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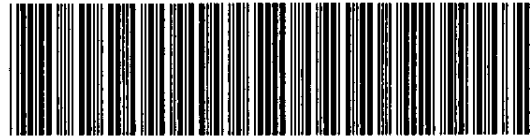
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FILED
12 MAR 28 PM 2:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MAR 30 2012
T. ROBERTS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Imperium Insurance Company
Name of Corporation

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kay Seyedabbasi
Name of Contact Person

Imperium Insurance Company
Firm/Company

800 Gessner Road, Suite 600
Address

Houston, Texas 77024
City/State and Zip Code

compliance @hiig.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kay Seyedabbasi at (713) 935-4800 x1186
Name of Contact Person 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.)

FILED
12 MAR 28 PM 2:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

(Document number of corporation (if known))

1. Imperium Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. December 19, 1986
(Incorporated under laws of) (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)

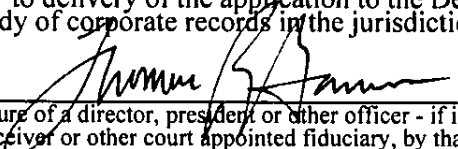
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Texas
(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.


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

Thomas R. Gannon
(Typed or printed name of person signing)

Assistant Secretary
(Title of person signing)



Texas Department of Insurance

Financial Regulation – Company Licensing & Registration Section, Mail Code 305-2C

333 Guadalupe • P. O. Box 149104, Austin, Texas 78714-9104

512-322-3507 telephone • 512-490-1035 fax • www.tdi.texas.gov

STATE OF TEXAS §

§

COUNTY OF TRAVIS §

The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Company Licensing & Registration Division of the Texas Department of Insurance.

Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Company Licensing & Registration Division of the Texas Department of Insurance.

Amendment to the Articles of Incorporation for the Redomestication of IMPERIUM INSURANCE COMPANY, Wilmington, Delaware to Houston, Texas altogether consisting of ten (10) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 14th day of March 2012.

ELEANOR KITZMAN
COMMISSIONER OF INSURANCE

BY: 

Jeff Hunt, Admissions Officer

Company Licensing & Registration

Commissioner's Order No. 12-0052

No. 11-1011

OFFICIAL ORDER
of the
COMMISSIONER OF INSURANCE
of the
STATE OF TEXAS
AUSTIN, TEXAS

Date: **DEC 3 0 2011**

Subject Considered:

IMPERIUM INSURANCE COMPANY
Wilmington, Delaware
TDI No. 08-93584

REDOMESTICATION AND CERTIFICATE OF AUTHORITY

General remarks and official action taken:

The Commissioner of Insurance considered the application of IMPERIUM INSURANCE COMPANY, Wilmington, Delaware to redomesticate and to amend its Certificate of Authority to change its home office from Wilmington, Delaware to Houston, Texas pursuant to TEX. INS. CODE §§ 983.051 and 983.057.

Evidence has been submitted that Imperium Insurance Company has amended its Certificate of Incorporation by restatement and changed the home office of the Company from Wilmington, Delaware to Houston, Texas. The Delaware Department of Insurance has issued a letter of no objection to the redomestication.

THEREFORE, based upon the representations made by Imperium Insurance Company and upon recommendation by staff, the Commissioner of Insurance finds that the redomestication of Imperium Insurance Company should be, and is approved.

IT IS THEREFORE ORDERED by the Commissioner of Insurance that Certificate of Authority No. 15148, dated May 19, 2011, issued to IMPERIUM INSURANCE COMPANY, Wilmington, Delaware, should be, and is canceled, and that an amended Certificate of Authority be issued concurrently to IMPERIUM INSURANCE COMPANY, Houston, Texas.

It is FURTHER ORDERED that the \$220,000 retaliatory deposit held on behalf of IMPERIUM INSURANCE COMPANY, be released and simultaneously \$50,000 statutory deposit be put on deposit.

ELEANOR KITZMAN
COMMISSIONER OF INSURANCE

BY:



Godwin Ohaechi, Director
Company Licensing & Registration
Commissioner's Order No. 10-1106

11-1011

COMMISSIONER'S ORDER
IMPERIUM INSURANCE COMPANY
PAGE 2 of 2 PAGES

Recommended by:

A handwritten signature in cursive script, reading "Tara Mitchell", written over a horizontal line.

Tara Mitchell, Insurance Specialist
Company Licensing & Registration

Reviewed by:

A handwritten signature in cursive script, reading "Rachel Giani by Jenice Salinas", written over a horizontal line.

