

M20 000000 8157

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

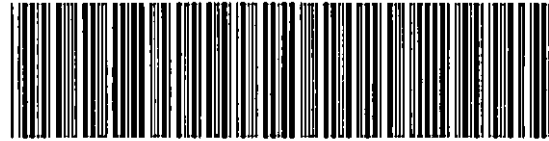
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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JAN 23 2021
S. YOUNG

REC'D DEC-7 PM 1:11

FILED

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ASUREA Wholesale Insurance Services LLC

Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Francois Duris

Name of Person

Westmont Associates, Inc.

Firm/Company

1763 Marlton Pike East #200

Address

Cherry Hill, NJ 08003

City/State and Zip Code

mthomas@asurea.com

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

For further information concerning this matter, please call:

Francois Duris

at (856) 216-0220

Name of Person

Area Code & Daytime Telephone Number

Mailing Address:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Enclosed is a check for the following amount:

☐ \$25 Filing Fee ☐ \$30 Filing Fee & Certificate of Status ☐ \$55 Filing Fee & Certified Copy ☒ \$60 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-4 must be completed)

1. Name of limited liability Company as it appears on the records of the Florida Department of
State: ASUREA Wholesale Insurance Services LLC

Enter new principal office address, if applicable: _____

(Principal office address
MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable: _____

(Mailing address
MAY BE A POST OFFICE BOX)

2. The Florida document number of this limited liability company is: M20000008157

3. Jurisdiction of its organization: California

4. Date authorized to do business in Florida: 8/28/2020

SECTION II (5-9 complete only the applicable changes)

5. New name of the limited liability company: _____
(must contain "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must contain "Limited Liability Company," "L.L.C.," or "LLC.")

6. If amending the registered agent and/or registered officer address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: _____

New Registered Office Address: _____

Enter Florida Street Address

_____. **Florida** _____
City Zip Code

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

Delaware

Title/ Capacity

Name

AddressType of Action☐ Add☐ Remove☐ Add☐ Remove☐ Add☐ Remove☐ Add☐ Remove☐ Add☐ Remove

P.W.L.

Signature of the authorized representative

Matthew Thomas

Typed or printed name of signee

Filing Fee: \$25.00



State of California
Secretary of State

Certificate of Conversion

CONV-1A

File #

202021310004

FILED
Secretary of State
State of California

1cc

NOV 04 2020

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

Converted Entity Information

1. Name of Converted Entity Asurea Wholesale Insurance Services LLC			
2. Form of Entity Limited Liability Company		3. Jurisdiction Delaware	
4. Mailing Address of Chief Executive Office 3010 Lava Ridge Court, Suite 150		City Roseville	State CA Zip Code 95661
5. Street Address of Chief Executive Office - Do not list a P.O. Box 3010 Lava Ridge Court, Suite 150		City Roseville	State CA Zip Code 95661
6. Street Address of the California Office, if any - Do not list a P.O. Box		City	State CA Zip Code
7. If the converting entity is a California corporation, limited liability company, limited partnership or general partnership, you must designate an agent for service of process: Item 7a: List the name of an individual or a corporation registered in CA under California Corporations Code section 1505 that agrees to be your agent for service of process. You may not list the converted entity as the agent. Item 7b: If the agent is an individual, list the agent's business or residential street address. Item 7c: If the agent is an individual, list the mailing address of the converted entity's agent. Do not list an address if the agent is a California registered corporate agent as the address for service of process is already on file.			
a. Name of Agent For Service of Process Corporation Service Company which will do business in California as CSC-Lawyers Incorporating Service			
b. If an individual, Street Address of Agent for Service of Process - Do not list a P.O. Box		City	State Zip Code
c. If an individual, Mailing Address of Agent for Service of Process		City	State Zip Code

Converting Entity Information

8. Name of Converting Entity Asurea Wholesale Insurance Services LLC		
9. Form of Entity Limited Liability Company	10. Jurisdiction California	11. CA Secretary of State File Number, if any 202021310004
12. The principal terms of the plan of conversion were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required. If a vote was required, the following was required for each class: The class and number of outstanding interests entitled to vote. AND The percentage vote required of each class. Membership Interests - ALL 100%		

Additional Information

13. Additional information set forth on the attached pages, if any, is incorporated herein by this reference and made part of this certificate.	
14. I certify under penalty of perjury under the laws of the State of California that the foregoing is true and correct of my own knowledge. I declare I am the person who executed this instrument, which execution is my act and deed. Date 10/30/20 Signature of Authorized Person Matthew Thomas, CFO and Treasurer for Quility Insurance Holdings LLC, sole Member and Manager of Asurea Wholesale Insurance Services, LLC Type or Print Name and Title of Authorized Person	
Signature of Authorized Person Type or Print Name and Title of Authorized Person	



I hereby certify that the foregoing
transcript of _____ page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

NOV 05 2020 *WCC*

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State

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 CONVERSION OF A CALIFORNIA LIMITED LIABILITY COMPANY UNDER THE NAME OF 'ASUREA WHOLESALE INSURANCE SERVICES LLC' TO A DELAWARE LIMITED LIABILITY COMPANY, FILED IN THIS OFFICE ON THE THIRTIETH DAY OF OCTOBER, A.D. 2020, AT 4:04 O'CLOCK P.M.



