY COMPANY

By 
Douglas G. Elliot
President

MAXUM CASUALTY INSURANCE COMPANY

**UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS**

November 1, 2016

THE UNDERSIGNED, being all of the members of the Board of Directors of **Maxum Casualty Insurance Company**, a Delaware company (the "Company"), do hereby adopt the following resolutions in accordance with 8 Del. C. § 141 of the Delaware General Corporation Law, such resolutions to have the same force and effect as if duly adopted at a meeting of the Board of Directors duly called and held for such purpose.

**APPROVAL OF THE REDOMESTICATION OF MAXUM CASUALTY
INSURANCE COMPANY FROM THE STATE OF DELAWARE TO THE STATE
OF CONNECTICUT**

WHEREAS, on July 29, 2016, The Hartford Financial Services Group, Inc. ("The Hartford") completed its acquisition of Maxum Specialty Insurance Group. The acquisition was structured as a merger between certain affiliates of The Hartford and Maxum Specialty Insurance Group. Maxum Specialty Insurance Group is comprised of, among other affiliates, Maxum Indemnity Company and Maxum Casualty Insurance Company ("Maxum Insurers"). Maxum insurers are domiciled in the State of Delaware.

WHEREAS, in furtherance of streamlining corporate governance of The Hartford's insurance subsidiaries, the Board of Directors of the Corporation (the "Board") desires that the Maxum insurers, including the Corporation, be redomiciled from the State of Delaware to the State of Connecticut; and

WHEREAS, the Board deems it advisable and in the best interests of the Corporation to take any and all such actions as may be necessary to complete the redomestication of the Corporation from the State of Delaware to the State of Connecticut; and

WHEREAS, the Board has recommended certain actions to the sole shareholder of the Corporation for its approval.

NOW, THEREFORE, BE IT:

RESOLVED, that the undersigned, being all of the members of the Board of the Corporation, hereby approves the redomestication of the Corporation from the State of Delaware to the State of Connecticut; and be it further

APPROVAL OF RESTATED CERTIFICATE OF INCORPORATION

RESOLVED, that the Certificate of Incorporation of the Corporation be, and it hereby is, amended and restated in its entirety to read as follows:

- Section 1. Maxum Casualty Insurance Company (hereinafter referred to as the "Corporation") shall be and is hereby made a corporation and body politic pursuant to the Connecticut Business Corporation Act for the purpose of transacting the business of insurance.
- Section 2. On November 25, 1996, Golden Isles Insurance Company was incorporated in the State of Georgia. On September 20, 2004, the State of Georgia approved an Application for Amendment of Charter for a name change from Golden Isles Insurance Company to Maxum Casualty Insurance Company. On December 4, 2007, Maxum Casualty Insurance Company ("the Corporation") redomesticated from the State of Georgia to the State of Delaware, and a Certificate of Incorporation was filed with the Delaware Secretary of State, Division of Corporations, whereby the Corporation was incorporated under the laws of the State of Delaware as a Delaware domestic property and casualty insurance company. The Corporation is a continuation of the corporate existence of the Corporation through the adoption of Connecticut as its corporate domicile, and November 25, 1996, the original date of incorporation of the Corporation in the State of Georgia as a property and casualty insurance company, shall remain the date of incorporation of the Corporation as a property and casualty insurance company in the State of Connecticut.
- Section 3. The duration of the corporation shall be perpetual.
- Section 4. The Corporation may issue 3,500,000 shares of common stock of par value of One Dollar (\$1.00) per share.
- Section 5. The Corporation shall have the purposes and powers to write any and all forms of insurance which any other corporation now or hereafter chartered by the State of Connecticut and empowered to do an insurance business may now or hereafter lawfully do; to accept and to cede reinsurance; to issue policies and contracts for any kind or combination of kinds of insurance; to issue policies or contracts either with or without participation

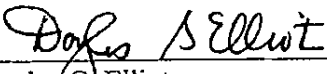
in profits; to acquire and hold any or all of the shares or other securities of any insurance corporation or any other kind of corporation; and to engage in any lawful act or activity for which corporations may be formed under the Connecticut Business Corporation Act. The corporation is authorized to exercise the powers herein granted in any state, territory, or jurisdiction of the United States or in any foreign country.

- Section 6. The corporation shall obtain a certificate of authority as a Connecticut domiciled insurance company from the Insurance Commissioner of the State of Connecticut prior to the commencement of business as a Connecticut domiciled insurance company and shall be subject to all general statutes of the State of Connecticut applicable to insurance companies.
- Section 7. The street address of the Corporation's registered office is: Maxum Casualty Insurance Company, One Hartford Plaza, Hartford, Connecticut 06155.
- Section 8. The name and street address of the Corporation's registered agent is: C T Corporation System, One Corporate Center, Hartford, Connecticut 06103

GENERAL

RESOLVED, that this Consent may be executed in any number of counterparts, and each counterpart shall be deemed to be an original instrument, and all such counterparts together shall constitute but one Consent.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the date first written above.



Douglas G. Elliot

Brion S. Johnson

Robert W. Paiano

in profits; to acquire and hold any or all of the shares or other securities of any insurance corporation or any other kind of corporation; and to engage in any lawful act or activity for which corporations may be formed under the Connecticut Business Corporation Act. The corporation is authorized to exercise the powers herein granted in any state, territory, or jurisdiction of the United States or in any foreign country.

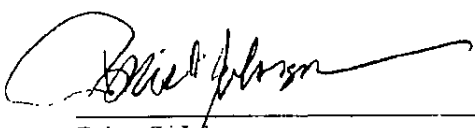
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Douglas G. Elliot



Brion S. Johnson

Robert W. Paiano

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- Section 6. The corporation shall obtain a certificate of authority as a Connecticut domiciled insurance company from the Insurance Commissioner of the State of Connecticut prior to the commencement of business as a Connecticut domiciled insurance company and shall be subject to all general statutes of the State of Connecticut applicable to insurance companies.
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IN WITNESS WHEREOF, the undersigned have executed this Consent as of the date first written above.

Douglas G. Elliot

Brion S. Johnson



Robert W. Paiano

STATE OF CONNECTICUT }
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record
in this Office.

In Testimony whereof, I have hereunto set my hand
and affixed the Seal of said State, at Hartford,
this 1st day of December A.D. 20 16



SECRETARY OF THE STATE