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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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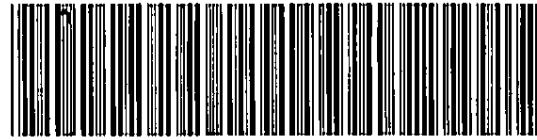
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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R. WHITE
SEP 20 2019

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Tower Hill Signature Insurance Holdings, Inc.

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Chrissy Fillmon

Contact Person

Tower Hill Insurance Group, LLC

Firm/Company

7201 N.W. 11th Place

Address

Gainesville, FL 32605

City/State and Zip Code

cfillmon@thig.com

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

For further information concerning this matter, please call:

Scott Rowe

Name of Contact Person

At (352) 333-1209

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Profit Corporations)

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The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Tower Hill Signature Insurance Holdings, Inc.	Florida	P10000090784

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Omega Insurance Holdings, Inc.	Florida	P10000055509

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 8/21/18.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 8/21/18.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director _____

Typed or Printed Name of Individual & Title

TH Signature Ins. Holdings, Inc

Donald C. Matz, Jr., President and Director

Omega Ins. Holdings, Inc.

Donald C. Matz, Jr., President and Director

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

Tower Hill Signature Insurance Holdings, Inc.

Florida

Second: The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

Omega Insurance Holdings, Inc.

Florida

Third: The terms and conditions of the merger are as follows:

See Exhibit A

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

Exhibit A

Plan of Merger

Amendment to Exchange Offer and Purchase Agreement

This Amendment to Exchange Offer and Purchase Agreement (this "**Amendment**"), dated as of _____, 2018, is made by and among Omega Insurance Holdings, Inc., a Florida corporation ("**Omega**"), Tower Hill Holdings, Inc., a Florida corporation ("**Prime**"), Tomoka Re Holdings, a Florida corporation ("**Preferred**"), Tower Hill Signature Insurance Holdings, Inc., a Florida corporation ("**Signature**"), Tower Hill Select Insurance Holdings, Inc., a Florida corporation ("**Select**"), Bluegrass Insurance Management, LLC, a Kentucky limited liability company ("**Bluegrass**"), Tower Hill Insurance Group, LLC, a Florida limited liability company ("**MGA**"), Tower Hill Insurance Managers, LLC, a Florida limited liability company ("**Managers**"), Tower Hill Claims Services, LLC, a Florida limited liability company ("**THCS**", and together with Omega, Prime, Preferred, Signature, Select, Managers and Bluegrass, the "**Companies**"), RenaissanceRe Finance, Inc., a Delaware corporation ("**RenRe Finance**"), RenaissanceRe Ventures Ltd., a Bermuda company ("**RenRe Ventures**"), RenaissanceRe Ventures U.S., LLC, a Delaware limited liability company ("**RRV US**", together with RenRe Finance and RenRe Ventures, "**RenRe**"), Tower Hill Insurance Holdings, a Florida limited liability company ("**THIH**"), Tower Hill Claims Services II, Inc., a Florida corporation ("**THCSII**"), Tower Hill Claims Management II, Inc., a Kentucky corporation ("**THCMII**"), and Tower Hill Insurance Group II, Inc., a Florida corporation ("**THIGII**", together with THIH, THCSII and THCMII, "**Shively**") in order to amend that certain Exchange Offer and Purchase Agreement the ("**Original Agreement**"), dated as of May 18, 2018, by and among the foregoing parties. Capitalized words used, but not defined, herein shall have the meanings ascribed to them in the Original Agreement.

WHEREAS, the parties desire to amend the Original Agreement as set forth herein.

NOW, THEREFORE, in consideration of the mutual covenants and agreements hereinafter set forth and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Section 2.2(d)(i) in the Original Agreement shall be amended and restated in its entirety as follows:

"(i) [*Intentionally Omitted*]."

2. A new Section 2.3 shall be added to the Original agreement as follows:

"Contemporaneously with the completion of Exchange, the parties intend for Omega to merge with and into Signature, with Signature surviving the merger. Immediately following such merger, the parties intend for Signature to contribute the shares that it will then own in Omega Insurance to Signature Insurance such that Omega Insurance Company will become a subsidiary of Tower Hill Signature Insurance Company. In the event that such steps are completed within five (5) Business Days of Closing, Shively agrees to cause the termination of the existing Shareholders Agreement of Omega, in the event such steps are not completed within such period, the parties agree to enter into an Amended and Restated Shareholders Agreement of Omega (the "**Shareholders Agreement**") in substantially the form of the existing Shareholders Agreement of Signature (f/k/a Royal Palm Insurance Holdings, Inc.)."

