

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN
ARCH REINSURANCE COMPANY

Certificate of Status	1
Certified Copy	0
Page Count	02 (15)
Estimated Charge	\$43.75

Amend/cor
changing
all modifications
@ 9.24.14

RE-SUBMIT

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Department of State
Division of Corporations
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9/19

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September 22, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ARCH REINSURANCE COMPANY
360 MT. KEMBLE AVE
PO BOX 1988
MORRISTOWN, NJ 07962

SUBJECT: ARCH REINSURANCE COMPANY
REF: F97000003614

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date 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 the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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

Irene Albritton
Regulatory Specialist II

FAX Aud. #: H14000220753
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RE-SUBMIT

Return original filing
date of submission 9119

**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)**

F97000003617
(Document number of corporation (if known))

1. Arch Reinsurance Company
(Name of corporation as it appears on the records of the Department of State)

2. Nebraska (Incorporated under laws of) 3. 12/31/1997
(Date authorized to do business in Florida)

14 SEP 19 PM 3:03
FILED

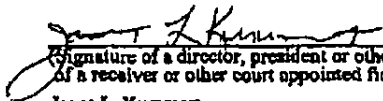
**SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? Not Applicable

5. Not Applicable
(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.
Delaware
(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)
Janet L. Kummer
(Typed or printed name of person signing)

VP and Corporate Secretary
(Title of person signing)

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DOMESTICATION OF NONDELAWARE INSURANCE CORPORATION OF "ARCH REINSURANCE COMPANY" FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF AUGUST, A.D. 2014, AT 5:58 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF DOMESTICATION IS THE FIFTEENTH DAY OF SEPTEMBER, A.D. 2014.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5595392 8100D

141112504

Handwritten signature of Jeffrey W. Bullock in black ink.
Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 1659948

DATE: 08-29-14

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:58 PM 08/26/2014
FILED 05:58 PM 08/26/2014
SRV 141112504 - 5595392 FILE

**CERTIFICATE OF DOMESTICATION
OF
ARCH REINSURANCE COMPANY**

WHEREAS, Arch Reinsurance Company was incorporated in the State of Nebraska on July 20, 1995 and has continued to actively conduct its business as a Nebraska domiciled insurance corporation until the effective date of this certificate; and

WHEREAS, Arch Reinsurance Company now desires to transfer its corporate domicile and its principal place of business from the State of Nebraska to the State of Delaware and redomesticate in the State of Delaware, as a Delaware domiciled insurance corporation pursuant to 18 Del. C. §4946; and,

WHEREAS, the Insurance Departments of the States of Delaware and Nebraska have reviewed this proposed transfer of domicile and have both issued orders approving the said redomestication of Arch Reinsurance Company from the State of Nebraska to the State of Delaware; and

WHEREAS, it is necessary to formalize this redomestication by filing in Delaware this Certificate of Domestication and the attached Certificate of Incorporation, Arch Reinsurance Company's current Certificate of Incorporation as amended in Nebraska as of the date of the filing.

NOW, THEREFORE, Timothy J. Olson, the President and Chief Executive Officer and Janet L. Kummert, the Secretary of Arch Reinsurance Company do hereby certify as follows:

1. Arch Reinsurance Company was incorporated as a corporation in the State of Nebraska on July 20, 1995;
2. The current name of the corporation is Arch Reinsurance Company and this is the name set forth in its attached Certificate of Incorporation;
3. The corporation's domicile and principal place of business has been in the State of Nebraska prior to filing this Certificate of Domestication, but will now be located within the State of Delaware after the filing of this Certificate.
4. Arch Reinsurance Company shall be domesticated within the State of Delaware upon the effective date set forth in this Certificate and shall thereafter be subject to all the applicable provisions of Delaware law and the existence of the corporation shall be deemed to have commenced on the date the corporation commenced its existence in the State of Nebraska which was July 20, 1995.

5. The domestication of Arch Reinsurance Company to Delaware shall not be deemed to affect any obligations or liabilities of the corporation incurred prior to this domestication.
6. The name and mailing address of the Incorporator is as follows:

Timothy W. Forshay
445 South Street
Suite 220
Morristown, NJ 07962-1988
7. The effective date of this Certificate shall be September 15, 2014.



ARCH REINSURANCE COMPANY

By: Timothy J. Olson
Timothy J. Olson
President and Chief Executive Officer

Attested by:

Janet L. Kummert
Janet L. Kummert
Secretary

Date: July 7, 2014

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION INCLUDING THE PROVISIONS OF THE ORIGINAL CERTIFICATE OF INCORPORATION OF THE STATE OF NEBRASKA OF "ARCH REINSURANCE COMPANY", FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF AUGUST, A.D. 2014, AT 5:58 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE FIFTEENTH DAY OF SEPTEMBER, A.D. 2014.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5595392 8100D

141112504



Handwritten signature of Jeffrey W. Bullock, Secretary of State, with a horizontal line underneath.

