

F99 000001799

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
chg. of jur. sects
10/1/07



Cheryle A. Damato
Legal Specialist
Law Department 8MS
Phone: (860) 277-8297
Fax: (860) 277-6868
E-mail: cdamato@travelers.com

September 27, 2007

VIA DHL

Ms. Karen Gibson
Amendment Section
Florida Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**JULY 31, 2007 REDOMESTICATION OF
AMERICAN EQUITY SPECIALTY INSURANCE COMPANY
(DOCUMENT #F99000001799))
FROM CALIFORNIA TO CONNECTICUT**

Dear Ms. Gibson:

In response to your August 13, 2007 letter, attached is information requested to record the July 31, 2007 redomestication of American Equity Specialty Insurance Company (the "Company") from California to Connecticut.

I look forward to receiving confirmation of the filing, along with a Certificate of Status. Please let me know if you have any questions. Thank you.

Sincerely,


Cheryle A. Damato

Attachments

COVER LETTER

September 26, 2007

TO: Amendment Section
Division of Corporations

SUBJECT: American Equity Specialty Insurance Company
(Name of Corporation)

DOCUMENT NUMBER: F99000001799

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Cheryle Damato

(Name of Contact Person)

The Travelers Indemnity Company
(Firm/Company)

One Tower Square, 8MS

(Address)

Hartford, CT 06183

(City/State and Zip Code)

For further information concerning this matter, please call:

Cheryle Damato

(Name of Contact Person)

at (860) 277-8297
(Area Code & 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

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)

F99000001799

(Document number of corporation (if known))

1. American Equity Specialty Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. California 3. April 6, 1999
(Incorporated under laws of) (Date authorized to do business in Florida)

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TALLAHASSEE, 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.
Connecticut
(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.

Maryellen Prudhomme

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

Maryellen Prudhomme
(Typed or printed name of person signing)

Assistant Corporate Secretary
(Title of person signing)

CERTIFICATE OF REDOMESTICATION

INSURANCE COMPANY REDOMESTICATION TO CONNECTICUT

Office of the Secretary of the State

30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 / Rev. 10/01/2004

Certificate of Authorization from Insurance Commissioner and a certified copy of the original Articles of Incorporation must be filed with this certificate.

Spa: FILING #0003504723 PG 01 OF 15 VOL B-01065
FILED 07/31/2007 08:35 AM PAGE 03675
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

1. NAME OF INSURANCE COMPANY:

American Equity Specialty Insurance Company

2. CHARTER HISTORY OF CORPORATION (including date and place of incorporation, name change information and information regarding change of domicile state):

American Equity Specialty Insurance Company was incorporated in California on January 29, 1997. It has not changed its name or domicile since that time.

3. APPROVALS:

The corporation's redomestication to Connecticut was approved by the Insurance Commissioner of the State of

California

(State from which corporation is redomesticating)

The corporation's redomestication was approved by the Insurance Commissioner of the State of Connecticut as demonstrated by such Commissioner's Certificate of Approval included herewith.

(Please reference an 8 1/2 X 11 attachment if additional space is needed)

Space For Office Use Only

FILING #0003504723 PG 02 OF 15 VOL B-01065
FILED 07/31/2007 08:35 AM PAGE 03676
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

4. VOTE INFORMATION (check and complete A. or B.):

X A.

The insurance company has authority to issue capital stock. The resolution of redomestication was adopted by its board of directors and approved by its shareholders as follows (provide at minimum the total number of shareholder votes cast in favor of the resolution and the total number of votes cast against the resolution or if no shareholder approval was required, provide a statement to that effect):

The total number of shareholder votes cast in favor of the resolution was 3,500. There were no votes cast against it.

 B.

The corporation is a mutual insurance company. The resolution of redomestication was adopted by its board of directors and approved by its members as follows (provide at minimum the total number of member votes cast in favor of the resolution and the total number of votes cast against the resolution or if no membership approval was required, provide a statement to that effect):

5. CERTIFICATE OF INCORPORATION:

The corporation's amended and restated Certificate of Incorporation is attached hereto.

6. EXECUTION:

Signed this 31st day of July, 20 07.