Rachel Giani, Director
Office of Financial Counsel
Legal Section
General Counsel Division

**RESTATED ARTICLES OF INCORPORATION
OF
IMPERIUM INSURANCE COMPANY
(With Amendments)**

ARTICLE ONE

Imperium Insurance Company (the "Company"), pursuant to the provisions of the Texas Insurance Code, hereby adopts Restated Articles of Incorporation (the "Restated Articles") that accurately copy the Articles of Incorporation (the "Original Articles") and all amendments thereto that are in effect to date and as further amended by the Restated Articles hereinafter set forth. The Company is being redomesticated from the state of Delaware to the state of Texas, and the amendments included herein reflect the differences in the applicable laws of Delaware and Texas.

ARTICLE TWO

The Original Articles of the Company are amended by these Restated Articles as follows:

(a) The preamble is hereby deleted, as the references to the original undersigned incorporators and the laws of the state of Delaware are no longer necessary.

(b) Article One is amended and restated in its entirety to read as set forth in Article One of the Restated Articles, to delete the reference to the original incorporators and to set forth the name of the Company;

(c) Article Two is amended and restated in its entirety to read as set forth in Article Two of the Restated Articles, to provide for the perpetual duration of the Company;

(d) Article Three is amended and restated in its entirety to read as set forth in Article Three of the Restated Articles to establish the purpose of the Company;

(e) Article Four is amended and restated in its entirety to read as set forth in Article Four of the Restated Articles, to authorize the shares of common stock of the Company;

(f) Article Five is amended and restated in its entirety to read as set forth in Article Five of the Restated Articles to prohibit pre-emptive rights. This Article consists of the language of Article VIII from the existing Articles of Incorporation;

(g) Article Six is amended and restated in its entirety to read as set forth in Article Six of the Restated Articles to establish the location of the home office of the Company;

(h) Article Seven is amended and restated in its entirety to read as set forth in Article Seven of the Restated Articles to establish the registered office and registered agent of the Company;

(i) Article Eight is amended and restated in its entirety to read as set forth in Article Eight of the Restated Articles to establish the Board of Directors and to specify the officers of the Company;

(j) Article Nine is amended and restated in its entirety to read as set forth in Article Nine of the Restated Articles to provide for Bylaws of the Company;

(k) Article Ten is amended and restated in its entirety to read as set forth in Article Ten of the Restated Articles to provide for limitation of liability of the directors;

(l) A new Article Eleven is added to read as set forth in Article Eleven of the Restated Articles to provide for annual meetings of the shareholders and to provide for action by shareholders without a meeting;

(m) A new Article Twelve is added to read as set forth in Article Twelve of the Restated Articles to provide that the shareholders may amend the Articles of Incorporation.

ARTICLE THREE

Each such amendment made by the Restated Articles has been effected in conformity with the provisions of the Texas Insurance Code and such Restated Articles and such amendments affected by such Restated Articles were duly adopted by the sole shareholder of the Company by consent.

ARTICLE FOUR

The Original Articles and all the amendments and supplements thereto are hereby superseded by the Restated Articles attached hereto as Exhibit A, which accurately copy the entire text thereof as amended as above set forth.

EXHIBIT A
RESTATED ARTICLES OF INCORPORATION
OF
IMPERIUM INSURANCE COMPANY

ARTICLE ONE

The name of the Company is Imperium Insurance Company.

ARTICLE TWO

The period of duration of the Company is perpetual.

ARTICLE THREE

The purpose for which the Company is organized is to write, underwrite, issue and sell property and casualty insurance in all its branches to the extent now, or which may hereafter be, authorized by the laws of the State of Texas; to issue property and casualty policies of all kinds, to the extent now, or which may hereafter be, authorized by law or regulation; to provide, accept and purchase reinsurance of such kinds as it is authorized to transact directly; to acquire, own, hold, deal in, and dispose of properties, real and personal, together with equities and interests therein; to purchase and otherwise acquire, and dispose of, stocks, bonds, deeds, mortgages, debentures, evidences of indebtedness, and all kinds, types and classes of securities and interests now or hereafter permitted by law; to purchase, hold, sell, exchange or transfer or otherwise deal in shares of its own capital stock, bonds or other obligations from time to time to such an extent and in such manner and upon such terms as its Board of Directors shall determine (provided that the Company shall not use any of its funds or property for the purchase of its own shares of capital stock except (i) to the extent that said purchases be made from either the unreserved and unrestricted earned surplus or the unreserved and unrestricted capital surplus available therefore, and (ii) that such purchases cause no impairment of the capital of the Company, and provided further, that shares of its own

capital stock belonging to the Company shall not be voted directly or indirectly); to do any and all other kinds of business to the extent necessary and incidental to the various kinds of insurance business which the Company may be authorized to do, including specifically the power to make any and all investments as may now or hereafter be authorized by law; and to do any and all such other acts, things or business, and to exercise any and all powers which will be conducive to the welfare and security of the Company.

