

# P28227

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

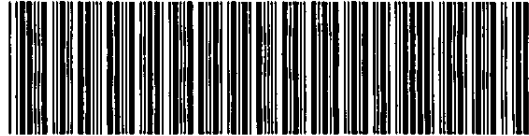
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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AUG 04 2016  
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Danuta Mszal  
Paralegal



July 20, 2016

**VIA FEDERAL EXPRESS**

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

Re: Redomestication of Genesis Insurance Company  
Document No. P28227

Dear Sir or Madam:

Please be advised that Genesis Insurance Company redomesticated from Connecticut to Delaware. The effective date of the redomestication is June 30, 2016.

Enclosed are:

- Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida
- State of Delaware Certificate of Conversion and Certificate of Incorporation (both certified)
- Filing fee in the amount of \$35.00

If you have any questions, please call me at (203) 328-6477 or email me at [dmszal@genre.com](mailto:dmszal@genre.com).

Very truly yours,

A handwritten signature in black ink, appearing to read 'Danuta Mszal'.

Danuta Mszal

Enclosures

**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)**

P28227

(Document number of corporation (if known))

1. Genesis Insurance Company

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

2. CT

(Incorporated under laws of)

3. February 22, 1990

(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.

Delaware

\_\_\_\_\_  
(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)

Solan B. Schwab

(Typed or printed name of person signing)

Secretary

(Title of person signing)

# 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 CONNECTICUT CORPORATION UNDER THE NAME OF "GENESIS INSURANCE COMPANY" TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JUNE, A.D. 2016, AT 9:13 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



6083123 8100F  
SR# 20164719877

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JB", 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: 202586092  
Date: 06-30-16

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:13 AM 06/30/2016  
FILED 09:13 AM 06/30/2016  
SR 20164719877 - File Number 6083123

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A NON-DELAWARE CORPORATION  
TO A DELAWARE CORPORATION  
PURSUANT TO SECTION 265 OF THE  
DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Non-Delaware Corporation first formed is Connecticut.
- 2.) The jurisdiction immediately prior to filing this Certificate is Connecticut.
- 3.) The date the Non-Delaware Corporation first formed is April 6, 1976.
- 4.) The name of the Non-Delaware Corporation immediately prior to filing this Certificate is Genesis Insurance Company.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Genesis Insurance Company.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation have executed this Certificate on the 30th day of June, A.D. 2016.

By: Solan Schwab

Name: Solan B. Schwab  
Print or Type

Title: Secretary  
Print or Type

**STATE of DELAWARE**  
**CERTIFICATION OF INCORPORATION**  
*of*  
**GENESIS INSURANCE COMPANY**  
**A STOCK CORPORATION**

First: The name of this corporation is Genesis Insurance Company.

Second: The registered office of this Corporation in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, 19801, County of New Castle. The name of the registered agent at such address is The Corporation Trust Company.

Third: The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

Fourth: The total number of shares of stock which this corporation is authorized to issue is Five Million (5,000,000) shares of Common Stock with the par value of One Dollar (\$1.00) per share. The stated capital of the corporation is One Thousand Dollars (\$1,000).

Fifth: This corporation reserves the right to amend, alter, change and repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law and all the rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

Sixth: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to make, amend and repeal the By-Laws of this corporation, subject to the power of the stockholders of the corporation to alter or repeal any by-law made by the Board of Directors.


Seventh: The name and mailing address of the Incorporator are as follows:

Name:	Solan B. Schwab
Mailing Address:	120 Long Ridge Road Stamford, CT 06902

Eighth: This Certification of Incorporation is adopted pursuant to the transfer of domicile provisions of Connecticut and Delaware statutes and will be effective as of June 30, 2016.

I, The Undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 30<sup>th</sup> day of June, A.D. 2016.

BY:



Incorporator

NAME:

Solan B. Schwab

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:13 AM 06/30/2016  
FILED 09:13 AM 06/30/2016

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