

P29209

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

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FILED

2022 APR 21 AM 10:16

SECRETARY OF STATE
TALLAHASSEE, FL

RECEIVED

2022 APR 21 PM 1:49

REGISTRATION OFFICE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

A. BUTLER

APR 25 2022

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: North American Elite Insurance Company

Name of Corporation

DOCUMENT NUMBER: P29209

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Travis Miller

Name of Contact Person

Radey Law Firm

Firm/Company

301 South Bronough Street, Suite 200

Address

Tallahassee, FL 32309

City/State and Zip Code

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

For further information concerning this matter, please call:

Travis Miller

at (850) 425-6654

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy

☒ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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.)

2022 APR 21 AM 9:36

SECTION I
(1-3 MUST BE COMPLETED)

SECRETARY OF STATE
TALLAHASSEE, FL

P29209

(Document number of corporation (if known))

1. North American Elite Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. New Hampshire 3. 05/04/1990
(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? Filed with Missouri Secretary of State 3/22/2022 and effective 4/29/2022
5. Swiss Re Corporate Solutions Elite Insurance Corporation
(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.
Not Applicable
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
Missouri
(New jurisdiction)
8. **If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**
- Name of New Registered Agent Not Applicable
(Florida street address)
- New Registered Office Address: Not Applicable, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
	Not Applicable		<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove

10. 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.

Digitally signed by
Krystle Dunn
Date: 20.04.2022
22:55:38

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

KRISTLE DUNN
(Typed or printed name of person signing)

SENIOR VICE PRESIDENT
(Title of person signing)

FILING FEE \$35.00

STATE OF MISSOURI



John R. Ashcroft
Secretary of State

CERTIFICATE OF AMENDMENT

I, JOHN R. ASHCROFT, Secretary of the State of Missouri, do hereby certify that

SWISS RE CORPORATE SOLUTIONS ELITE INSURANCE CORPORATION
1001401460

FORMERLY

NORTH AMERICAN ELITE INSURANCE COMPANY

a corporation organized under the laws of Missouri, has delivered to me and that I have filed its Certificate of Amendment of its Articles of Incorporation; that said Corporation has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation and the said Articles are amended in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto set my hand and
cause to be affixed the GREAT SEAL of the State of Missouri.
Done at the City of Jefferson, this 22nd day of March, 2022.

Effective Date: April 29, 2022


Secretary of State



1001401460
Date Filed: 3/22/2022
Effective: 4/29/2022
John R. Ashcroft

Certificate of Amendment of A: **Missouri Secretary of State**
(to be executed in triplicate)

We, the undersigned president or vice president and secretary or assistant secretary on our oaths swear and certify to the truth of the following statements.

(1) Name of the Insurance Company:

Swiss Re Corporate Solutions Elite Insurance Corporation

If the Name of the Insurance Company Changed as a Result of this Amendment, the Name of the Insurance Company Immediately before this Amendment was:

North American Elite Insurance Company

(2) The Date of the Adoption of the Amendment by the Shareholders, Members or Other Group of Persons Entitled to Vote on the Amendment:

March 11, 2022

(3) The Amendment Adopted (attach additional pages if necessary):

Article I is hereby amended in its entirety to read as follows:

ARTICLE I

The name of the corporation shall be Swiss Re Corporate Solutions Elite Insurance Corporation.

(4) The Number of Shares Members or Other Group of Persons Entitled to Vote or, if a Mutual, the Number of the Members Present Either in Person or by Proxy Entitled to Vote:

35,000 shares

(5) The Number of Shares, Members or Other Group of Persons that Voted for and Against said Amendment Respectively:

For: 35,000 shares

Against: .0 shares

(6) If the Amendment Effects a Change in the Number of Par Value of Authorized Shares, Then a Statement Showing the Number of Shares and Par Value Thereof Previously Authorized:

Not applicable.

(7) The effective date of the Amendment:

April 29, 2022

ORI-03252022-2956 State of Missouri

No of Pages 3 Pages



Amend/Restate - For Profit



Michael Long, Senior Vice President



Elissa Kenny, Secretary

NONE

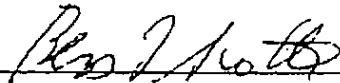
Place Corporate Seal Here
(If no corporate seal, state "none".)

