

F960000000289

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

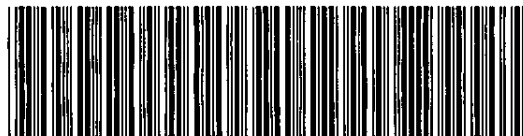
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900274276419

*More Charge  
Amend*

06/25/15--01011--013 \*\*52.50

FILED  
JUL 16 PM 4:08  
CLERK OF DISTRICT COURT  
FLORIDA

*date on line 4 is  
the date that the  
Dept of Insurance  
approved the document*

JUL 17 2015  
A RAMSEY

*\*00789, 00514, 00524, 00671*



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 7, 2015

Nadja Stavenhagen  
Sussex Insurance Company  
411 Fifth Avenue, 5th Floor  
New York, NY 10016

SUBJECT: COMPANION PROPERTY AND CASUALTY INSURANCE  
COMPANY  
Ref. Number: F96000000289

We have received your document for COMPANION PROPERTY AND CASUALTY INSURANCE COMPANY and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include a certified copy from South Carolina stamped with the filing date of 1-31-15 (as referred to in section #4 of the amendment form).

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.

Annette Ramsey  
Regulatory Specialist II

Letter Number: 715A00014121

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Sussex Insurance Company (f/k/a Companion Property and Casualty Insurance Company)  
Name of Corporation

**DOCUMENT NUMBER:** F96000000289

The enclosed Amendment, and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Nadja Stavenhagen

Name of Contact Person

Sussex Insurance Company

Firm/Company

411 Fifth Avenue, 5th Floor

## Address

New York, NY 10016

City/State and Zip Code

nadja.stavenhagen@enstargroup.com

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

**For further information concerning this matter, please call:**

Nadja Stavenhagen

at ( 212 790-9845 )

Name of Contact Person


Area Code &amp; 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

**SUSSEX HOLDINGS, INC.**

**July 16, 2015**

Annette Ramsey  
Regulatory Specialist II  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: Companion Property and Casualty Insurance Company- Resubmission of Amendment filing**  
**Ref. Number: F96000000289**

Dear Ms. Ramsey:

Enclosed, please find our resubmission of required supporting documentation, on behalf of Companion Property and Casualty Insurance Company, in regards to the Company's name change to Sussex Insurance Company.

The following items are included:

- Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida
- South Carolina Secretary of State certified Articles of Amendment
- South Carolina Department of Insurance certified approval of name change, *Effective 1/31/2015*
- Copy of Amended By-Laws, Certified by Corporate Secretary

A copy of the letter (Letter # 715A00014121) in which the above documentation was requested, dated July 7, 2015, has been included for your reference.

A self- addressed, stamped envelope has been provided for a return of the originally requested documentation.

If you have any questions or require any additional information, please feel free to contact me at [nadja.stavenhagen@enstargroup.com](mailto:nadja.stavenhagen@enstargroup.com) or at (212) 790-9845. Thank you.

Sincerely yours,

  
Nadja Stavenhagen, Esq.  
Legal Counsel & Chief Regulatory Officer  
Enstar (US) Inc.  
411 Fifth Avenue, 5<sup>th</sup> Floor  
New York, NY 10016

w/ enclosures.

**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)**

F96000000289

(Document number of corporation (if known))

1. Companion Property and Casualty Insurance Company  
(Name of corporation as it appears on the records of the Department of State)
2. South Carolina 3. 01/17/1996  
(Incorporated under laws of) (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? 01/31/2015
5. Sussex Insurance 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)
- N/A  
(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.
- N/A  
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- N/A  
(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.

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

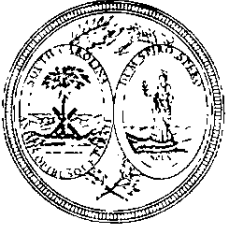
Nadja Stavenhagen

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

FILED  
JUL 16 PM 4:08  
TALLAHASSEE, FLORIDA



# **South Carolina Department of Insurance**

**Financial Regulation and Solvency Division  
1201 Main Street, Suite 1000  
Columbia, South Carolina 29201**

---

**NIKKI R. HALEY  
Governor**

**RAYMOND G. FARMER  
Director**

**Mailing Address:  
P.O. Box 100105, Columbia, S.C. 29202-3105  
Telephone: (803) 737-6221 Fax: (803) 737-6232  
E-mail: mafloyd@doi.sc.gov**

June 16, 2015

This is to certify that the attached copies of the approval for the name change of Companion Property and Casualty Insurance Company to Sussex Insurance Company effective January 31, 2015.

