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FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 10, 2022

CASEY O'DONNELL
1763 MARLTON PIKE EAST
SUITE 200
CHERRY HILL, NJ 08003

SUBJECT: BOSTON INDEMNITY COMPANY, INC.
Ref. Number: F12000005047

We have received your document and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You failed to make the correction(s) requested in our previous letter.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

In order to file the Amendment, please submit evidence of the name change from BOSTON INDEMNITY COMPANY, INC. to ASCOT SURETY & CASUALTY COMPANY. The documents submitted ONLY show Articles of Incorporation for ASCOT SURETY & CASUALTY COMPANY filed in Colorado and Statement of Conversion for ASCOT SURETY & CASUALTY COMPANY from South Dakota to Colorado.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Querida R Silas
Regulatory Specialist II

Letter Number: 822A00003333

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Ascot Surety & Casualty Company

Name of Corporation

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Casey O'Donnell

Name of Contact Person

Westmont Associates, Inc.

Firm/Company

1763 Marlton Pike East, Suite 200

Address

Cherry Hill, NJ 08003

City/State and Zip Code

casey@westmontlaw.com

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

For further information concerning this matter, please call:

Casey O'Donnell

at (856) 216-0220

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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)

(Document number of corporation (if known))

1. Boston Indemity Company, Inc.

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

2. South Dakota

(Incorporated under laws of)

3. 12/14/2012

(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? 10/26/2021

5. Ascot Surety & Casualty Company

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

Not Applicable

(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.

Not Applicable

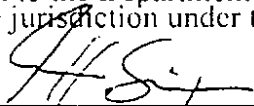
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Colorado

(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)

Jeffrey Adam Sipos

(Typed or printed name of person signing)

General Counsel & Secretary

(Title of person signing)

FILED
2022 FEB 25 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FL

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF FACT OF GOOD STANDING

I, Jena Griswold, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office.

Ascot Surety & Casualty Company

is a

Corporation

formed or registered on 10/05/2021 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20211548917 .

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 12/17/2021 that have been posted, and by documents delivered to this office electronically through 12/20/2021 @ 19:04:41 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 12/20/2021 @ 19:04:41 in accordance with applicable law. This certificate is assigned Confirmation Number 13666328 .



Secretary of State of the State of Colorado

*****End of Certificate*****
Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF DOCUMENT FILED

I, Jena Griswold, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office, the attached document is a true and complete copy of the

Combined Statement of Conversion

with Document # 20218007245 of
Ascot Surety & Casualty Company

Colorado Corporation

(Entity ID # 20211548917)

consisting of 8 pages.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 02/02/2022 that have been posted, and by documents delivered to this office electronically through 02/03/2022@ 11:30:43.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 02/03/2022 @ 11:30:43 in accordance with applicable law. This certificate is assigned Confirmation Number 13767619.



Jena Griswold

Secretary of State of the State of Colorado

*****End of Certificate*****
Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."



Document must be filed electronically.
 Paper documents are not accepted.
 Fees & forms are subject to change.
 For more information or to print copies
 of filed documents, visit www.sos.state.co.us.

Colorado Secretary of State
 Date and Time: 10/24/2021 09:53 AM
 ID Number: 20211548917
 Document number: 20218007245
 Amount Paid: \$100.00

ABOVE SPACE FOR OFFICE USE ONLY

Statement of Conversion

filed pursuant to § 7-90-201.7 (3) of the Colorado Revised Statutes (C.R.S.)

1. For the converting entity, its ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

ID number	<u>20211548917</u> <i>(Colorado Secretary of State ID number)</i>		
Entity name or true name	<u>Ascot Surety & Casualty Company</u>		
Form of entity	<u>Foreign Corporation</u>		
Jurisdiction	<u>South Dakota</u>		
Street address	<u>415 South Pierce Street</u> <i>(Street number and name)</i>		
	<u>Pierre</u> <i>(City)</i>	<u>SD</u> <i>(State)</i>	<u>57501</u> <i>(ZIP/Postal Code)</i>
	<u></u> <i>(Province - if applicable)</i>	<u>United States</u> <i>(Country)</i>	
Mailing address (leave blank if same as street address)	<u></u> <i>(Street number and name or Post Office Box information)</i>		
	<u></u> <i>(City)</i>	<u></u> <i>(State)</i>	<u></u> <i>(ZIP/Postal Code)</i>
	<u></u> <i>(Province - if applicable)</i>	<u></u> <i>(Country)</i>	

2. The entity name of the resulting entity is Ascot Surety & Casualty Company
(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

3. The converting entity has been converted into the resulting entity pursuant to section 7-90-201.7, C.R.S.

4. *(If applicable, adopt the following statement by marking the box and include an attachment.)*

☒ This document contains additional information as provided by law.

5. *(Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)*

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document are _____
(mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is

such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

6. The true name and mailing address of the individual causing this document to be delivered for filing are

<u>Tata</u>	<u>Sanjiv</u>		
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
<u>1221 Avenue of The Americas</u>			
<small>(Street number and name or Post Office Box information)</small>			
<u>Mayer Brown LLP</u>			
<u>New York</u>	<u>NY</u>	<u>10036</u>	
<small>(City)</small>	<small>(State)</small>	<small>(ZIP/Postal Code)</small>	
	<u>United States</u>		
<small>(Province – if applicable)</small>	<small>(Country)</small>		

(If applicable, adopt the following statement by marking the box and include an attachment.)

☐ This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).



Document must be filed electronically.
Paper documents are not accepted.
Fees & forms are subject to change.
For more information or to print copies
of filed documents, visit www.sos.state.co.us.