All provisions of the Original Agreement, as amended hereby, shall remain in full force and effect and unchanged, except as provided herein. If any provision of this Amendment conflicts with the Original Agreement, the provisions of this Amendment shall control. This Amendment is binding upon and shall inure to the benefit of the parties hereto, and their respective successors and permitted assigns. This Amendment shall be governed by and construed in accordance with the laws of the State of New York.

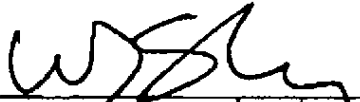
This Amendment may be executed in any number of counterparts (including execution by facsimile or other electronic transmission) with the same effect as if all signing parties had signed the same document. All counterparts shall be construed together and constitute the same document. Signature pages may be detached from the counterparts and attached to a single copy of this consent to physically form one document.

[Remainder of page left intentionally blank]

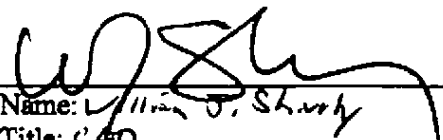
IN WITNESS WHEREOF, the Parties hereto have executed this Amendment as of the date first above written.

Companies:

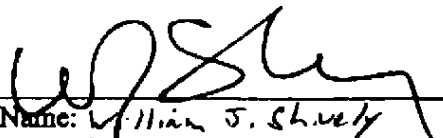
OMEGA INSURANCE HOLDINGS, INC.

By: 
Name: William J. Shively
Title: CEO

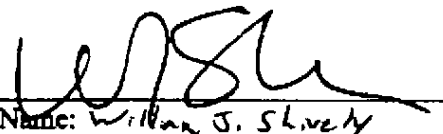
TOWER HILL HOLDINGS, INC.

By: 
Name: William J. Shively
Title: CEO

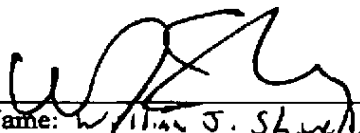
TOMOKA RE HOLDINGS

By: 
Name: William J. Shively
Title: CEO

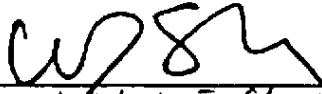
**TOWER HILL SIGNATURE INSURANCE
HOLDINGS, INC.**

By: 
Name: William J. Shively
Title: CEO


**TOWER HILL SELECT INSURANCE
HOLDINGS, INC.**

By: 
Name: William J. Shively
Title: CEO

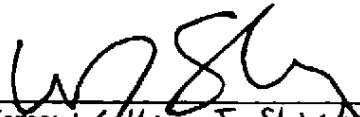
**BLUEGRASS INSURANCE
MANAGEMENT, LLC**

By: 
Name: William J. Shively
Title: President

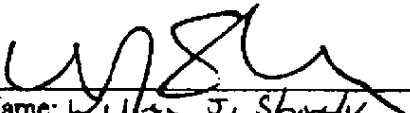
**TOWER HILL INSURANCE GROUP,
LLC**

By: 
Name: William J. Shively
Title: Exec. Director

**TOWER HILL INSURANCE
MANAGERS, LLC**

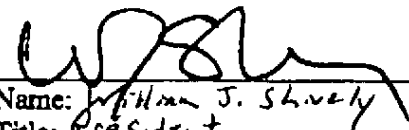
By: 
Name: William J. Shively
Title: Director

TOWER HILL CLAIMS SERVICES, LLC

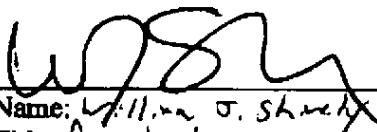
By: 
Name: William J. Shively
Title: CEO

Shively:

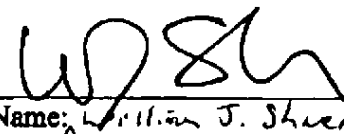
**TOWER HILL CLAIMS SERVICES II,
INC.**

By: 
Name: William J. Shively
Title: President

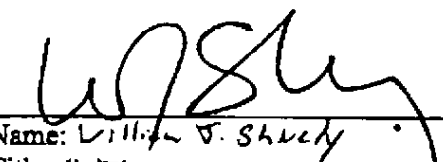
**TOWER HILL CLAIMS MANAGEMENT
II, INC.**

By: 
Name: William J. Shively
Title: President

**TOWER HILL INSURANCE GROUP II,
INC.**

By: 
Name: William J. Shively
Title: President

TOWER HILL INSURANCE HOLDINGS

By: 
Name: William J. Shively
Title: CEO