Yours very truly,

A handwritten signature in black ink, appearing to read "Mary Alice Floyd".

Mary Alice Floyd  
Administrative Coordinator  
Financial Regulation & Solvency Division

Attachments

CERTIFIED TO BE A TRUE AND CORRECT COPY  
AS TAKEN FROM AND COMPARED WITH THE  
ORIGINAL ON FILE IN THIS OFFICE

JUL 02 2015

Mark Hammond  
SECRETARY OF STATE OF SOUTH CAROLINA

STATE OF SOUTH CAROLINA  
SECRETARY OF STATE

ARTICLES OF AMENDMENT

TYPE OR PRINT CLEARLY IN BLACK INK

Pursuant Section 33-10-106 of the 1976 South Carolina Code of Laws, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Companion Property and Casualty Insurance Company
2. Date of Incorporation February 13, 1984 \*
3. Agent's Name and Address Duncan S. McIntosh, 2501 Faraway Dr., Columbia, SC 29223
4. On 1/27/2015, the corporation adopted the following Amendment (s) of its Articles of Incorporation: (Type or attach the complete text of each Amendment)

Please see Exhibit A attached hereto.

5. The manner, if not set forth in the Amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the Amendment shall be effected, is as follows: (if not applicable, insert "not applicable" or "NA").

N/A

6. Complete either "a" or "b", whichever is applicable.

- a. ☒ Amendment(s) adopted by shareholder action.  
At the date of adoption of the Amendment, the number of outstanding shares of each voting group entitled to vote separately on the Amendment, and the vote of such shares was:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Number of Undisputed* Shares
				For or Against
Common	4,200,000	4,200,000	4,200,000	4,200,000 0

150219-0098 FILED: 02/17/2015  
SUSSEX INSURANCE COMPANY

Filing Fee \$110.00 ORIG

Mark Hammond

South Carolina Secretary of State

Companion Property and Casualty Insurance Company  
Name of Corporation

\*NOTE: Pursuant to Section 33-10-106(6)(i) of the 1976 South Carolina Code of Laws, as amended, the corporation can alternatively state the total number of disputed shares cast for the amendment by each voting group together with a statement that the number of cast for the amendment by each voting group was sufficient for approval by that voting group.

- b. ☐ The Amendment(s) was duly adopted by the incorporators or board of directors without shareholder approval pursuant to Section 33-6-102(d), 33-10-102 and 33-10-105 of the 1976 South Carolina Code of Laws, as amended, and shareholder action was not required.
7. Unless a delayed date is specified, the effective date of these Articles of Amendment shall be the date of acceptance for filing by the Secretary of State (See Section 33-1-230(b) of 1976 South Carolina Code of Laws, as amended) \_\_\_\_\_

Date

2/13/2015

Companion Property and Casualty Insurance Company  
Name of Corporation

N Stavenhagen  
Signature

Nadja Stavenhagen Assistant Secretary  
Type or Print Name and Office

**FILING INSTRUCTIONS**

1. Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed.
2. If the space in this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form.
3. Filing fees and taxes payable to the Secretary of State at time of filing application.

Filing Fee	\$10.00
Filing tax	<u>\$100.00</u>
Total	\$110.00

Return to: Secretary of State  
1205 Pendleton Street, Suite 525  
Columbia, SC 29201



Exhibit A

---

**Amendment to Articles of Incorporation**

**Of**

**Companion Property and Casualty Insurance Company**

Article 1 of the original Articles of Incorporation filed on February 13, 1984, as amended by Item 3. a. of the Articles of Amendment filed on March 27, 1985, as amended by Item 4 and Item 5 of the Articles of Amendment filed on November 5, 2002, is hereby deleted in its entirety, and the following is substituted therefore:

1. The name of the corporation is SUSSEX INSURANCE COMPANY