State of New York

County of Westchester

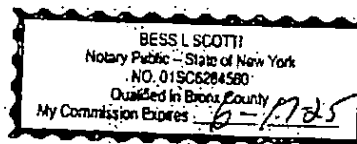
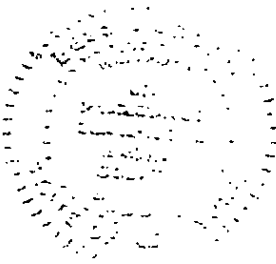
Subscribed and sworn to before me this 11th day of March, 2022

NOTARIAL SEAL



NOTARY PUBLIC

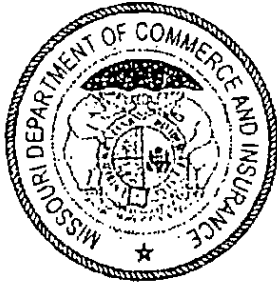
My Commission expires: 6-17-25



CERTIFICATE OF AMENDMENT OF THE DIRECTOR OF COMMERCE & INSURANCE
(This certificate may be filled out only by the Director of Commerce & Insurance)

I certify that I have examined the above Certificate of Amendment of Articles as executed by the insurance company and find that it conforms to law, that the proceedings were regular, that the condition and the assets of the company justify the amendment, and that the same will not be prejudicial to the interests of the policyholders, all as provided by law.

So Certified, Signed, and Official Seal Affixed on this date: March 21, 2022



Chlora Lindley Myers
Chlora Lindley-Myers, Director
Department of Commerce & Insurance

NORTH AMERICAN ELITE INSURANCE COMPANY

Secretary's Certificate

I, Elissa B. Kenny, the duly elected and acting Secretary of North American Elite Insurance Company (the "Corporation") do hereby certify that the Amended and Restated Articles of Incorporation attached as an exhibit hereto were duly adopted by the sole stockholder of the Corporation and have not been amended, annulled, rescinded or revoked and are in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this Secretary's Certificate as of this 15th day of February, 2022.

NORTH AMERICAN ELITE INSURANCE COMPANY

By:

Elissa B. Kenny
Elissa B. Kenny
Secretary

I001401460
Date Filed: 12/29/2021
John R. Ashcroft
Missouri Secretary of State

DECLARATION OF INTENTION TO RECD
AND
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
NORTH AMERICAN ELITE INSURANCE COMPANY

We, the undersigned directors of North American Elite Insurance Company, a New Hampshire corporation, being natural persons over the age of eighteen (18), and constituting the entire board of directors of such corporation, do hereby state our intention to redomesticate North American Elite Insurance Company to the State of Missouri as a property and casualty stock insurance company in the manner provided in and pursuant to section 375.908, RSMo, and the regulations promulgated pursuant thereto by amending and restating the articles of incorporation of North American Elite Insurance Company to comply with the requirements of sections 379.010 to 379.065, RSMo of the Missouri Insurance Code.

The Amended and Restated Articles of Incorporation of North American Elite Insurance Company set forth below and made a part of this Declaration of Intention to Redomesticate have been approved, respectively, by the sole shareholder and by the board of directors of North American Elite Insurance Company.

ARTICLE I

The name of the corporation shall be North American Elite Insurance Company.

ARTICLE II

The Corporation shall continue its corporate existence without interruption as a corporation from its original date of incorporation on December 28, 1987.

ARTICLE III

The duration of the Corporation is perpetual.

ARTICLE IV

The principal place of business of the Corporation in Missouri shall be 1200 Main Street, Suite 800, Kansas City, Missouri. The executive and administrative office shall be within or without the State of Missouri as designated by its Board of Directors.

ORI-12302021-1326 State of Missouri

No of Pages 10 Pages



Conversion - For Profit (D)

ARTICLE V

The Corporation shall have the power and authority necessary and incidental to carry out its corporate purposes, including but not limited to, having all the powers and authority granted to like property and casualty stock insurers as authorized under Chapter 379 RSMo, as amended, and other applicable laws of the State of Missouri as currently provided, or as may be provided by subsequent legislative acts.

The Corporation shall also have the power and authority to conduct any other businesses and engage in any other activities not specifically prohibited to corporations for profit or insurance companies under the laws of the State of Missouri, and the Corporation shall have all powers necessary to conduct such businesses and engage in such activities, including , but not limited to, the powers enumerated in the General and Business Corporation Law of Missouri or any amendment thereto to the extent the same are not inconsistent with or in conflict with sections 379.010 to 379.065, RSMo of the Missouri Insurance Code.