The several clauses contained in this statement shall in no way limit or restrict the Company to do any and all things necessary to carry on the object and pursuits of the Company.

ARTICLE FOUR

The aggregate number of shares which the Company shall have the authority to issue is Five Million (5,000,000) shares of Common Stock, of the par value of One and No/100 Dollars (\$1.00) per share. The shares shall be nonassessable.

ARTICLE FIVE

No stockholder shall have any pre-emptive right to subscribe for or purchase any share of the capital stock or any rights or options of the Company which it may issue or sell, either out of the number of shares authorized by these Restated Articles of Incorporation or by amendment hereto, or out of the shares of the capital stock of the Company acquired by it after the issuance thereof, nor shall any stockholder have any pre-emptive right to subscribe for or purchase any obligations or other securities of the Company which it may issue or sell which shall be convertible into or exchangeable for capital stock or to which shall be attached or be related any warrant or other instrument which shall confer upon the owner or holder the right to subscribe for or purchase from the Company any shares of its capital stock.

ARTICLE SIX

The home office of the Company shall be located in Houston, Texas. Should the Company desire to move its principal office outside of the State of Texas, the Company shall provide prior notice to the Texas Department of Insurance.

ARTICLE SEVEN

The street address of the registered office of the Company is 800 Brazos Street, Suite 750, Austin, Texas 78701, and the name of the registered agent at such address is Corporation Service Company.

ARTICLE EIGHT

The number of directors constituting the Board of Directors of the Company shall be determined by the Bylaws of the Company and may be increased or decreased from time to time in the manner prescribed in the Bylaws. Notwithstanding the above, the Board of Directors must consist of no less than seven (7) individuals who need not be shareholders of the Company and who shall be elected by the shareholders at the annual meeting thereof. Directors shall be elected for a term of one (1) year and may be elected to additional terms. Vacancies in unexpired terms shall be filled by election by the shareholders or by the Board of Directors. A majority of the members of the Board of Directors shall constitute a quorum. The Board of Directors may determine compensation of its members and of the officers of the Company.

The names and addresses of the directors who are to serve on the Board of Directors until the next annual meeting of the shareholders, or until their successors are elected and qualified are:

Name

Address

Hugh T. Wilson

10925 Roaring Brook Lane
Houston, TX 77024

Stephen L. Way	800 Gessner, Suite 600 Houston, TX 77024
Rhonda N. Kemp	800 Gessner, Suite 600 Houston, TX 77024
Kirby A. Hill	120 West 45 th Street, 36 th Floor New York, NY 10036
Ahmad O. Mian	800 Gessner, Suite 600 Houston, TX 77024
Van B. Durboraw	800 Gessner, Suite 600 Houston, TX 77024
Cynthia Casale	800 Gessner, Suite 600 Houston, TX 77024
B. Shelby Baetz	723 Main Street, Suite 602 Houston, TX 77002

The officers of the Company shall consist of a President, a Treasurer and a Secretary. The President shall be a member of the Board of Directors. The Board of Directors from time to time may elect such other officers, agents and employees as it may deem proper. All officers shall be elected by the Board of Directors for the term of one (1) year and until their respective successors shall be elected and shall have qualified. All vacancies in office shall be filled by election by the Board of Directors.

The Board of Directors shall keep a full and correct record of the Board of Directors' transactions.

Any action which may be taken at any annual or special meeting of the Board of Directors may be taken without a meeting, without prior notice, and without a vote, if a written consent or consents, setting forth the action so taken, is signed by all of the then-existing directors.

ARTICLE NINE

The Bylaws of the Company may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Restated Articles of Incorporation and initially shall be adopted by the shareholders. The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors of the Company, subject to repeal or change by action of the shareholders.

ARTICLE TEN

To the fullest extent permitted by law, a director shall not be held liable to the Company or its shareholders for monetary damages for an act or omission in the director's capacity as a director except for: a breach of the director's duty of loyalty to the Company or its shareholders; an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; an act or omission for which the liability of a director is expressly provided by statute; or an act related to an unlawful stock repurchase or payment of a dividend. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation of personal liability of a director of the Company existing at the time of the repeal or modification. The Company may eliminate or limit the liability of directors and/or indemnify directors to the fullest extent permitted by law.

