

P13109

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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10 MAY - 5 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Amor
5/10/10
TL



May 5, 2010

Padmini Shah
Paralegal & Compliance Analyst
(646) 794-0573
padmini.shah@awac.com

VIA OVERNIGHT MAIL

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

Re: Allied World Reinsurance Company
NAIC Company Code: 22730
Redomestication

Dear Sir/Madam:

Allied World Reinsurance Company ("AWRC") is a licensed insurer in the State of Florida. Effective November 1, 2009, AWRC redomesticated from the State of New Jersey to the State of New Hampshire. On December 28, 2009, AWRC filed the Uniform Certificate of Authority Application Corporate Amendment Application electronically via the National Association of Insurance Commissioners Website.

Attached please find the following documents to change AWRC's State of domicile from New Jersey to New Hampshire:

- Cover Letter
- Profit Corporation Application By Foreign Profit Corporation To File Amendment to Application For Authorization To Transact Business in Florida
- Check No. 10258 in the amount of \$43.75, the filing fee and Certificate of Status fee
- Restated Articles of Incorporation

Once the change has been made, please send me a copy of the Certificate of Status. The filing fee is included in the enclosed check.

If you have any questions or need additional information, please contact me directly at the number listed above.

Sincerely,

A handwritten signature in black ink, appearing to read 'P. Shah', written over a horizontal line.

Padmini Shah
Paralegal & Compliance Analyst

Enclosures ALLIED WORLD REINSURANCE COMPANY

199 Water Street
16th Floor
New York NY 10038 U.S.A

T.212.635.5300
F.212.635.5532

E info@awac.com
www awac.com

AWAC: 10855.1

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Allied World Reinsurance Company
Name of Corporation

DOCUMENT NUMBER: P13109

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Padmini Shah
Name of Contact Person

Allied World Reinsurance Company
Firm/Company

199 Water Street, 24th Floor
Address

New York, NY 10038
City/State and Zip Code

padmini.shah@awac.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Padmini Shah at (646) 794-0573
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.)

SECTION I
(1-3 MUST BE COMPLETED)

P13109

(Document number of corporation (if known))

1. Allied World Reinsurance Company
(Name of corporation as it appears on the records of the Department of State)

2. New Hampshire 3. 02/04/87
(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? N/A

5. N/A
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

N/A
(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.

N/A
(New duration)

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

New Hampshire
(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)

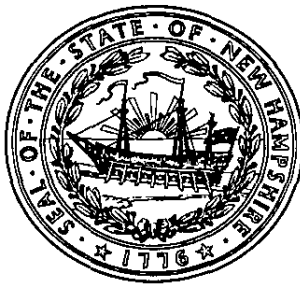
Karen Colonna
(Typed or printed name of person signing)

SVP & Deputy General Cof
(Title of person signing)

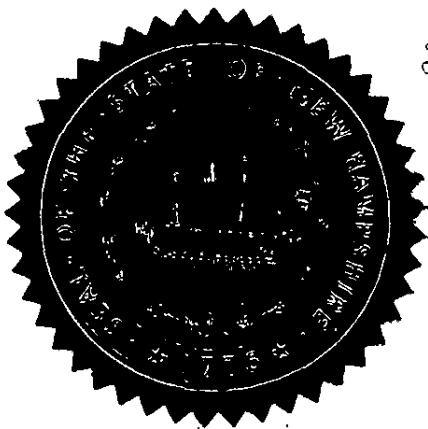
APPROVED AND FILED
10 MAY - 3 PM 1987
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of New Hampshire

OFFICE OF SECRETARY OF STATE



I, DAVID M. SCANLAN, Deputy Secretary of State of the State of New Hampshire, do hereby certify that the attached is a true copy of Application for Approval of Redomestication of Foreign Insurer and Restated Articles of Incorporation Including Designated Amendments of Allied World Reinsurance Company as filed in this office on October 27, 2009 and effective November 1, 2009 and held in the custody of the Secretary of State.



*In Testimony Whereof, I hereto set my hand
and cause to be affixed the Seal of the State,
at Concord, this 13th day of April A.D. 2010*

A handwritten signature in black ink, appearing to read "D. M. Scanlan".

Deputy Secretary of State

IN THE MATTER OF
Application for Approval of Redomestication of Foreign Insurer B
ALLIED WORLD REINSURANCE COMPANY

Docket No.: Ins No. 09-058-AP

FINDINGS AND FINAL ORDER

The New Hampshire Insurance Commissioner Roger A. Sevigny (the "Commissioner") pursuant to RSA 405:62 and 405:64, has carefully considered the application of Allied World Reinsurance Company (Allied World Re) filed on August 11, 2009, as supplemented from time to time (the "Application"). The Application seeks approval for the redomestication of Allied World Re from New Jersey, its current state of domicile to New Hampshire.