ARTICLE VI

The Corporation shall have authority to issue Forty Thousand (40,000) shares of Common Stock having a par value of One Hundred Dollars (\$100.00) per share, any part of which shall be issued in such manner as the board of directors may declare and as permitted by law. Thirty-Five Thousand (35,000) shares of Common Stock have been issued and are outstanding and fully paid up in cash, amounting to Three Million Five Hundred Thousand Dollars (\$3,500,000) in aggregate capital. These Articles do not effect an exchange, reclassification, or cancellation of issued shares, nor do they effect a change in the amount of stated capital of the Corporation.

ARTICLE VII

The corporate powers of the Corporation shall be vested in a Board of Directors and shall be exercised by the Board and through such officers, agents, employees, and committees, as the Board may, in its discretion, from time to time designate and empower.

The Board shall have the power from time to time to make, amend, or repeal such by-laws, rules, and regulations for the transaction of the business of the Corporation as the Board may deem expedient and as are not inconsistent with these Articles of Incorporation or the constitution or other laws of the State of Missouri.

ARTICLE VIII

The Board of Directors shall consist of not less than nine (9) and not more than twenty-five (25) persons, elected as provided in the by-laws of the Corporation. Meetings of the Board of Directors shall be held at such time and place, and upon such notice, as shall be prescribed by the by-laws of the Corporation.

ARTICLE IX

The names and addresses of the Corporation's directors are as follows:

Name	Address
Laura F. Coppola	1301 Avenue of the Americas, NY, NY 10019
Ivan J. Gonzalez	1301 Avenue of the Americas, NY, NY 10019
Robin R. LaFollette	1200 Main Street, Kansas City, MO 64105
Michael P. LaRocca	1301 Avenue of the Americas, NY, NY 10019
Kathleen A. McGrath	2 Waterside Crossing, Windsor, CT 06095
Elizabeth T. McInerney	175 King Street, Armonk, NY 10504
Sharon M. O'Sullivan	175 King Street, Armonk, NY 10504
Katarina Scamborova	1301 Avenue of the Americas, NY, NY 10019
Elizabeth Whitney	222 West Adam Street, Chicago, IL 60606

ARTICLE X

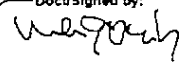
The liability of the directors of the Corporation shall be limited to the fullest extent permitted by Missouri law as currently provided, or as may be provided by subsequent legislative acts.

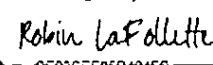
The Corporation shall indemnify the officers and directors of the Corporation from any liability incurred by them as shall be prescribed by the by-laws of the Corporation.

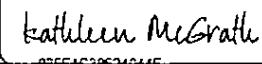
ARTICLE XI

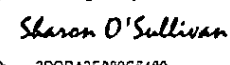
The Corporation reserves the right, at any time and from time to time, to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner prescribed by law; and all rights conferred upon shareholders, directors, or any other persons whomsoever by and pursuant to the Articles of Incorporation in their present form or as hereafter amended are granted subject to this reservation.

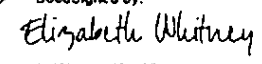
IN WITNESS WHEREOF, the undersigned, have made and subscribed this Declaration of Intention to Redomesticate and Amended and Restated Articles of Incorporation, for the foregoing uses and purposes, this 29th day of September, 2021.


DocuSigned by:

C223C30CC481404
Ivan Gonzalez

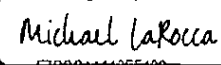
DocuSigned by:

0E936EE8C0404F6
Robin LaFollette


DocuSigned by:

03CF4C30C24044E
Kathleen McGrath

DocuSigned by:

200BA3E880C2400
Sharon O'Sullivan

DocuSigned by:

009778A43F50427
Elizabeth Whitney

DocuSigned by:

C53F4F6C6610460
Laura Coppola

DocuSigned by:

F7000A1113FF409
Michael LaRocca

DocuSigned by:

0FC667F07020440
Elizabeth McInerney

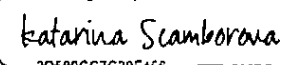
DocuSigned by:

30400C667C30F460
Katarina Scamborova

Exhibit B

Affidavit of Publication of the Declaration

AFFIDAVIT OF PUBLICATION

STATE OF MISSOURI
COUNTY OF JACKSON

} S.S.