AUTHENTICATION: 1659948

DATE: 08-29-14

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:58 PM 08/26/2014
FILED 05:58 PM 08/26/2014
SRV 141112504 - 5595392 FILE

CERTIFICATE OF INCORPORATION

ARCH REINSURANCE COMPANY

Arch Reinsurance Company was originally incorporated in the state of Nebraska on July 20, 1995 and this Certificate of Incorporation is that original Nebraska Certificate of Incorporation, as amended by all of the various amendments filed in Nebraska prior to the date of this Certificate, which certificate becomes the corporation's Delaware Certificate of Incorporation upon the filing in Delaware of the corporation's Certificate of Domestication to which it is an attachment.

I.

The name of the corporation is

"Arch Reinsurance Company"

II.

The term for which the corporation is to exist is perpetual.

III.

The name of the Delaware Incorporator for this Certificate of Incorporation is Timothy W. Forshay and the names and addresses of the original Nebraska incorporators were:

Michael I. Dugan	10306 Regency Parkway Drive Omaha, NE 68114
Robert F. Craig	10306 Regency Parkway Drive Omaha, NE 68114
Rodney K. Vincent	10306 Regency Parkway Drive Omaha, NE 68114
Tam L. Chavez	10306 Regency Parkway Drive Omaha, NE 68114
Julle J. Feldhacker	10306 Regency Parkway Drive Omaha, NE 68114

IV.

The amount of the total authorized capital stock of the corporation shall be Five Million Dollars (\$5,000,000). The capital stock shall be represented by 1,000,000 shares having a par value of Five Dollars (\$5.00) per share.

V.

There is no limitation imposed on the corporation's indebtedness.

VI.

No share shall be liable to assessment to any extent.

VII.

The address of its registered office in the State of Delaware is 1209 Orange Street in the City of Wilmington, County of New Castle, 19801. The name of the registered agent at such address is Corporation Trust Company.

VIII.

The nature of the business and the objects and purposes for which this corporation is formed are to engage in any lawful activity for which an insurance corporation may be organized under Delaware laws, it being the purpose and intent of this Article to invest the Company with the broadest purposes, objects and powers lawfully permitted in an insurance corporation formed under said laws, including, but not limited to, the following kinds of insurance:

Property, Casualty (all subdivisions), Marine and Transportation, Surety and Health as defined in Title 18, Chapter 9 of the Delaware Code.

IX.

The names and mailing address of the directors who are appointed for the first year or until the first annual meeting are as follows:

Timothy J. Olson	445 South Street Suite 220 Morristown, NJ 07962-1988
Marc Grandisson	Waterloo House, 100 Pitts Bay Road Pembroke HM 08 Bermuda
Gary Blumsohn	445 South Street Suite 220 Morristown, NJ 07962-1988

Timothy W. Forshay	445 South Street Suite 220 Morristown, NJ 07962-1988
James C. Franson	445 South Street Suite 220 Morristown, NJ 07962-1988
Barry E. Golub	445 South Street Suite 220 Morristown, NJ 07962-1988
Lawrence F. Harr	10306 Regency Parkway Drive Omaha, NE 68114

X.

The annual meeting of stockholders shall be held on such date and time during the calendar year as shall be determined by the Board of Directors and stated in a notice to the stockholders. Special meeting may be called for any purposes by the Board of Directors, the President or the Executive Committee.

XI.

The principal place of business of the corporation shall be located in Delaware.

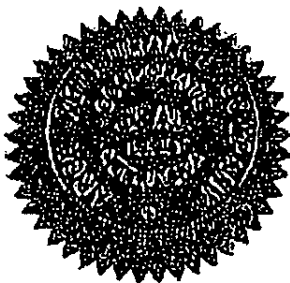
XII.

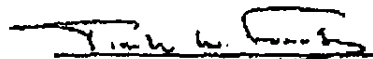
The Directors of the Corporation need not be stockholders of the Corporation.

XIII.

The effective date of this Certificate shall be September 15, 2014.

I, the undersigned being the incorporator for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, and the acts amendatory thereof and supplemental thereto, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts stated herein are true and accordingly hereunto have set my hand and seal this 17th day of July, 2014.




 Timothy W. Forshay
 Incorporator
 445 South Street, Sta 220
 Morristown, NJ 07962-1988

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "ARCH REINSURANCE COMPANY", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF AUGUST, A.D. 2014, AT 5:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE FIFTEENTH DAY OF SEPTEMBER, A.D. 2014.

5595392 8100

141112524

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1667988

DATE: 09-03-14

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:58 PM 08/26/2014
FILED 05:59 PM 08/26/2014
SRV 141112524 - 5395392 FILE

RESTATED CERTIFICATE OF INCORPORATION
OF
ARCH REINSURANCE COMPANY

Arch Reinsurance Company, a corporation that filed its original Certificate of Incorporation with the State of Delaware on August 26, 2014, hereby certifies as follows:

1. The name of the corporation is Arch Reinsurance Company. The corporation was originally incorporated in the State of Nebraska on July 20, 1995. A number of amendments have thereafter been made to the said Certificate of Incorporation by means of various Articles of Amendment, all of which were also filed in Nebraska.

