

F93000000033

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

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*Amend
Texas*

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Tritonsm Insurance Company

3001 Meacham Blvd., Suite 200 - 1SE01

Fort Worth, Texas 76137

Phone: 817/ 820-5854

Fax: 817/ 820-5072

E-mail: Rebecca.Daniels@citifinancial.com

May 8, 2006

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Profit Corporation Application by Foreign Corporation to File Amendment to Application
for Authorization to Transact Business in Florida

Dear Sir or Madam:

Enclosed please find Triton Insurance Company's Profit Corporation Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida as notification of its re-domestication from Missouri to Texas. A copy of the Articles of Redomestication is enclosed for your records.

Also enclosed is Triton Insurance Company's check in the amount of \$43.75 for the filing fee.

If you have any questions, please do not hesitate to contact me at the number above.

Best regards,



Rebecca Daniels
Legal Administrator

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Triton Insurance Company
(Name of Corporation)

DOCUMENT NUMBER: F93000000033

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Rebecca Daniels
(Name of Contact Person)

Triton Insurance Company
(Firm/Company)

3001 Meacham Blvd.
(Address)

Fort Worth, TX 76137
(City/State and Zip Code)

For further information concerning this matter, please call:

Rebecca Daniels at (817) 820-5854
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

<input type="checkbox"/> \$35.00 Filing Fee	<input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status	<input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)	<input type="checkbox"/> \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)
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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)

F93000000033

(Document number of corporation (if known))

1. Triton Insurance Company

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

2. Missouri

(Incorporated under laws of)

3. 1/1/1993

(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? _____

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)

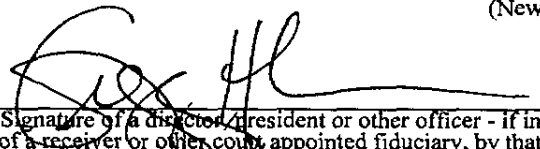
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

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

Texas

(New jurisdiction)


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

Gregg H. Lehman

(Typed or printed name of person signing)

Secretary

(Title of person signing)



Texas Department of Insurance

Financial, Company Licensing & Registration, Mail Code 305-2C
333 Guadalupe • P. O. Box 149104, Austin, Texas 78714-9104

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Company Licensing & Registration Division of the Texas Department of Insurance.

Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Company Licensing & Registration Division of the Texas Department of Insurance.

Articles of Redomestication of TRITON INSURANCE COMPANY, Fort Worth, Texas, along with Commissioner's Order No. 06-0303 dated March 28, 2006, altogether consisting of six (6) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 19th day of April 2006.

Mike Geeslin
COMMISSIONER OF INSURANCE

BY: 
Jeff Hunt, Admissions Officer
Company Licensing & Registration Division
Order No. 01-0692

No. **06-0303**

OFFICIAL ORDER
of the
COMMISSIONER OF INSURANCE
of the
STATE OF TEXAS
AUSTIN, TEXAS

Date: **MAR 28 2006**

Subject Considered:

TRITON INSURANCE COMPANY
St. Louis, Missouri
TDI No. 08-05942

REDOMESTICATION AND CERTIFICATE OF AUTHORITY

General remarks and official action taken:

On this day came on for consideration by the Commissioner of Insurance, the application of TRITON INSURANCE COMPANY, St. Louis, Missouri, to redomesticate and to amend its Certificate of Authority to change its home office from St. Louis, Missouri to Fort Worth, Texas.

Pursuant to TEX. INS. CODE ANN. §983.051 and §983.057, evidence has been submitted that TRITON INSURANCE COMPANY has amended its Certificate of Incorporation by restatement and changed the home office of the Company from St. Louis, Missouri to Fort Worth, Texas. The Director of the Department of Insurance of the State of Missouri has issued a Contingent Approval of Redomestication Order.

THEREFORE, based upon the representations made by TRITON INSURANCE COMPANY and upon recommendation by staff, the Commissioner of Insurance finds that the redomestication of TRITON INSURANCE COMPANY should be, and is hereby approved.

Further, it is ORDERED that the Certificate of Authority No. 11188, dated June 12, 1996, issued to TRITON INSURANCE COMPANY, St. Louis, Missouri, be, and the same is hereby canceled and that an amended Certificate of Authority be issued to TRITON INSURANCE COMPANY, Fort Worth, Texas.

