

F09000001742

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

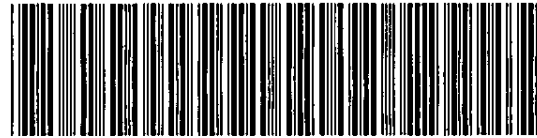
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300247764593

05/13/13--01006--026 **43.75

RECEIVED
TALLAHASSEE
2013 MAY 13 PM 3:55
TO: TALLAHASSEE
SUFFICIENCY OF FILING

FILED
13 MAY 13 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 14 2013
T. ROBERTS

Gardner Law Firm

Requester's Name

1300 Thomaswood Drive

Address

Tallahassee FL

City/State/Zip

385-0070

Phone #

(Kellie)

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

(Name Change)

1. Municipal and Infrastructure Assurance Corporation

(Corporation Name)

(Document #)

2. _____

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

(Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MUNICIPAL AND INFRASTRUCTURE ASSURANCE CORPORATION
Name of Corporation

DOCUMENT NUMBER: F09000001742

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

WENDY RUSSELL WIENER, ESQ.

Name of Contact Person

GARDNER, BIST, WIENER, WADSWORTH, BOWDEN, et al.

Firm/Company

1300 THOMASWOOD DRIVE

Address

TALLAHASSEE, FL 32308

City/State and Zip Code

DDamiani@assuredguaranty.com

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

For further information concerning this matter, please call:

Wendy R. Wiener

Name of Contact Person

at (850)

385-0070

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.)

F09000001742

FILED
13 MAY 13 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

- (Incorporated under laws of)

- (Date authorized to do business in Florida)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 01/09/2013

- (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.

(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.

Kana L. Damari

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

DANA L. DAMIANI

(Typed or printed name of person signing)

ASST. SECRETARY

(Title of person signing)

SHORT CERTIFICATE

STATE OF NEW YORK

DEPARTMENT OF FINANCIAL SERVICES

It is hereby certified that the attached copy of the Certificate of Amendment of the Charter of Municipal and Infrastructure Assurance Corporation (now known as Municipal Assurance Corp.), of New York, New York, approved by this Department, January 9, 2013, pursuant to Section 1206 of the New York Insurance Law,

has been compared with the original on file in this Department and that it is a correct transcript therefrom and of the whole of said original.



**In Witness Whereof, I have here-
unto set my hand and affixed the
official seal of this Department at the
City of Albany, this 6th day of
March, 2013.**

By *Jacqueline Catalfamo*
Jacqueline Catalfamo

**CERTIFICATE OF AMENDMENT
OF THE
CHARTER
OF
MUNICIPAL AND INFRASTRUCTURE ASSURANCE CORPORATION**

Pursuant to the provisions of Section 1206 of the New York Insurance Law and Section 805 of the New York Business Corporation Law, the undersigned President and Secretary of Municipal and Infrastructure Assurance Corporation (the "Corporation"), hereby certify as follows:

- FIRST: _____ The name of the Municipal and Infrastructure Assurance Corporation.
- SECOND: The Charter of the Corporation was originally filed with the New York State Department of Financial Services (successor to the New York State Insurance Department) on August 21, 2008 (the "Charter").
- THIRD: The amendments to the Charter effected by this Certificate of Amendment are (i) to Article I to change the name of the Corporation to "Municipal Assurance Corp." and (ii) to Article V (a) to revise the director requirements to provide that the directors of the Corporation shall be not less than seven, nor more than twenty-one, and (b) to decrease the number of directors of the Corporation that are required to be residents of the State of New York from two to one.
- FOURTH: Article I of the Charter is hereby amended and restated in its entirety to read as follows:

"ARTICLE I

NAME THE
CORPORATION
HEREIN

The name of the corporation is Municipal Assurance Corp. (the "Corporation")."

2013 FEB -1 A 10:40 23858

FIFTH: Article V of the Charter is hereby amended and restated in its entirety to read as follows:

"ARTICLE V


NUMBER OF DIRECTORS; QUALIFICATIONS

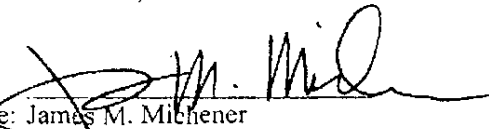
The number of directors of the Corporation shall be not less than seven (7), nor more than twenty-one (21), and shall be determined by or under the By-Laws. As used in this paragraph, "number of directors" means the total number of directors that the Corporation would have if there were no vacancies. Directors shall be elected at each annual meeting of shareholders and each director so elected shall hold office until the next annual meeting of shareholders and until his or her successor is elected and qualified or until his or her earlier death, resignation or removal. In the event that the number of directors duly elected and serving shall be less than seven (7), the Corporation shall not for that reason be dissolved, but the vacancy or vacancies shall be filled as provided in Article VII hereof. Each director shall be at least twenty-one years of age. At all times a majority of the directors shall be citizens and residents of the United States and not less than one (1) of the directors shall be a resident of New York. The directors need not be shareholders of the Corporation."

SIXTH: The foregoing amendments to the Charter of the Corporation were authorized by the resolution of the Board of Directors of the Corporation on the 5th day of September 2012, followed by action of the sole shareholder of the Corporation on the 3rd day of January 2013.

IN WITNESS WHEREOF, the above named officers, acting for and on behalf of the Corporation, have hereunto subscribed their names on this 3rd day of January, 2013.

**MUNICIPAL AND INFRASTRUCTURE
ASSURANCE CORPORATION**

By: 
Name: Dominic Frederico
Title: Chairman, President and Chief Executive Officer

By: 
Name: James M. Michener
Title: General Counsel and Secretary

**CERTIFICATE OF SIGNER OF
CERTIFICATE OF AMENDMENT**

STATE OF NEW YORK)
) s.s.
COUNTY OF NEW YORK)

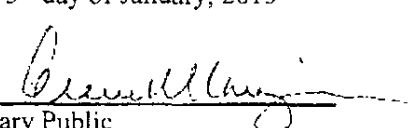
James M. Michener, being sworn and deposed states that he is the General Counsel and Secretary of Municipal and Infrastructure Assurance Corporation and one of the persons who signed the above Certificate of Amendment, that he has read the Certificate of Amendment and knows the contents thereof and that the same is true to his knowledge.

By: 

Name: James M. Michener

Title: General Counsel and Secretary

Sworn to before me
this 3rd day of January, 2013



Notary Public

EILEEN M. LANZISERA
Notary Public, State of New York
No. 01LA4728044
Qualified in Nassau County
Commission Expires Jan. 31, 2015

Index No.

25/2008C⁺

\$100

NAME CHANGE

Certificate of Amendment

of

AMENDED INSURANCE

2013 FEB -1 AM 10:30

REC'D
COUNTY CLERK
N.Y. COUNTY

MAIL

CERTIFICATE OF COMPLIANCE - DOMESTIC

STATE OF NEW YORK

DEPARTMENT OF FINANCIAL SERVICES

It is hereby certified that

MUNICIPAL ASSURANCE CORP.

of New York, New York

is duly organized under the laws of this state, and is authorized to issue policies and transact the business of and financial guaranty insurance, as specified in paragraph(s) and 25 of Section 1113(a) of the New York Insurance Law



In Witness Whereof, I have hereunto set my hand
and affixed the official seal of this Department
at the City of Albany, New York, this
15th day of March, 2013

BENJAMIN M. LAWSKY

Superintendent

BY

Jacqueline Catalfamo

Jacqueline Catalfamo

Special Deputy Superintendent