

P19015

(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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07/06/15--01039--028 **43.75

FILED
15 JUL -6 PM 2:43
SECURITY
FALLS CHURCH, VA

changing jurisdiction

JUL 14 2015

D CUSHING



July 2, 2015

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

FILED
15 JUL -6 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Stonington Insurance Company ("Stonington")

Dear Sir or Madam,

Stonington is an insurance company that recently re-domiciled from Texas to Pennsylvania. Accordingly, attached please find the following:

1. Cover Letter
2. Application by Foreign Profit Corporation to file Amendment to Application for Authorization to Transact Business in Florida
3. Certificate issued by Commonwealth of Pennsylvania
4. Check in the amount of \$43.75

Once we receive confirmation from you regarding Stonington's authorization status in Florida, we will make the appropriate filing with the Florida Department of Insurance.

If additional information is needed, please contact me at 972-664-7010 or nancy.self@us.qbe.com. My mailing address is 7668 Warren Parkway, Suite 325, Frisco, TX 75034. Thank you for your assistance with this matter.

Very truly yours,

QBE AMERICAS INC.

By:


Nancy Self, AVP Regulatory Integration

Encl.

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Stonington Insurance Company
Name of Corporation

DOCUMENT NUMBER: P19015

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Nancy Self

Name of Contact Person

Stonington Insurance Company

Firm/Company

7668 Warren Parkway, Suite 325

Address

Frisco, TX 75034

City/State and Zip Code

jodie.burnett@us.qbe.com

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

For further information concerning this matter, please call:

Nancy Self

Name of Contact Person

at (972) 664-7010
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)

P19015

(Document number of corporation (if known))

FILED
15 JUL -6 PM 2:43
SEC. OF STATE
TALLAHASSEE, FLORIDA

1. Stonington Insurance Company

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

2. Pennsylvania

Texas

(Incorporated under laws of)

3. 04/27/1988

(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.

Pennsylvania

(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.

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

Nancy Self

(Typed or printed name of person signing)

Assistant Corporate Secretary

(Title of person signing)

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

JUNE 16, 2015

FILED
15 JUL -6 PM 2:45
SECRETARY'S OFFICE

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

Stonington Insurance Company

I, Pedro A. Cortés, Secretary of the Commonwealth of Pennsylvania
do hereby certify that the foregoing and annexed is a true and correct
copy of
ARTICLES OF DOMESTICATION-BUSINESS filed on May 18, 2015
which appear of record in this department.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's Office to
be affixed, the day and year above
written.

Pedro A. Cortés

Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Articles of Domestication-Foreign
(15 Pa.C.S.)

☒ Business Corporation (§ 4161)
☐ Nonprofit Corporation (§ 6161)

Name Nancy Self		
Address 5801 Tennyson Pkwy, Suite 600		
City Plano, TX	State TX	Zip Code 75024

Document will be returned to the
name and address you enter to
the left.

←

Commonwealth of Pennsylvania
ARTICLES OF DOMESTICATION-BUSINESS 8 Page(s)



Fee: \$125

In compliance with the requirements of the applicable provisions (relating to corporations and unincorporated associations), the undersigned, qualified foreign corporation, desiring to become a domestic business or nonprofit corporation, hereby states that:

1. The name of the corporation is:

Stonington Insurance Company

2. The (a) address of its initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and street	City	State	Zip	County
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(b) Name of Commercial Registered Office Provider	County
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c/o: CT Corporation System	Dauphin
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3. Upon domestication, the corporation will be subject to the domestic corporation provisions of the Business Corporation Law of 1988 or the Nonprofit Corporation Law of 1988.

PA DEPT. OF STATE

MAY 18 2015

4. ~~Strike out if inapplicable; otherwise check and, if applicable, complete, one or more of the following:~~

☐ The purpose or purposes for which the corporation is to be domesticated in the Commonwealth of Pennsylvania are:

☒ The purposes for which the corporation is to be domesticated in the Commonwealth of Pennsylvania include unlimited power to engage in and to do any lawful act concerning any and all lawful business for which business corporations may be incorporated under the Business Corporation Law of 1988.