MIKE GEESLIN
COMMISSIONER OF INSURANCE

BY:

Godwin Ohaechesi
Godwin Ohaechesi, Director
Company Licensing & Registration
Order 01-0692

Recommended By:

Christopher Osuna
Christopher Osuna, Insurance Specialist
Company Licensing & Registration

ARTICLES OF REDOMESTICATION

AND

ARTICLES OF INCORPORATION

OF

TRITON INSURANCE COMPANY

Pursuant to Section 983.001 et seq. of the Texas Insurance Code, the undersigned individuals, do hereby submit these Articles of Redomestication and Articles of Incorporation, and certify the following:

1. The name of the corporation is TRITON INSURANCE COMPANY (the Company").
2. The Company was incorporated in Florida on March 25, 1982 under the name Voyager Guaranty Insurance Company and redomesticated to Missouri on January 1, 1993. On January 16, 1995, the Company changed its name to Triton Insurance Company.
3. The Amended and Restated Articles of Incorporation set forth herein amend and restate the Articles of Incorporation of the Company by calling them the Amended and Restated Articles of Incorporation, changing the Company's home office, and further conforming such Articles of Incorporation to the requirements of the Texas Insurance Code.
4. Effective upon the date of the issuance of these Articles of Redomestication and Articles of Incorporation by and under the seal of the Department of Insurance of the State of Texas, the Company hereby changes its domicile from the State of Missouri to the State of Texas, and hereby adopts the Amended and Restated Articles of Incorporation set forth herein.
5. Upon the effectiveness of these Articles of Redomestication and Articles of Incorporation, the Company shall be and continue to be possessed of all privileges, franchises and powers to the same extent as if it had been originally incorporated under the laws of the State of Texas, and all privileges, franchises and powers belonging to the Company, and all property, real, personal and mixed, and all debts due on whatever account, all certificates of authority, agent appointments, policy forms and rates, outstanding insurance policies, capital structure, and all choices in action, shall be and the same hereby are ratified, approved, confirmed and assured to the Company, with like effect and to all intents and purposes as if it had been originally incorporated under the laws of the State of Texas. Without limitation to the foregoing, the Company shall be given recognition as a domestic company of the State of Texas pursuant to Section 983.001 et seq. of the Texas Insurance Code, from and after the effective date of these Articles of Redomestication and Articles of Incorporation.

6. These Articles of Redomestication and Articles of Incorporation were duly adopted and approved by unanimous written consent of the Board of Directors of the Company and by the sole shareholder of the Company.

7. The Articles of Incorporation of the Company are amended and restated to read in full as follows:

ARTICLE I

The name of the corporation is Triton Insurance Company (the "Company").

ARTICLE II

The location of the home office of the Company shall be Fort Worth, Tarrant County, Texas. The Company also may have, maintain and operate such other offices, either within or without the State of Texas, as shall be proper or advisable in the discretion of the officers or the Board of the Directors of the Company.

ARTICLE III

The purposes for which the Company is organized are to transact any and all kinds, classes, types and forms of property and casualty contracts of every type and combination of any two or more of such insurance business as is now or hereafter permitted and authorized under the laws of the State of Texas, the District of Columbia, or any state, nation, country, territory possession or principality in which the Company is authorized to do business; to reinsure any such risk or any part thereof ceded to it by other insurance companies; to hold and own one or more insurance subsidiaries; and to transact any and all lawful business not inconsistent with the purposes enumerated herein.

The foregoing clause shall be construed as powers as well as purposes. The enumeration herein of specific purposes and powers shall not be held to limit or restrict in any way the general purposes and powers of the Company. The matters specified in such clause shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause of any other Article of these Amended and Restated Articles of Incorporation, but the purposes and powers specified in the foregoing clause of this Article shall be regarded as independent purposes and powers.

ARTICLE IV

The amount of common stock of the Company shall be four million dollars (\$4,000,000), divided into four million (4,000,000) shares of the par value of one dollar (\$1) per share. At least fifty percent (50%) of the total par value of the authorized shares must be subscribed to and fully paid for at all times.

ARTICLE V

The amount of the Company's surplus as of September 30, 2005 is \$454,891,606 and may be adjusted as needed from time to time.

ARTICLE VI

(a) The number of Directors constituting the Board of Directors shall be not less than seven (7) members. The Directors shall be elected at each Annual Meeting of the shareholders for a one-year term. Vacancies in the Board of Directors shall be filled by a vote of the Directors.

(b) The Board of Directors shall have full control and management of the affairs of the Company, subject to the By-Laws as adopted or amended from time to time by the shareholders or Directors, and to the laws of the State of Texas.

ARTICLE VII

Shareholders of the Company shall have no preemptive rights to acquire additional, unissued or treasury shares of the Company.

ARTICLE VIII

No shareholder of the Company shall be entitled to cumulate his votes at any election of Directors.

ARTICLE XI

The duration of the Company shall be perpetual.

ARTICLE X

A Director of the Company shall not be liable to the Company or its shareholders for monetary damages for an act or omission in the Director's capacity as a Director, except to the extent otherwise expressly provided in the Texas Miscellaneous Corporations Laws Act and/or the Texas Business Corporations Act, as such statutes now exist or may hereafter be amended. Any repeal or modification of this paragraph by the shareholders of the Company shall be prospective only and shall not adversely affect any limitation on the person liability of the Company existing at the time of such repeal or modification.