4022621 8100F
SR# 20208147899

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

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203986746
Date: 11-02-20

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE LIMITED LIABILITY COMPANY
TO A DELAWARE LIMITED LIABILITY COMPANY**

Pursuant to Section 18-214 of the Delaware Limited Liability Company Act

1. The jurisdiction where the Non-Delaware limited liability company first formed is California.
2. The jurisdiction immediately prior to filing this Certificate of Conversion is California.
3. The date the Non-Delaware limited liability company first formed is July 31, 2020.
4. The name of the Non-Delaware limited liability company immediately prior to filing this Certificate of Conversion is Asurea Wholesale Insurance Services LLC.
5. The name of the limited liability company as set forth in the Certificate of Formation is Asurea Wholesale Insurance Services LLC.
6. This Certificate of Conversion is to become effective on October 30, 2020.

[Signature Page to Follow.]

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware limited liability company has executed this Certificate of Conversion on the 29 day of October, 2020.

By: 

Name: Matthew Thomas

Title: Treasurer

Delaware

The First State

Page 1

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 FORMATION OF 'ASUREA
WHOLESALE INSURANCE SERVICES LLC' FILED IN THIS OFFICE ON THE
THIRTIETH DAY OF OCTOBER, A.D. 2020, AT 4:04 O'CLOCK P.M.



4022621 8100F
SR# 20208147899

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

A handwritten signature in black ink, appearing to read 'JBullock', is written over a horizontal line. Below the line, the text 'Jeffrey W. Bullock, Secretary of State' is printed.

Authentication: 203986746
Date: 11-02-20

**CERTIFICATE OF FORMATION
OF
ASUREA WHOLESALE INSURANCE SERVICES LLC**

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

FIRST: The name of the limited liability company (hereinafter called the "limited liability company") is Asurea Wholesale Insurance Services LLC.

SECOND: The address of the registered office and the name and the address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are Corporation Service Company, 251 Little Falls Drive, Wilmington, County of New Castle, Delaware 19808.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of October 29, 2020.

/s/ Demetra Nicozisin
Demetra Nicozisin, Authorized Person

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "ASUREA WHOLESALE INSURANCE SERVICES
LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS
IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF
THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF NOVEMBER, A.D. 2020.



4022621 8300

SR# 20208448332

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

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 204126784

Date: 11-19-20



**WESTMONT
ASSOCIATES, INC.**

December 4, 2020

Via UPS

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**RE: Asurea Wholesale Insurance Services LLC
Redomestication Filing**

To Whom It Concerns:

Please find attached an Application for Amendment regarding the redomestication of Asurea Wholesale Insurance Services LLC ("Asurea") from California to Delaware. Westmont Associates, Inc. has been requested to submit this filing on Asurea's behalf. Please see the enclosed Letter of Authorization.

Enclosed with this filing please find:

- Letter of Authorization
- Application by Foreign Limited Liability Company to File Amendment to Certificate of Authority to Transact Business in Florida
- California and Delaware Certificates of Conversion
- Delaware Certificate of Good Standing
- Check with the filing fee of \$25

If you require anything further process this filing please contact me at francois@westmontlaw.com or via phone at 856-216-0220. Thank you in advance for you time and attention to this filing.

Respectfully,

Francois Duris

Francois Duris

11W570 DEC 4, 2020 ACT WT 0.2 LBS #PK 1
SVC 1DA LTR BL WT
TRACKING# 1Z11W5700166423783 ALL CURRENCY USD
REF 1: ASUREA - EXP
REF 2: FL SOS
HC 0.00 CNS 0.00 FRT: SHP
SHIPMENT NR RATE CHARGES: SVC 24.82 USD
DV 0.00 COD 0.00 RS 0.00
DC 0.00 DGD 0.00
AH 0.00 PR 0.00 ROD 0.00
TOT NR CHG 24.82 NR+HC 24.82

THIS DOCUMENT IS NOT AN INVOICE.



July 6, 2020

To Whom It May Concern:

In accordance with the applicable statutes and regulations of your state, Westmont Associates, Inc. is hereby authorized to work with your state in regard to the filing of Secretary of State and Department of Insurance items related to the services of Asurea Wholesale Insurance Services.

Respectfully,

A handwritten signature in black ink, appearing to read "M. W. Thomas", written in a cursive style.

Matthew Thomas
Chief Financial Officer & Treasurer
Asurea Wholesale Insurance Services LLC