Maryellen Prudhomme

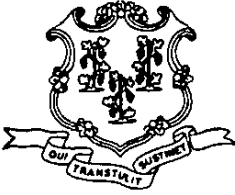
Assistant Corporate Secretary

Maryellen Prudhomme

Print or type name of signatory

Capacity of signatory

Signature



State of Connecticut

Insurance Department

FILING #0003504723 PG 03 OF 15 VOL B-01065
FILED 07/31/2007 08:35 AM PAGE 03677
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

This is to Certify, that

- the redomestication of American Equity Specialty Insurance Company, a California Company, pursuant to Connecticut General Statutes, Section 38a-58a of the Connecticut General Statutes is approved and
- the attached Certificate of Redomestication and Amended and Restated Certificate of Incorporation effecting its change of domicile to Connecticut is approved.

Witness my hand and official seal, at HARTFORD,

this 27th day of July, 2007

A handwritten signature in black ink, appearing to read "Anne R. Sullivan".

Insurance Commissioner

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
AMERICAN EQUITY SPECIALTY INSURANCE COMPANY**

This Amended and Restated Certificate of Incorporation supercedes the existing Certificate of Incorporation.

Section 1. The name of the Corporation is American Equity Specialty Insurance Company.

Section 2. The principal office will be located in the State of Connecticut, Hartford County.

Section 3. The business purposes and powers of said corporation shall be as follows:

A. Said corporation may make insurance as follows:

(1) May guarantee the fidelity of persons in positions of trust, private or public; guarantee titles and the validity of written instruments; guarantee the performance of contracts and other obligations; and execute or guarantee bonds and undertakings required or permitted in all actions or proceedings at law or otherwise where bonds are or may be required.

(2) Against loss or damage by burglary, robbery, or theft, or any or all of them.

(3) Against loss or damage to glass.

(4) Against loss or damage by water to goods or premises arising from the breakage or leakage of sprinklers and water pipes.

(5) Upon elevators and loss or damage to life or property resulting therefrom and upon steam boilers and upon pipes, engines, motors, and machinery connected therewith and operated thereby; against explosions, collapse, rupture, and other accidents and against loss or damage to life or property resulting therefrom; and to make inspection of and to issue certificates of inspection upon elevators and upon boilers, pipes, engines, motors, and machinery.

(6) To any person, firm, or corporation against loss or damage on account of the bodily injury or death by accident of any person, for which loss or damage said person, firm, or corporation is responsible.

(7) Against any other casualty or insurance risk connected therewith, which now or hereafter may lawfully be a subject of insurance.

(8) May reinsure in any company or companies any and all risks taken under its charter upon such conditions as may be prescribed or approved, and in like manner to write reinsurance upon like risks.

(9) May insure persons against injury, disablement, or death by accident and against disablement resulting from sickness, and issue every insurance appertaining thereto.

(10) May write fire, marine and inland marine insurance and reinsurance and any and all other forms of insurance and reinsurance against hazards or risks of every kind or description except life and endowment insurance and contracts for the payment of annuities.

(11) May write insurance and reinsurance against any and all hazards or risks against which fire, marine, casualty or indemnity insurance or reinsurance companies are now or hereafter may be authorized to insure or to reinsure under the general laws of this state and said corporation may write in any state, territory or jurisdiction of the United States or any foreign country insurance and reinsurance against any and all hazards or risks which any fire, marine, casualty or indemnity insurance or reinsurance company may be authorized to insure or to reinsure therein by the laws of such state, territory or country.

(12) May insure all kinds of property, real, personal or mixed, and any valuable interest therein, including dwelling houses, stores, buildings, edifices and structures of every kind, household furniture and personal property of every kind, against loss or damage caused by fire, lightning or other electrical disturbance, and explosion, whether fire ensues or not, except explosion of steam boilers, by wind, tornado, cyclone, earthquake, hail, frost, snow, ice, flood, rain or drought, rising of the waters of the ocean, or of its tributaries, weather or climatic conditions, including excess of deficiency of moisture, war, bombardment or other mode of attack, invasion, insurrection, riot, strikes, sabotage, civil war or commotion, military or usurped power; against loss or damage by water or other fluid, arising from the breakage, overflow or leakage of or injury to any sprinkler, pump, water tanks, conduits, pipes or other apparatus erected or used for preventing or extinguishing fire, or of other conduits, water pipes or containers, or by water entering through any leak or opening in buildings and against accidental injury to or by such sprinklers, pumps, apparatus, conduits, water pipes or containers, also against loss or damage by insects, disease or other causes to trees, growing crops or other products of the soil.