ARTICLE XI

The Company shall indemnify and may provide indemnity insurance for each director, officer or employee of the Company to the fullest extent permitted by law.

ARTICLE XII

The fiscal year of the Company shall commence on the first day of January and terminate on the 31st day of December each year.

ARTICLE XIII

Any action required by Texas Business Corporation Act to be taken at an annual or special meeting of shareholders, or any action which may be taken at an annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken shall be signed by the holder or holders of such shares having not less than a minimum of votes that would be necessary to take such action at a meeting which the holders of all shares entitled to vote on the action were present and voted.

ARTICLE XIV

The post office address of the initial registered office of the Company in the State of Texas is Triton Insurance Company, Attn: General Counsel, 3001 Meacham Boulevard, Fort Worth, Texas 76137.

ARTICLE XV

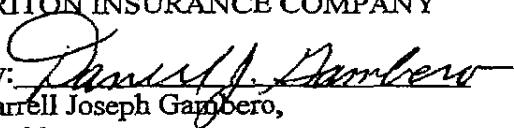
From time to time, any provision of these Amended and Restated Articles of Incorporation may be amended, altered or repealed and other provisions authorized by the laws of the State of Texas at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all contracts and rights at any time conferred upon the shareholders of the Company by these Amended and Restated Articles of Incorporation are granted subject to the provisions of this Article.

ARTICLE XVI

The Company's principal offices and its books, records, and accounts will be located and maintained in the State of Texas. The Company will comply with the requirements of Texas Insurance Code Chapter 803 and any other applicable requirements should its primary offices or all or any part of its books, records, or accounts are located or maintained outside the State of Texas.

IN WITNESS WHEREOF, the Company has caused these Amended and Restated Articles of Incorporation to be executed in duplicate in its name by its President and its Secretary on the 4th day of January, 2006.

TRITON INSURANCE COMPANY

By: 
Darrell Joseph Gambero,
President

Attest:


H. David Blodgett, Assistant Secretary

OATH AND ACKNOWLEDGMENT

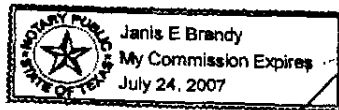
STATE OF TEXAS)

COUNTY OF TARRANT)

SS:

I, Janis E. Brandy Notary Public, do hereby certify that on the 7th day of February, 2006, Darrell Joseph Gambero personally appeared before me and being first duly sworn by me acknowledged that he signed the foregoing document in the capacity herein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.



Janis E. Brandy
Notary Public

Approved this ___ day of _____, 2006

_____, Commissioner of Insurance

State of Missouri



Department of Insurance

Certified Copy

I, W. Dale Finke, Director of the Department of Insurance, State of Missouri, do hereby certify that the annexed pages are a true and correct copy of the original:

REDOMESTICATION OF TRITON INSURANCE COMPANY

Contingent Approval of Redomestication

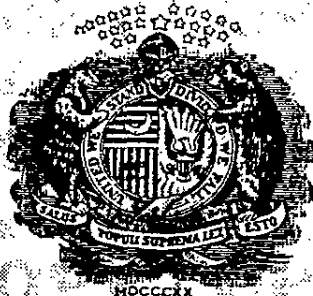
Signed and official seal affixed at my office in the City of Jefferson, this 7th day of April, 2006.

W. Dale Finke, Director

By: Albert M. Shoemaker, Jr.

STATE OF MISSOURI

DEPARTMENT OF



INSURANCE

P.O. Box 690, Jefferson City, Mo. 65102-0690

IN RE: REDOMESTICATION OF TRITON INSURANCE COMPANY

Contingent Approval of Redomestication

Based on the request of Triton Insurance Company, the undersigned Director of the Department of Insurance of the state of Missouri finds and concludes that:

1. Triton Insurance Company is a Missouri domestic insurance company and has a certificate of authority to transact the business of insurance pursuant to chapter 376, RSMo.
2. Triton Insurance Company has requested the approval of the Director to transfer its domicile to the state of Texas pursuant to section 375.908.2, RSMo.
3. Triton Insurance Company is currently admitted to transact insurance business in the state of Texas.
4. The proposed transfer would not be contrary to the interests of the policyholders of Triton Insurance Company.

Order

Based on these findings and conclusions, the proposed transfer of domicile of Triton Insurance Company to the state of Texas is APPROVED, CONTINGENT upon (1) Triton Insurance Company receiving approval to redomesticate to Texas from the chief insurance regulatory official of Texas and (2) issuance of a final order in this matter approving the proposed transfer without contingency.

So ordered, signed and official seal affixed this 10th day of January, 2006.

The signature of W. Dale Finke is written in cursive over a horizontal line.

W. Dale Finke, Director