The Examination Division of the New Hampshire Insurance Department (the "Department") has completed a thorough review of the Application and has reviewed additional documentary information provided by the Applicant at the Department's request. Based upon the Application and the accompanying documents, the following findings of fact and conclusions of law have been reached:

FINDINGS OF FACT AND CONCLUSIONS OF LAW

1. Allied World Re is a New Jersey corporation. All of the outstanding stock of Allied World Re is owned by Allied World Assurance Holdings (U.S.), a Delaware holding company with its statutory home office at 830 Bear Tavern Road, West Trenton, NJ 08628 and its administrative office at 225 Franklin Street, Boston, MA 02110.
2. Allied World Re has proposed that it be redomesticated as a New Hampshire domestic insurance company by amending and restating its Articles of Incorporation to designate New Hampshire as its state of corporate domicile, effective as of November 1, 2009.
3. Based upon all of the material filed in this matter, the Commissioner finds that Allied World Re has complied with all requirements of New Hampshire law relative to the organization and licensing of a domestic insurer and has designated its principal place of business (statutory home office) in New Hampshire, and accordingly is qualified for redomestication as a New Hampshire domestic insurance company, pursuant to RSA 405:62 and 405:64.
4. Having considered the prototype policy forms in use by Allied World Re and in light of the fact that only the home office address will change, no forms filing will be necessitated by the redomestication.



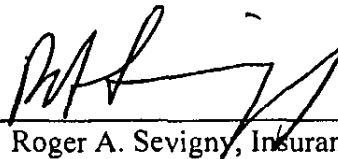
NOW THEREFORE, it is hereby ORDERED by the New Hampshire Insurance Commissioner that:

- A. The Application by Allied World Re for redomestication to New Hampshire, pursuant to and in accordance with RSA 405:62, is hereby **APPROVED**, with the redomestication to be effective as of November 1, 2009.
- B. The proposed Restated Articles of Incorporation Including Designated Amendments of Allied World Re which were submitted as part of these proceedings are hereby approved. Upon endorsement by the Commissioner, the duly certified Restated Articles of Incorporation shall be filed with the New Hampshire Secretary of State as provided in RSA 401:8 and pursuant to RSA 405:65.
- C. Pursuant to RSA 405:64, the redomestication of Allied World Re shall have the following effects:
 - i. The Certificates of Authority, licenses, producers' appointments, rates and all other incidents of authority to engage in the business of insurance of Allied World Re that are in existence as of the date hereof, shall continue in full force and effect so long as Allied World Re remains duly qualified to transact the business of insurance in New Hampshire.
 - ii. The outstanding policies of Allied World Re shall remain in full force and effect and need not be endorsed as to its new state of domicile or new location; and
 - iii. Allied World Re may continue to use existing policy forms until such time as Applicant has filed new policy forms with, and has had such forms approved by, the New Hampshire Insurance Department.

NEW HAMPSHIRE INSURANCE
DEPARTMENT

Date: 10-23-09

By:



Roger A. Sevigny, Insurance Commissioner

Filed
 Date Filed: 10/27/2009
 Effective Date: 11/01/2009
 Business ID: 621375
 William M. Gardner
 Secretary of State

RESTATED ARTICLES OF INCORPORATION
 INCLUDING DESIGNATED AMENDMENT(S)

PURSUANT TO THE PROVISIONS OF RSA 401:6, THE UNDERSIGNED CORPORATION, PURSUANT TO A RESOLUTION DULY ADOPTED BY ITS BOARD OF DIRECTORS AND SOLE SHAREHOLDER, HEREBY ADOPTS AND SUBMITS FOR APPROVAL UNDER 401:6 THE FOLLOWING RESTATED ARTICLES OF INCORPORATION:

- FIRST: The name of the corporation as presently recorded is Allied World Reinsurance Company.
- SECOND: Attached are the restated Articles of Incorporation, as amended, including the designated amendments.
- THIRD: If the amendments provide for an exchange, reclassification, or cancellation of issued shares, provision for implementing the amendment if not contained in the amendments;
Not applicable.
- FOURTH: Except for the designated amendments to article(s) II, III, IV, V, VI, VII and the deletion of article VIII, the restated articles of incorporation correctly set forth without change the corresponding provisions of the articles as previously amended and the restated articles together with the amendments designated herein supersede the original articles of incorporation and all amendments to the articles.
- FIFTH: (Check One)

The restated articles contain amendments adopted by the board of directors and did not require shareholder approval.

The restated articles contain amendments which required shareholder approval and were approved by the sole shareholder.

- SIXTH: The amendments were adopted as of October 1, 2009.
- SEVENTH: The amendments were approved by the shareholders.

Designation of <u>voting group</u>	Number of shares <u>outstanding</u>	Number of votes <u>entitled to be cast</u>	Number of votes <u>indisputably represented</u>
Common	5,000	5,000	5,000
Designation of <u>voting group</u>	Total Number of <u>votes cast</u>		
	<u>FOR</u>	<u>AGAINST</u>	
Common	5,000	0	

EIGHTH: The number cast for the amendments by each voting group was sufficient for approval.




Dated October 12, 2009, to be effective upon approval of the redomestication from the New Hampshire
Commissioner of Insurance

ALLIED WORLD REINSURANCE COMPANY



Karen Colonna
Vice President & Asst. Secretary

Approved by:



New Hampshire Insurance Department
This 23rd day of October, 2009.