☒ The purposes for which the corporation is to be domesticated in the Commonwealth of Pennsylvania consists of unlimited power to engage in and to do any lawful act concerning any and all lawful business for which business corporations may be incorporated under the Business Corporation Law of 1988.

5. Check applicable paragraph:

☒ The filing of these Articles of Domestication and, if desired, the renunciation of the original charter or articles of the corporation has been authorized by a majority vote of the votes cast by all shareholders entitled to vote thereon and, if any class of shares is entitled to vote thereon as a class, a majority of the votes cast in each class vote, or by any greater vote required by its charter.

☐ The filing of these Articles of Domestication and, if desired, the renunciation of the original charter or articles has been authorized by a majority vote of the votes cast by all members, if any, entitled to vote thereon and, if any class of members is entitled to vote thereon as a class, a majority of the votes cast in each class vote, or by any greater vote required by its charter.

~~6. Strike out if inapplicable: These Articles of Domestication include the additional provisions set forth in full in Exhibit A attached hereto and made a part hereof.~~

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Domestication to be executed this

27th day of April

2015.

Stonington Insurance Company

Name of Corporation

Nancy Self

Signature

Asst. Corporate Secretary

Title

BEFORE THE INSURANCE COMMISSIONER
OF THE
COMMONWEALTH OF PENNSYLVANIA

In Re:	:	Pursuant to Section 357 of the
	:	Insurance Company Law, Act of
Application of Stonington Insurance	:	May 17, 1921, P.L. 682, No. 284,
Company for Approval to Redomesticate	:	<u>as amended</u> , 40 P.S. § 477e
from the State of Texas to the	:	
Commonwealth of Pennsylvania	:	Order No. ID-RC-15-04

DECISION AND ORDER

AND NOW, on this 17th day of April, 2015, Teresa D. Miller, Acting Insurance Commissioner of the Commonwealth of Pennsylvania ("Commissioner"), hereby makes the following Decision and Order:

Pursuant to the Insurance Company Law of 1921, Act of May 17, 1921, P.L. 682, No. 284, as amended, 40 P.S. §477e ("Insurance Company Law") and in consideration of the documents, presentations and reports received, as well as other inquiries and studies as permitted by law, the Commissioner hereby makes the following Findings of Fact:

FINDINGS OF FACT

Identity of the Applicant

1. Stonington Insurance Company ("Stonington") is a foreign stock casualty insurance company organized under the laws of the State of Texas with a statutory home office address in Plano, Texas.

Filing of the Application

2. On November 17, 2014, the Insurance Department of the Commonwealth of Pennsylvania ("Department") received an initial application (which, together with all material received subsequently, is collectively referenced as "Application") from Stonington for approval to redomesticate from the State of Texas to the Commonwealth of Pennsylvania.
3. The Application was reviewed pursuant to Section 357 of the Insurance Company Law.

Notice of Filing and Comments

4. On November 29, 2014, the Department published notice in the *Pennsylvania Bulletin* that the Application was submitted by Stonington, and such notice invited interested persons to submit comments to the Department regarding the Application for a thirty (30) day period, ending December 29, 2014 ("Comment Period").
5. The Department received no comments regarding the Application during the Comment Period.

The Transaction

6. Stonington currently holds a *Certificate of Authority in the Commonwealth of Pennsylvania* as a foreign insurer to transact auto liability, boiler & machinery, burglary & theft, credit, elevator, fidelity & surety, glass, inland marine & physical damage, livestock, mine & machinery, ocean marine, other liability, personal property floater, property & allied lines, water damage and workers compensation classes of insurance business.
7. Stonington desires to redomesticate to the Commonwealth of Pennsylvania as a domestic stock casualty insurance company.
8. On November 5, 2014, the Board of Directors of Stonington passed a resolution that Stonington redomesticate from the State of Texas to the Commonwealth of Pennsylvania.
9. On November 7, 2014, the sole shareholder of Stonington passed a resolution to redomesticate Stonington from the State of Texas to the Commonwealth of Pennsylvania.
10. Stonington will relocate their statutory home office address from Plano, Texas to Harrisburg, Pennsylvania.
11. Stonington has stated that it will transact the business of insurance in the Commonwealth in accordance with applicable laws, including the Insurance Company Law.
12. If any of the above Findings of Fact are determined to be Conclusions of Law, they shall be incorporated in the Conclusions of Law as if fully set forth therein.