ARTICLE ELEVEN

Annual meetings of the shareholders shall be held before May 1 of each year on such date and at such time as shall be determined by the Board of Directors. At each annual meeting the shareholders shall elect a Board of Directors and transact such other business as may properly be brought before the meeting.

Any action which may be taken at any annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if a written consent or consents, setting forth the action so taken, is signed by the holders of all shares entitled to vote on the action.

ARTICLE TWELVE

The shareholders of the Company may, by resolution at any shareholders' meeting or other action as permitted hereunder, amend these Articles of Incorporation.

EXECUTED this 6th day of December, 2011 to be effective on December 30, 2011.

IMPERIUM INSURANCE COMPANY

By: Kirby A. Hill
Kirby A. Hill, President

ATTEST: B. Shelby Baetz
B. Shelby Baetz, Secretary

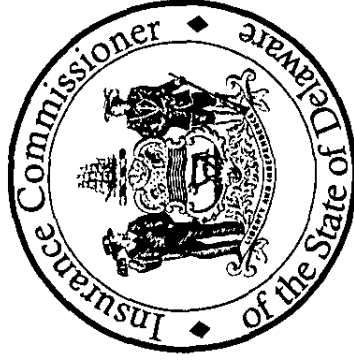
CERTIFIED REDOMESTICATION ORDER

I, Karen Weldin Stewart, Insurance Commissioner of the State of Delaware, do hereby certify that the attached Order, dated February 8, 2012 (Docket No. 1680-2012), in the matter of

The Redomestication of Imperium Insurance
Company from the State of Delaware to the State of Texas,

is a true and correct copy of the document on file with this Department.

In ~~Witness~~ Whereof, I have hereunto set my hand and affixed
the official seal of this Department at the City of Dover, this
24th day of February, 2012.



Karen Weldin Stewart, CIR-ML
Insurance Commissioner

BEFORE THE
DEPARTMENT OF INSURANCE
STATE OF DELAWARE

IN THE MATTER OF:)	
)	
THE REDOMESTICATION OF IMPERIUM INSURANCE)	Docket No. 1680-2012
COMPANY FROM THE STATE OF DELAWARE)	
TO THE STATE OF TEXAS)	

FINDINGS AND ORDER

WHEREAS, the Delaware Department of Insurance ("Department") received an application from Imperium Insurance Company a Delaware property and casualty insurance company, to redomesticate from the State of Delaware to the State of Texas; and

WHEREAS, based on the documents submitted to the Department, the representations of Imperium Insurance Company and other facts, matters and information before the Insurance Commissioner of the State of Delaware ("Commissioner") and the recommendations of the Department's staff, the Commissioner FINDS that:

FINDINGS OF FACT

1. Imperium Insurance Company is a property and casualty insurance company incorporated under the laws of the State of Delaware on November 18, 1977, and authorized on December 27, 1977 to transact the business of insurance in Delaware.

2. Imperium Insurance Company filed an application with the Department to redomesticate to the State of Texas. On January 26, 2012, the Department received a copy of an Order signed by Godwin Ohaechesi, Director Company Licensing & Registration on December 30, 2011 approving the redomestication of Imperium Insurance Company to the State of Texas. The Order was filed with the Texas Office of Insurance Commissioner on December 30, 2011.

3. In accordance with 18 *Del. C.* § 4946 and other applicable provisions of law, the Commissioner may approve the redomestication of a domestic insurer unless he determines that such transfer of domicile is not in the interests of the policyholders of this State. There is no evidence that any harm will inure to the policyholders of Imperium Insurance Company in Delaware from the redomestication. No other objections have been raised or are known to the redomestication.

CONCLUSIONS OF LAW

Based upon the above Findings of Fact, the Commissioner concludes that:

1. The Commissioner has jurisdiction over the parties and the subject matter involved herein.

2. The transfer of domicile of Imperium Insurance Company to the State of Texas is not contrary to the interests of Imperium Insurance Company's policyholders.

IT IS THEREFORE ORDERED THAT:

1. The redomestication of Imperium Insurance Company is APPROVED, effective December 30, 2011.

2. Upon receipt of all required documents, the Department will issue a Delaware Certificate of Authority, effective December 30, 2011 to Imperium Insurance Company as a foreign admitted insurer.

SO ORDERED this 8th day of February 2012.


Karen Weldin Stewart, CIR-ML
Insurance Commissioner