

F11000003862

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

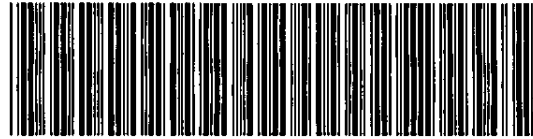
(Business Entity Name)

(Document Number)

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14 APR 15 PM 4:52  
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AR



April 10, 2014

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

RE: AMENDMENT TO CERTIFICATE OF AUTHORITY  
STATE OF FLORIDA

Please amend the Application for Authority for Assured NL Insurance Agency, Inc. in the state of Florida.  
Enclosed are the following:

1. Application for Amendment to Certificate of Authority
2. Certificate of Good Standing
3. Check in the amount of \$43.75

Please return the approved information to:

Assured NL Insurance Agency, Inc.  
100 Executive Dr. Suite 200  
West Orange, NJ 07052  
ATTN: Steve Lawrence

Very truly yours,

Stephen R. Lawrence  
Senior Analyst, Assistant Vice President  
Ph 973.669.2301  
Fax 973.731.8439  
slawrence@jamisongroup.com

Encl.

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Assured NL Insurance Agency, Inc.

\_\_\_\_\_  
Name of Corporation

**DOCUMENT NUMBER:** F11000003862

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Steve Lawrence

\_\_\_\_\_  
Name of Contact Person

Assured Neace Lukens Insurance Agency, Inc.

\_\_\_\_\_  
Firm/Company

100 Executive Dr. Suite 200

\_\_\_\_\_  
Address

West Orange, NJ 07052

\_\_\_\_\_  
City/State and Zip Code

slawrence@jamisongroup.com

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

For further information concerning this matter, please call:

Steve Lawrence

at ( 973 ) 669-2301

\_\_\_\_\_  
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 TRANSACT BUSINESS IN FLORIDA**

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

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F11000003862

(Document number of corporation (if known))

1. Assured NL Insurance Agency, Inc.

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

2. DE

(Incorporated under laws of)

3. 9/26/2011

(Date authorized to do business in Florida)

FILED  
14 APR 15 PM 4:52  
SECRETARY OF STATE  
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? 3/11/2014

5. Assured Neace Lukens Insurance Agency, Inc.

(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.

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

Dean Curtis

(Typed or printed name of person signing)

Sr. VP

(Title of person signing)

# Delaware

PAGE 1

*The First State*

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 "ASSURED NEACE LUKENS INSURANCE AGENCY, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SIXTH DAY OF JULY, A.D. 2011, AT 3:03 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWENTY-SIXTH DAY OF JUNE, A.D. 2012, AT 3:47 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ASSURED NL INSURANCE AGENCY, INC." TO "ASSURED NEACE LUKENS INSURANCE AGENCY, INC.", FILED THE ELEVENTH DAY OF MARCH, A.D. 2014, AT 1:38 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "ASSURED NEACE LUKENS INSURANCE AGENCY, INC."



5006785 8100H

140320596

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1200368

DATE: 03-12-14

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:15 PM 07/06/2011  
FILED 03:03 PM 07/06/2011  
SRV 110795461 - 5006785 FILE

## **CERTIFICATE OF INCORPORATION**

**OF**

**ASSURED NL INSURANCE AGENCY, INC.**

### **ARTICLE ONE**

The name of the corporation is Assured NL Insurance Agency, Inc.

### **ARTICLE TWO**

The address of the corporation's registered office in the State of Delaware is 160 Greentree Drive, Suite 101 in the City of Dover, County of Kent, 19904. The name of its registered agent at such address is National Registered Agents, Inc.

### **ARTICLE THREE**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

### **ARTICLE FOUR**

The total number of shares of stock which the corporation has authority to issue is one thousand (1,000) shares of Common Stock, par value one cent (\$0.01) per share.

### **ARTICLE FIVE**

The name and mailing address of the sole incorporator are as follows:

Jessica Darlington  
300 North LaSalle Street  
Chicago, Illinois 60654

### **ARTICLE SIX**

The corporation is to have perpetual existence.

### **ARTICLE SEVEN**

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the corporation is expressly authorized to make, alter or repeal the by-laws of the corporation.

## **ARTICLE EIGHT**

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws of the corporation may provide. The books of the corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Election of directors need not be by written ballot unless the by-laws of the corporation so provide.

## **ARTICLE NINE**

To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended, a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this Article Nine shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

## **ARTICLE TEN**

The corporation expressly elects not to be governed by §203 of the General Corporation Law of the State of Delaware.

## **ARTICLE ELEVEN**

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.

## **ARTICLE TWELVE**

To the maximum extent permitted from time to time under the law of the State of Delaware, the corporation renounces any interest or expectancy of the corporation in, or in being offered an opportunity to participate in, business opportunities that are from time to time presented to its officers, directors or stockholders, other than those officers, directors or stockholders who are also employees of the corporation. No amendment or repeal of this Article Twelve shall apply to or have any effect on the liability or alleged liability of any officer, director or stockholder of the corporation for or with respect to any opportunities of which such officer, director or stockholder becomes aware prior to such amendment or repeal.

*Signature page to follow.*

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts stated herein are true, and accordingly have hereunto set my hand on the 6th day of July, 2011.

/s/ Jessica Darlington  
Jessica Darlington, Sole Incorporator



State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:59 PM 06/26/2012  
FILED 03:47 PM 06/26/2012  
SRV 120779057 - 5006785 FILE

**CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE  
AND OF REGISTERED AGENT  
OF**

**ASSURED NL INSURANCE AGENCY, INC.**

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is:

**ASSURED NL INSURANCE AGENCY, INC.**

2. The registered office of the corporation within the State of Delaware is hereby changed to 2711 Centerville Road, Suite 400, City of Wilmington 19808, County of New Castle.

3. The registered agent of the corporation within the State of Delaware is hereby changed to Corporation Service Company, the business office of which is identical with the registered office of the corporation as hereby changed.

4. The corporation has authorized the changes hereinbefore set forth by resolution of its Board of Directors.

Signed on June 18, 2012.

/s/ Maureen Cathell  
Name: Maureen Cathell  
Title: Vice President

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:38 PM 03/11/2014  
FILED 01:38 PM 03/11/2014  
SRV 140317857 - 5006785 FILE

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

**FIRST:** That at a meeting of the Board of Directors of  
Assured NL Insurance Agency, Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED**, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

Assured Neace Lukens Insurance Agency, Inc.

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, said corporation has caused this certificate to be signed this 10 day of March, 2014.

By:   
Authorized Officer

Title: Sr VP

Name: Dean Curtis  
Print or Type