

3/24/2015 13:30:54 From: To: 8506176380

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H15000073825 3)))



H150000738253ABC+

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 205-8842
Fax Number : (850) 878-5368

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

FILED
2015 MAR 24 AM 11:22
FLORIDA
TALLAHASSEE

RECEIVED

15 MAR 24 AM 3:04

FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN
ALTERRA REINSURANCE USA INC.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing Menu

Help

DR
3/25/15

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)

F98000003195

(Document number of corporation (if known))

1. Alterra Reinsurance USA Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Connecticut
(Incorporated under laws of)

3. June 5, 1998
(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.

Delaware
(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.

Richard R. Grinnan
(Signature of a director, president or other officer - If in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Richard R. Grinnan

(Typed or printed name of person signing)

Secretary

(Title of person signing)

FILED
2015 MAR 24 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A CONNECTICUT CORPORATION UNDER THE NAME OF "ALTERRA REINSURANCE USA INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2014, AT 8:30 O'CLOCK A.M.

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

5666610 8100V

141604395

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1999239

DATE: 12-31-14

Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "ALTERRA REINSURANCE USA INC." FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2014, AT 8:30 O'CLOCK A.M.

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

5666610 8100V

141604395

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1999239

DATE: 12-31-14

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:33 AM 12/31/2014
FILED 08:30 AM 12/31/2014
SRV 141604395 - 5666610 FILE

CERTIFICATE OF CONVERSION

OF

ALTERRA REINSURANCE USA INC.

The undersigned, on behalf of Alterra Reinsurance USA Inc., a Connecticut corporation (the "Company"), does hereby submit this Certificate of Conversion for the purpose of converting to a Delaware corporation.

1. The jurisdiction where the Company was first incorporated is the State of Connecticut.
2. The jurisdiction of the Company immediately prior to filing this Certificate is the State of Connecticut.
3. The date the Company was first incorporated is September 26, 1997.
4. The type of entity of the Company is a corporation and the name of the Company immediately prior to the filing of this Certificate is "Alterra Reinsurance USA Inc."
5. The name of the corporation as set forth in its Certificate of Incorporation filed in accordance with Section 265(b)(2) of the Delaware General Corporation Law is "Alterra Reinsurance USA Inc."

IN WITNESS WHEREOF, the undersigned, being duly authorized to sign on behalf of the Company, has executed this Certificate as of the 31st day of December, 2014.

By: Richard R. Grinnan
Name: Richard R. Grinnan
Title: General Counsel and Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:33 AM 12/31/2014
FILED 08:30 AM 12/31/2014
SRV 141604395 - 5666610 FILE

CERTIFICATE OF INCORPORATION
OF
ALTERRA REINSURANCE USA INC.

The undersigned, for purposes of forming a corporation pursuant to the provisions of the Delaware General Corporation Law (the "DGCL"), does hereby certify as follows:

FIRST: The name of the corporation is Alterra Reinsurance USA Inc. (the "Corporation").

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

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL. Without limiting in any manner the foregoing, it is specifically provided that the Corporation's purposes shall include engaging in the business of insurance and reinsurance.

FOURTH: The total number of shares of stock which the Corporation is authorized to issue is 50,000. All such shares are to be common stock, \$100.00 par value per share (the "Common Stock"), and are to be of one class.

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

Richard R. Grinnan
Markel Corporation
4521 Highwoods Parkway
Glen Allen, VA 23060

SIXTH: The business and affairs of the Corporation shall be managed by, or under the direction of, the Board of Directors (the "Board"). In addition to the powers and authority expressly conferred upon the Board by statute, this Certificate of Incorporation or the bylaws (the "By-Laws") of the Corporation, the Board is hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the DGCL, this Certificate of Incorporation and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the Board that would have been valid if such By-Laws had not been adopted. Unless and except to the extent that the By-Laws shall so require, the election of directors need not be by written ballot.

SEVENTH: A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL, as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

EIGHTH: In furtherance and not in limitation of the general powers conferred by law, the Board shall have the power to adopt, amend or repeal the By-Laws, subject to the power of the stockholders of the Corporation to adopt, amend or repeal any By-Law whether adopted by them or otherwise.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinabove named, does hereby execute this Certificate of Incorporation as of the 31st day of December, 2014.


Richard R. Grinnam
Incorporator