Page 1 of 2

Before the undersigned Notary Public personally appeared **Angela Bridgewater** on behalf of **THE DAILY RECORD, KANSAS CITY** who, being duly sworn, attests that said newspaper is qualified under the provisions of Missouri law governing public notices to publish, and did so publish, the notice annexed hereto, starting with the **October 04, 2021** edition and ending with the **October 25, 2021** edition, for a total of 4 publications:

10/04/2021 10/11/2021 10/18/2021
10/25/2021

DECLARATION OF INTENTION TO REDOMESTICATE AND AMENDED AND RESTATED ARTICLES OF INCORPORATION OF NORTH AMERICAN ELITE INSURANCE COMPANY

We, the undersigned directors of North American Elite Insurance Company, a New Hampshire corporation, being natural persons over the age of eighteen (18), and constituting the entire board of directors of such corporation, do hereby state our intention to redomesticate North American Elite Insurance Company to the State of Missouri as a property and casualty stock insurance company in the manner provided in and pursuant to section 375.908, RSMo, and the regulations promulgated pursuant thereto by amending and restating the articles of incorporation of North American Elite Insurance Company to comply with the requirements of sections 379.010 to 379.065, RSMo of the Missouri Insurance Code.

The Amended and Restated Articles of Incorporation of North American Elite Insurance Company set forth below and made a part of this Declaration of Intention to Redomesticate have been approved, respectively, by the sole shareholder and by the board of directors of North American Elite Insurance Company.

ARTICLE I

The name of the corporation shall be North American Elite Insurance Company.

ARTICLE II

The Corporation shall continue its corporate existence without interruption as a corporation from its original date of incorporation on December 28, 1987.

ARTICLE III

The duration of the Corporation is perpetual.

ARTICLE IV

The principal place of business of the Corporation in Missouri shall be 1200 Main Street, Suite 800, Kansas City, Missouri. The executive and adminis-

Angela Bridgewater

Angela Bridgewater

Subscribed & sworn before me this 25th day of Oct, 2021
(SEAL)

Chanel Jones

Notary Public

CHANEL JONES
Notary Public - Notary Seal
State of Missouri
Commissioned for St. Louis County
My Commission Expires: August 08, 2022
Commission Number: 14397721

AFFIDAVIT OF PUBLICATION

Page 2 of 2

trative office shall be within or without the State of Missouri as designated by its Board of Directors.

ARTICLE V

The Corporation shall have the power and authority necessary and incidental to carry out its corporate purposes, including but not limited to, having all the powers and authority granted to like property and casualty stock insurers as authorized under Chapter 379 RSMo, as amended, and other applicable laws of the State of Missouri as currently provided, or as may be provided by subsequent legislative acts.

The Corporation shall also have the power and authority to conduct any other businesses and engage in any other activities not specifically prohibited to corporations for profit or insurance companies under the laws of the State of Missouri, and the Corporation shall have all powers necessary to conduct such businesses and engage in such activities, including, but not limited to, the powers enumerated in the General and Business Corporation Law of Missouri or any amendment thereto to the extent the same are not inconsistent with or in conflict with sections 379.010 to 379.065, RSMo of the Missouri Insurance Code.

ARTICLE VI

The Corporation shall have authority to issue Forty Thousand (40,000) shares of Common Stock having a par value of One Hundred Dollars (\$100.00) per share, any part of which shall be issued in such manner as the board of directors may declare and as permitted by law. Thirty-five Thousand (35,000) shares of Common Stock have been issued and are outstanding and fully paid up in cash, amounting to Three Million Five Hundred Thousand Dollars (\$3,500,000) in aggregate capital. These Articles do not effect an exchange, reclassification, or cancellation of issued shares, nor do they effect a change in the amount of stated capital of the Corporation.

ARTICLE VII

The corporate powers of the Corporation shall be vested in a Board of Directors and shall be exercised by the Board and through such officers, agents, employees, and committees, as the Board may, in its discretion, from time to time designate and empower.

The Board shall have the power from time to time to make, amend, or repeal such by-laws, rules, and regulations for the transaction of the business of the Corporation as the Board may deem expedient and as are not inconsistent with these Articles of Incorporation or the constitution or other laws of the State of Missouri.