CONCLUSIONS OF LAW

1. Section 357 of the Insurance Company Law provides the Commissioner jurisdiction to review and approve the redomestication of Stonington (40 P.S. §477e).
2. Pursuant to Section 357(a), "[a]ny insurer which is organized under the laws of any other state and is admitted to do business in this Commonwealth for the purpose of writing insurance may become a domestic insurer by complying with all of the requirements of law relative to the organization and licensing of a domestic insurer of the same type and by designating its principal place of business in this Commonwealth. Said domestic insurer will be entitled to a like certificate of authority to transact business in this Commonwealth, and shall be subject to the authority and jurisdiction of this Commonwealth" (40 P.S. §477e(a)).
3. The Application satisfies the requirements of all applicable laws and regulations and standards for organization and licensure.
4. The Application satisfies the requirement that a principal place of business in the Commonwealth be designated by transferring the location of the statutory home office of Stonington to the Commonwealth of Pennsylvania.
5. A redomestication by a foreign business corporation is provided for in subsection 4161(a) of the Business Corporation Law (15 Pa. C.S. §4161(a)).
6. If any of the above Conclusions of Law are determined to be Findings of Fact, they shall be incorporated in the Findings of Fact as if fully set forth therein.

BEFORE THE INSURANCE COMMISSIONER
OF THE
COMMONWEALTH OF PENNSYLVANIA

In Re:	:	Pursuant to Section 357 of the
	:	Insurance Company Law, Act of
Application of Stonington Insurance	:	May 17, 1921, P.L. 682, No. 284,
Company for Approval to Redomesticate	:	<u>as amended</u> , 40 P.S. § 477e
from the State of Texas to the	:	
Commonwealth of Pennsylvania	:	Order No. ID-RC-15-04

ORDER

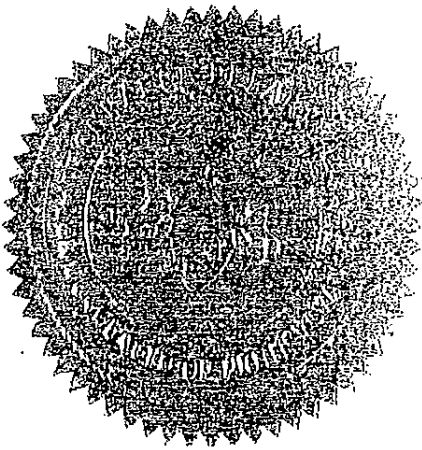
Upon consideration of the foregoing, the Acting Insurance Commissioner of the Commonwealth of Pennsylvania ("Commissioner") hereby makes the following Order:

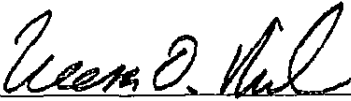
The Application of Stonington Insurance Company ("Stonington") for approval to redomesticate from the State of Texas to the Commonwealth of Pennsylvania and the issuance of a Certificate of Authority as a domestic stock casualty insurance corporation, as set forth in the Application, is hereby granted, subject to this Order and the following conditions:

1. Stonington shall obtain approval of the redomestication from the Texas Department of Insurance. A certified copy of the approval issued by the Texas Department of Insurance shall be provided to the Commissioner within five (5) days of Stonington receiving the approval.
2. Stonington shall file Articles of Domestication with the Pennsylvania Department of State in accordance with subsection 4161(b) of the Business Corporation Law after receipt of the approval of the Texas Department of Insurance and within one year of the date of this order.
3. Stonington shall file a copy of the Articles of Domestication, as filed with and stamped as received by the Pennsylvania Department of State, with the Insurance Department within ten (10) days of receipt from the Pennsylvania Department of State.
4. At the time the Articles of Domestication are filed with the Insurance Department, Stonington shall surrender its current Certificate of Authority as

a foreign insurance corporation in exchange for the issuance of a Certificate of Authority as a domestic stock casualty insurance corporation.

This Order is effective immediately.




Teresa D. Miller
Acting Insurance Commissioner
Commonwealth of Pennsylvania