

F99000004611

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

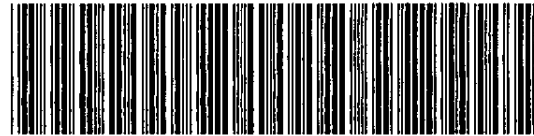
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700297362237

04/03/17--01048--017 **43.75

Nc

APR 06 2017

R. WHITE

17 APR-3 AM 10:11
7 3 2



LICENSING EXPERTS
Saving You Time & Money



DATE: March 29, 2017

TO: Secretary of State

FROM: Janna Bell
Licensing Administrator

RE: Certificate of Authority

Chubb Insurance Solutions Agency, Inc. will merge into NewMarkets Insurance Agency, Inc., with NewMarkets Insurance Agency, Inc. as the surviving entity. NewMarkets Insurance Agency, Inc. is changing its name to Chubb Insurance Solutions Agency Inc. Enclosed you will find the necessary requirements to makes these changes to the Certificate of Authority. The certificate should be forwarded to:

Supportive Insurance Services, L.L.C.
1610 S Old Decker Rd
Vincennes, IN 47591

If you require any additional requirements, please contact me at (812) 886-0191 ext. 128 or via email at jbelle@supportiveis.com.

Enclosures

(Pursuant to s. 607.1504, F.S.)

SECTION I

(Document number of corporation (if known))

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

(Incorporated under laws of)

(Date authorized to do business in Florida)

SECTION II

its jurisdiction of incorporation? 04/01/2017

(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)

(New duration)

(New jurisdiction)

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.

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

(Typed or printed name of person signing)

(Title of person signing)

MAR 17 2017

Delaware

The First State

Page 1

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 AGREEMENT OF MERGER, WHICH MERGES:

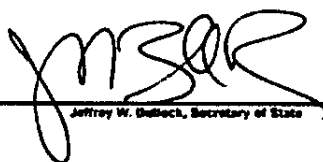
"CHUBB INSURANCE SOLUTIONS AGENCY, INC.", A NEW JERSEY CORPORATION,

WITH AND INTO "NEWMARKETS INSURANCE AGENCY, INC." UNDER THE NAME OF "CHUBB INSURANCE SOLUTIONS AGENCY INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE EIGHTH DAY OF MARCH, A.D. 2017, AT 11:14 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE FIRST DAY OF APRIL, A.D. 2017.

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




Jeffrey W. Bullock, Secretary of State

3064699 8100M
SR# 20171656360

Authentication: 202169323
Date: 03-09-17

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

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") dated as of March 3, 2017, is by and among NewMarkets Insurance Agency, Inc. and Chubb Insurance Solutions Agency, Inc.

BACKGROUND

NewMarkets Insurance Agency, Inc. is a Delaware stock company organized and existing under the laws of the State of Delaware; and

Chubb Insurance Solutions Agency, Inc. is a New Jersey stock company organized and existing under the laws of the State of New Jersey; and

Chubb & Son Inc. is the sole shareholder of both NewMarkets Insurance Agency, Inc. and Chubb Insurance Solutions Agency, Inc., and the Board of Directors of Chubb & Son Inc. has deemed it desirable and in the best interests of NewMarkets Insurance Agency, Inc. and Chubb Insurance Solutions Agency, Inc., respectively, that Chubb Insurance Solutions Agency, Inc. be merged with and into NewMarkets Insurance Agency, Inc. upon the terms and conditions hereinafter set forth (the "Merger"), and in accordance with the requirements of the General Corporation Law of the State of Delaware (the "DGCL") and the New Jersey Business Corporation Act (the "NJBCA"), each as amended; and

The Board of Directors of NewMarkets Insurance Agency Inc. has approved this Agreement and Plan of Merger, subject to necessary regulatory approvals, and further has directed that the agreement be submitted to Chubb & Son Inc., its sole shareholder, for a vote in accordance with the requirements of applicable law; and

The Board of Directors of Chubb Insurance Solutions Agency, Inc. has approved this Agreement and Plan of Merger, subject to necessary regulatory approvals, and further has directed that the agreement be submitted to Chubb & Son Inc., its sole shareholder, for a vote in accordance with the requirements of applicable law; and

Chubb & Son Inc. has approved and adopted this Agreement and Plan of Merger, subject to necessary regulatory approvals, in accordance with the requirements of applicable law.