ARTICLE VIII

The Board of Directors shall consist of not less than nine (9) and not more than twenty-five (25) persons, elected as provided in the by-laws of the Corporation. Meetings of the Board of Directors shall be held at such time and place, and upon such notice, as shall be prescribed by the by-laws of the Corporation.

ARTICLE IX

The names and addresses of the Corporation's directors are as follows:

Name, Address
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Sharon M. O'Sullivan, 175 King Street, Armonk, NY 10504
Katarina Scamborova, 1301 Avenue of the Americas, NY, NY 10019
Elizabeth Whitney, 222 West Adam Street, Chicago, IL 60606

ARTICLE X

The liability of the directors of the Corporation shall be limited to the

fullest extent permitted by Missouri law as currently provided, or as may be provided by subsequent legislative acts.

The Corporation shall indemnify the officers and directors of the Corporation from any liability incurred by them as shall be prescribed by the by-laws of the Corporation.

ARTICLE XI

The Corporation reserves the right, at any time and from time to time, to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner prescribed by law; and all rights conferred upon shareholders, directors, or any other persons whomsoever by and pursuant to the Articles of Incorporation in their present form or as hereafter amended are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, have made and subscribed this Declaration of Intention to Redomesticate and Amended and Restated Articles of Incorporation, for the foregoing uses and purposes, this 29th day of

September, 2021.

Ivan Gonzalez
Robin LaFollette
Kathleen McGrath
Sharon O'Sullivan
Elizabeth Whitney
Laura Coppola
Michael LaRocca
Elizabeth McInerney
Katarina Scamborova
12041074 Jackson Oct. 4, 2021

Exhibit C

Attorney General Certification to Insurance



ATTORNEY GENERAL OF MISSOURI
JEFFERSON CITY

ERIC S. SCHMITT

ATTORNEY GENERAL

P.O. Box 899
(573) 751-3321

65102

December 28, 2021

Ms. Christie Kincannon
Missouri Department of Commerce and Insurance
301 West High Street, Room 530
Jefferson City, Missouri 65102

Re: Declaration of Articles of Incorporation and Affidavit of Publication on
behalf of North American Elite Insurance Company

Dear Ms. Kincannon,

The undersigned, having reviewed the attached Declaration of Articles of Incorporation and Affidavit of Publication on behalf of North American Elite Insurance Company, dated November 4, 2021, certifies the declaration is in accordance with sections 379.010 to 379.670, RSMo, and is not inconsistent with the constitution and laws of this state or the United States.

Sincerely,

ERIC S. SCHMITT
Attorney General

A handwritten signature in cursive script, appearing to read "Jason Lewis", is positioned above the printed name.

Jason Lewis
Chief Counsel of Governmental Affairs

Enclosures



DEPARTMENT OF COMMERCE & INSURANCE

P.O. Box 690, Jefferson City, Mo. 65102-0690

DIRECTOR'S CERTIFICATE

RE: Attorney General's Certification, Declaration of Intention to Redomesticate and Amended and Restated Articles of Incorporation, and Affidavit of Publication of North American Elite Insurance Company

I hereby certify that the attached Declaration of Intention to Redomesticate and Amended and Restated Articles of Incorporation, Affidavit of Publication and Attorney General's Certification are true and accurate documents filed and recorded in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of my office, this
29th day of December, 2021.



Chlora Lindley-Myers
Chlora Lindley-Myers, Director

STATE OF MISSOURI



John R. Ashcroft
Secretary of State

CERTIFICATE OF CONVERSION

WHEREAS, a Certificate of Conversion of the following entity:

NORTH AMERICAN ELITE INSURANCE COMPANY - 000002674

CONVERTING INTO:

NORTH AMERICAN ELITE INSURANCE COMPANY - 1001401460

Organized and existing under the laws of Missouri have been received, found to conform to Law and filed.

NOW, THEREFORE, I, Missouri, Secretary of State of the State of Missouri, issue the Certificate of Conversion, certifying that the conversion of the aforementioned entity is effected, with

NORTH AMERICAN ELITE INSURANCE COMPANY - 1001401460

As the newly formed entity, pursuant to Chapter 379 RSMO.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 29th day of December, 2021.


Secretary of State