Colorado Secretary of State
Date and Time: 10/24/2021 09:53 AM
ID Number: 20211548917
Document number: 20218007245
Amount Paid: \$100.00

ABOVE SPACE FOR OFFICE USE ONLY

Articles of Incorporation for a Profit Corporation

filed pursuant to § 7-102-101 and § 7-102-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the corporation is

Ascot Surety & Casualty Company

(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

2. The principal office address of the corporation's initial principal office is

Street address

10233 South Parker Road

(Street number and name)

Suite 300

Parker

(City)

CO

(State)

80134

(ZIP/Postal Code)

United States

(Province - if applicable)

(Country)

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City)

(State)

(ZIP/Postal Code)

(Province - if applicable)

(Country)

3. The registered agent name and registered agent address of the corporation's initial registered agent are

Name

(if an individual)

(Last)

(First)

(Middle)

(Suffix)

or

(if an entity)

CT Corporation System

(Caution: Do not provide both an individual and an entity name.)

Street address

7700 East Arapahoe Road

(Street number and name)

Suite 220

Centennial

(City)

CO

(State)

80112

(ZIP/Postal Code)

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City)

CO
(State)

(ZIP/Postal Code)

(The following statement is adopted by marking the box.)

☒ The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name
(if an individual)

(Last) (First) (Middle) (Suffix)

or

(if an entity)

Ascot Insurance Company

(Caution: Do not provide both an individual and an entity name.)

Mailing address

10233 South Parker Road

(Street number and name or Post Office Box information)

Suite 300

Parker

(City)

CO

(State)

80134

(ZIP/Postal Code)

New York

(Province - if applicable)

United States

(Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

☐ The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. The classes of shares and number of shares of each class that the corporation is authorized to issue are as follows.

☒ The corporation is authorized to issue 12,500 common shares that shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

☐ Information regarding shares as required by section 7-106-101, C.R.S., is included in an attachment.

6. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

☒ This document contains additional information as provided by law.

7. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are _____
(mm/dd/yyyy hour:minute am/pm)

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8. The true name and mailing address of the individual causing the document to be delivered for filing are

<u>Tata</u>	<u>Sanjiv</u>		
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
<u>1221 Avenue of The Americas</u>			
<small>(Street number and name or Post Office Box information)</small>			
<u>Mayer Brown LLP</u>			
<u>New York</u>	<u>NY</u>	<u>10036</u>	
<small>(City)</small>	<small>(State)</small>	<small>(ZIP/Postal Code)</small>	
<u></u>	<u>United States</u>		
<small>(Province – if applicable)</small>	<small>(Country)</small>		

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

- ☐ This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

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**ARTICLES OF REDOMESTICATION
OF
ASCOT SURETY & CASUALTY COMPANY¹**

**ARTICLE I
NAME**

The corporation was originally incorporated in the State of South Dakota under the name Vanguard Life Insurance Company on February 19, 1971. On January 3, 2012, the corporation changed its name to Boston Indemnity Company, Inc. Upon the adoption of these articles, the name of the corporation will be changed to "Ascot Surety & Casualty Company."

**ARTICLE II
REGISTERED AGENT**

The registered agent of the corporation shall be CT Corporation System located at 7700 East Arapahoe Road, Suite 220, Centennial, Colorado 80112.

**ARTICLE III
PRINCIPAL OFFICE**

The principal office of the corporation shall be located at 10233 South Parker Road, Suite 300, Parker, Colorado 80134.

**ARTICLE IV
DIRECTORS AND OFFICERS**

The names and mailing addresses of the directors and officers of the corporation are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Matthew Kramer	Director and Chief Executive Officer	2522 W. 41st Suite 245 Sioux Falls, South Dakota 57105
Susan Sutherland	Director	See above.
Joseph Roberts	Director and Chief Financial Officer	See above.
Thomas Kalvik	Director	See above.
Peter Michael Grayston	Treasurer	See above.
Jeffrey Sipos	General Counsel and Secretary	See above.
Shanelle Burke	Financial Controller	See above.

Stephen Guijarro	Chief Risk Officer	See above.
Elizabeth Johnson	Chief Underwriting Officer	See above.
Marina Barg	Chief Claims Officer	See above.
Michael Kerrigan	Chief Information Officer	See above.

ARTICLE V CAPITAL

The amount of capital stock of the corporation is \$2,500,000 divided into 12,500 shares of common stock with a par value of \$200 per share, which shares shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution. No other classes of shares are authorized to be issued by the corporation.

ARTICLE VI NUMBER OF DIRECTORS

The Board of Directors of the corporation shall consist of not less than three (3) and not more than twenty-one (21) members.

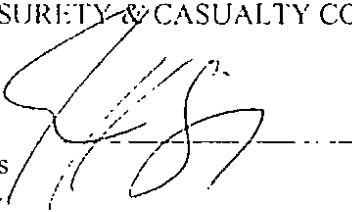
* * *

These Articles of Redomestication shall be effective upon the filing with the Secretary of State of Colorado and, pursuant to C.R.S. § 7-111-108(9), upon the issuance of a Certificate of Redomestication by the Secretary of State of Colorado, shall constitute the articles of incorporation of the corporation. Upon the redomestication of the corporation, the corporation hereby accepts and will be subject to the laws of the State of Colorado.

Witness the due execution of these Articles of Redomestication this 24th day of October, 2021.

ASCOT SURETY & CASUALTY COMPANY

Jeff Sipos
Secretary

A handwritten signature in black ink, appearing to be 'JS' or similar, written over a horizontal line.