2. Arch Reinsurance Company has been domesticated from the State of Nebraska to the State of Delaware pursuant to Section 4946 of the Delaware Insurance Code (18 Del. C. §4946) and all other applicable provisions of the Delaware and Nebraska law and a Certificate of Incorporation incorporating all of the provisions of the prior Nebraska Certificate of Incorporation as amended has today been filed as the Delaware Certificate of Incorporation of the Corporation to implement its domestication to Delaware. The corporation now is filing this Restated Certificate of Incorporation to replace that Delaware Certificate of Incorporation to eliminate unnecessary provisions in that Certificate of Incorporation.

3. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Restated Certificate of Incorporation restates and integrates and further amends the provisions of the original Nebraska Certificate of Incorporation as previously amended and becomes the Certificate of Incorporation of this corporation.

The text of the Restated Certificate of Incorporation as heretofore filed, amended or supplemented in Nebraska is hereby restated and further amended and reads in its entirety as follows:

RESTATED CERTIFICATE OF INCORPORATION

OF

ARCH REINSURANCE COMPANY

- FIRST:** The name of the corporation is Arch Reinsurance Company.
- SECOND:** The address of its registered office in the State of Delaware is 1209 Orange Street in the City of Wilmington, County of New Castle, 19801. The name of the registered agent at such address is Corporation Trust Company.
- THIRD:** The purpose of the Corporation is to engage in any lawful activity for which an insurance Corporation may be organized under Delaware laws, it being the purpose and intent of this Article to invest the Company with the broadest purposes, objects and powers lawfully permitted in an insurance Corporation formed under said laws, including, but not limited to, the following kinds of insurance: Property, Casualty (all subdivisions), Marine and Transportation, Surety and Health as defined in Title 18, Chapter 9 of the Delaware Code.
- FOURTH:** The term for which the corporation is to exist is perpetual.
- FIFTH:** The amount of the total authorized capital stock of the corporation shall be Five Million Dollars (\$5,000,000). The capital stock shall be represented by 1,000,000 shares having a par value of Five Dollars (\$5.00) per share.
- SIXTH:** This corporation reserves the rights to amend, alter, change and repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.
- SEVENTH:** In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to make, amend and repeal the By-laws of this corporation.
- EIGHTH:** No contract, act or other transaction between this Corporation and any person or persons, copartnership, corporation or association shall be affected or invalidated by the fact that any one or more of the stockholders, directors, or officers of this Corporation is interested in, or is a stockholder, director or officer of such other corporation or association or is a party to or interested in such contract, act or other transaction or in any way connected with such person or persons, copartnership, association or corporation, or that in any transaction between this Corporation and another corporation, either of them is a stockholder in the other. Any person who may become a director of this Corporation is hereby relieved from all disability or liability

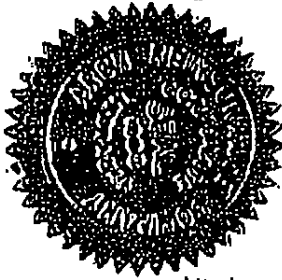
arising out of any contract entered into in good faith with the Corporation for the benefit of himself or any person or persons, copartnership, association or corporation in which he may have or represent a financial interest.

NINTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them, or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware, on the application in a summary way of (a) this Corporation, (b) any creditor or stockholder of this corporation, (c) any receiver or receivers appointed for this Corporation under the provisions of Section 291, of Title 8 of the Delaware Code, or (d) any trustees in dissolution appointed for this Corporation under the provisions of section 279 of said Title 8, may order a meeting of the creditors or class of creditors, or order the stockholders or class of stockholders, to be summoned in such a manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, or all the stockholders or class of stockholders of this Corporation, as the case may be, and also on this corporation.

TENTH: The Corporation shall, to the fullest extent permitted by Section 145 of the Delaware General Corporation Law, indemnify any and all of its Directors and Officers, who shall serve as an officer or Director of this Corporation at the request of this Corporation, from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any other provision of the Certificate of Incorporation, any provision of the By-laws, any agreement, any vote of Stockholders or disinterested Directors or otherwise, both as to action in his official capacity while holding such office and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, Employee, or Agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

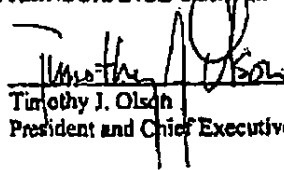
4. The effective date of the Certificate shall be September 15, 2014

IN WITNESS WHEREOF, this Restated Certificate of Incorporation has been signed under the seal of the corporation this 7th day of July, 2014.




ARCH REINSURANCE COMPANY

By:


Timothy J. Olson
President and Chief Executive Officer

Attest:


Janel L. Kummert
Secretary