NOW THEREFORE, in consideration of the foregoing, and in further consideration of the promises and mutual covenants and agreements herein set forth, the parties hereto, intending to be legally bound hereby, covenant and agree as follows:

1. The Merger. At the Effective Time (as defined in Section 7), subject to and upon the terms and conditions of this Plan of Merger, Chubb Insurance Solutions Agency, Inc., a corporation organized and existing under the laws of the State of New Jersey, shall be merged with and into NewMarkets Insurance Agency, Inc., a corporation organized and existing under the laws of the State of Delaware, the separate corporate existence of Chubb Insurance Solutions Agency, Inc. shall cease and NewMarkets Insurance Agency, Inc. shall continue as the surviving company (the "Merger"). NewMarkets Insurance Agency, Inc., as the surviving company after the Merger, is sometimes hereinafter referred to as the "Surviving Corporation".

2. Effect of the Merger. The Merger shall have the effects set forth in Section 14A:10-6 of the NJBCA and Section 259 of the DGCL. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all the property, rights, privileges, powers and franchises of Chubb Insurance Solutions Agency, Inc. shall vest in the Surviving Corporation, and all debts, liabilities and duties of Chubb Insurance Solutions Agency, Inc. shall become the debts, liabilities and duties of the Surviving Corporation. The Surviving Corporation shall be governed by the laws of the State of Delaware.

3. Name; Articles of Incorporation; By-Laws; Directors and Officers

3.1 The name of the Surviving Corporation shall be Chubb Insurance Solutions Agency Inc. The Certificate of Incorporation of NewMarkets Insurance Agency, Inc. as in effect immediately before the Effective Time, shall be amended and restated effective April 1, 2017.

3.2 The By-laws of NewMarkets Insurance Agency, Inc. as in effect immediately before the Effective Time, shall be amended and restated effective April 1, 2017.

4. Conversion of Securities. At the Effective Time, by virtue of the Merger and without any further action on the part of NewMarkets Insurance Agency, Inc. or Chubb Insurance Solutions Agency, Inc.:

4.1 Each share of common stock, no par value, of Chubb Insurance Solutions Agency, Inc. issued and outstanding immediately before the Effective Time shall be canceled and extinguished; and

4.2 Each share of common stock, par value \$100.00 per share, of NewMarkets Insurance Agency, Inc. issued and outstanding immediately before the Effective Time shall remain issued and outstanding and be unaffected by the Merger; and

5. Adoption of this Plan of Merger. Chubb Insurance Solutions Agency, Inc. and NewMarkets Insurance Agency, Inc. are both wholly-owned direct subsidiaries of Chubb & Son Inc., a corporation organized and existing under the laws of the State of New York. This Plan of Merger shall be adopted upon its approval by resolutions of the Boards of Directors of Chubb Insurance Solutions Agency, Inc. and NewMarkets Insurance Agency, Inc., and of Chubb & Son Inc. as the shareholder of both companies pursuant to Sections 14A:10-1 and 14A:10-3 of the NJBCA and Sections 252 and 259 of the DGCL.

6. Post-Adoption Amendment or Termination of this Plan of Merger. At any time (i) after this Plan of Merger shall have been approved and adopted by resolution of the Boards of Directors of NewMarkets Insurance Agency, Inc. and Chubb Insurance Solutions Agency, Inc. and (ii) before the Effective Time, this Plan of Merger may be amended, or this Plan of Merger may be terminated and abandoned,

by resolutions adopted by the Boards of Directors of NewMarkets Insurance Agency, Inc. and Chubb Insurance Solutions Agency, Inc.

7. Effective Date of the Merger. The Merger shall be effective on April 1, 2017 (the "Effective Time").

Chubb Insurance Solutions Agency, Inc.

By: 

Paul N. Morrissette, President

NewMarkets Insurance Agency, Inc.

By: 

Paul N. Morrissette, President

CHUBB

Chubb Insurance Solutions Agency, Inc.

436 Walnut Street
Philadelphia, PA 19106

215-640-1423 tel
215-640-2790 fax

Juliet.Schweidel@Chubb.com
www.Chubb.com

Juliet Schweidel
Assistant Secretary

Secretary of State's Office
Carvel State Office building
820 N. French Street
4th floor
Wilmington, DE 19801
(302) 577-8767

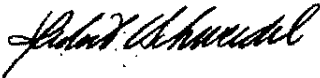
RE: Consent to use name

To whom it may concern:

Please use this letter as written consent that Chubb Insurance Solutions Agency, Inc. gives consent for NewMarkets Insurance Agency, Inc. to use its name. Effective April 1, 2017, Chubb Insurance Solutions Agency, Inc. will merge into NewMarkets Insurance Agency, Inc., with NewMarkets Insurance Agency, Inc. as the surviving entity. Immediately following the merger, NewMarkets Insurance Agency, Inc. will change its name to Chubb Insurance Solutions Agency Inc.

Feel free to contact me at 215-640-1423 or email to Juliet.Schweidel@Chubb.com should you have any questions about this information.

Sincerely,



Juliet Schweidel