(13) May issue policies or contracts or insurance against loss or damage upon vessels, cargoes, freights, goods, wares, merchandise, specie, bullion, jewelry, profits, commissions, bank notes, bills of exchange, evidences of debt, securities and other property, bottomry and respondentia interests, and every insurance appertaining to or connected with marine risks, risks of transportation and navigation, including the risks of lake, river, canal and inland transportation and navigation. Said corporation may, in connection with marine, inland marine or transportation insurance on property, also insure any risk, whether to person or to property, including liability for loss or damage to either, arising out of the construction, repair, operation, maintenance, use or possession of the subject matter of such primary insurance.

(14) May issue policies or contracts of insurance upon automobiles of every kind and upon airplanes, seaplanes, dirigibles or other aircraft, and on any valuable interest therein, against loss or damage from all or any of the hazards of fire, explosion, transportation or collision, and from legal liability for damage to property resulting from the maintenance and use thereof, and against loss or damage thereof or thereto, from burglary, theft, vandalism, malicious mischief or wrongful conversion, disposal or concealment, whether or not held under a conditional sale contract or subject to chattel mortgage.

(15) May, in addition to the powers herein or heretofore conferred, issue all of the kinds of insurance which any fire or marine insurance company may be authorized to issue under any general law of this state, and said corporation may issue in any other state or territory or in any foreign country, any kind of insurance which any fire or marine insurance company may be authorized to transact therein by the laws of such state, territory or country.

(16) May reinsure any risk taken by it, or ceded to it on any risk taken by any other fire or marine insurance company, or reinsurance company, whether or not such other company shall be authorized to transact business in this state.

B. The words "loss or damage" as used in this charter shall include loss of use and occupancy, loss of rents, rental values and profits and consequential damages.

C. To have all the powers granted by the General Statutes as now enacted, or hereafter amended, to corporations formed under the Connecticut Business Corporation Act.

Section 4. In addition to the foregoing powers, rights, licenses, privileges, purposes and franchises, the corporation shall also have all of the powers it had prior to its redomestication to Connecticut, including without limitation the following:

The insurer is organized to transact fire, marine, plate glass, liability, common carrier liability, burglary, sprinkler, team and vehicle, automobile and miscellaneous insurance as specifically authorized by its prior California Certificate of Authority.

The redomesticated corporation is a continuation of the corporate existence of the Company through adoption of Connecticut as its corporate domicile and the date of incorporation of the Company in California is the date of incorporation of the Company as a domestic insurer in Connecticut.

Section 5. There is one class of stock, denominated common stock, with a par value of one thousand dollars (\$1,000) per share. The authorized number of common shares is six thousand (6,000) shares.

Section 6. The personal liability to the corporation or its shareholders of a person who is or was a director of the corporation for monetary damages for breach of duty as a director shall be limited to the amount of the compensation received by the director for serving the corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the director, (b) enable the director or an associate, as defined in of Section 33-840(2) of the Connecticut Business Corporation Act as in effect on the effective date hereof or as it may be amended from time to time, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the corporation, (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation, or (e) create liability under Section 33-757 of the Connecticut Business Corporation Act as in effect on the effective date hereof or as it may be amended from time to time. This Section 4 shall not limit or preclude the liability of a person who is or was a director for any act or omission occurring prior to the effective date hereof on the date of filing of a Certificate of Amendment amending the Charter of the corporation with the Secretary of the State of the State of Connecticut. The personal liability of a person who is or was a director to the corporation or its shareholders for breach of duty as a director shall further be limited to the full extent allowed by the Connecticut Business Corporation Act as it may be amended from time to time. Any lawful repeal or modification of this Section 4 or the adoption of any provision inconsistent herewith by the Board of Directors and the shareholders of the corporation shall not, with respect to a person who is or was a director, adversely affect any limitation of liability, right or protection existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.