

P29354

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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MAIL

(Business Entity Name)

(Document Number)

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Certificates of Status

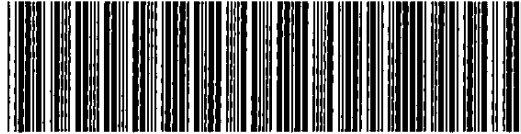


Special Instructions to Filing Officer:

Office Use Only

Certification accepted
due to on going process.

Only Certification Supporting
the Redomestication on File
as other aspects of the
Restated Articles not



800075360328

06/05/06--01047--014 **52.50

FILED
06 JUN -5 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment

(Change of
Domicile)

Sp

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Guaranty National Insurance Company
(Name of Corporation)

DOCUMENT NUMBER: P29354

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Belinda Smith

(Name of Contact Person)

Royal & SunAlliance

(Firm/Company)

9300 Arrowpoint Blvd.

(Address)

Charlotte, NC 28273

(City/State and Zip Code)

For further information concerning this matter, please call:

Belinda Smith

(Name of Contact Person)

at (704)

522-3331

(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)

P29354

(Document number of corporation (if known))

1. Guaranty National Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. Colorado 3. 5/16/90 (Reinstated 10/25/01)
(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.
Connecticut
(New jurisdiction)

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

Dennis T. Haver
(Typed or printed name of person signing)

Vice President
(Title of person signing)

FILED
06 JUN -5 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



State of Connecticut

Insurance Department

FILING #0003088556 PG 01 OF 42 VOL B-00550
FILED 12/29/2005 08:30 AM PAGE 00532
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

This is to Certify, that

- the redomestication of Guaranty National Insurance Company, Pursuant to Section 38a-58a Connecticut General Statutes, is approved, and
- the attached Certificate of Redomestication and Amended and Restated Certificate of Incorporation effecting its change of domicile are also approved.

Witness my hand and official seal, at HARTFORD,

This 28th day of December, 2005


Insurance Commissioner

CERTIFICATE OF REDOMESTICATION

INSURANCE COMPANY REDOMESTICATION TO CONNECTICUT

Office of the Secretary of the State
30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 / Rev. 10/01/2004

Certificate of Authorization from Insurance Commissioner and a certified copy of the original Articles of Incorporation must be filed with this certificate.

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FILING #0003088356 PG 02 OF 42 VOL. B-00850
FILED 12/29/2005 08:30 AM PAGE 00539
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

1. NAME OF INSURANCE COMPANY:

Guaranty National Insurance Company

2. CHARTER HISTORY OF CORPORATION (including date and place of incorporation, name change information and information regarding change of domicile state):

Guaranty National Insurance Company was incorporated in Colorado on March 20, 1973 as New Guaranty National Insurance Company.

On March 23, 1973, the company changed its name to Guaranty National Insurance Company.

The redomestication is part of a program to consolidate Royal & SunAlliance USA, Inc.'s insurance carriers into a fewer number of states to simplify the regulatory process.

3. APPROVALS:

The corporation's redomestication to Connecticut was approved by the Insurance Commissioner of the State of

Colorado

(State from which corporation is redomesticating)

The corporation's redomestication was approved by the Insurance Commissioner of the State of Connecticut as demonstrated by such Commissioner's Certificate of Approval included herewith.

(Please reference an 8 1/2 X 11 attachment if additional space is needed)

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FILING #0003083356 PG 03 OF 42 VOL B-00850
FILED 12/29/2005 08:30 AM PAGE 00540
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

4. VOTE INFORMATION (check and complete A. or B.):

X A.

The insurance company has authority to issue capital stock. The resolution of redomestication was adopted by its board of directors and approved by its shareholders as follows (provide at minimum the total number of shareholder votes cast in favor of the resolution and the total number of votes cast against the resolution or if no shareholder approval was required, provide a statement to that effect):

The shareholder and the board of directors adopted the attached Certificate of Redomestication of Guaranty National Insurance Company by action by written consent on November 17, 2005.

The shareholder voted all of its shares of common stock.

B.

The corporation is a mutual insurance company. The resolution of redomestication was adopted by its board of directors and approved by its members as follows (provide at minimum the total number of member votes cast in favor of the resolution and the total number of votes cast against the resolution or if no membership approval was required, provide a statement to that effect):

5. CERTIFICATE OF INCORPORATION:

The corporation's amended and restated Certificate of Incorporation is attached hereto.

6. EXECUTION:

Signed this 1st day of December, 2005

Judy S. Spitzer

Assistant Secretary

Print or type name of signatory

Capacity of signatory

Signature

**CERTIFICATE OF REDOMESTICATION
OF
GUARANTY NATIONAL INSURANCE COMPANY**

Guaranty National Insurance Company ("the Company"), a corporation organized under the laws of Colorado, pursuant to action by the Company's Board of Directors and Shareholder, as appropriate, and the approvals of the Commissioners of Insurance of the States of Colorado and Connecticut, respectively, do make and acknowledge and verify this *Certificate of Redomestication* for the purpose of redomesticating the Company from the State of Colorado to the State of Connecticut.

FIRST: The name of the Company is Guaranty National Insurance Company.

SECOND: The total number of shares of all classes which the corporation has authority to issue is Two Million (2,000,000) shares of Common Stock.

THIRD: The street address of the Company's initial registered office and the registered agent at that office shall be:

The Corporation Service Company
50 Weston Street, Hartford, CT 06120

FOURTH: Any provision that is under Sections 33-600 to 33-998, inclusive, is required or permitted to be set forth in the bylaws.

EXCERPT FROM UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
GUARANTY NATIONAL INSURANCE COMPANY
DATED DECEMBER 1, 2005

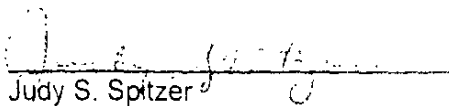
WHEREAS, the Board of Directors has determined it is in the best interest of the Company to redomesticate the Company from Colorado to Connecticut and adopt the Certificate of Redomestication as described in the following resolutions; be it and it hereby is

RESOLVED, that the Company shall adopt the Certificate of Redomestication substantially in the form attached hereto as Exhibit A, providing for the Company to redomesticate the Company from Colorado to Connecticut; and

FURTHER RESOLVED, that any officer of the Company be, and each of them individually hereby is, authorized, directed and empowered in the name and on behalf of the Company to take any and all such further action, to execute and deliver all such further instruments, documents, certificates and undertakings in the name and on behalf of the Company and to pay fees, expenses and costs as are necessary, advisable or appropriate in order to carry out the intent and accomplish the purposes of each of the foregoing resolutions.

Charlotte, North Carolina
December 1, 2005

Certified a true copy and still
in full force and effect.


Judy S. Spitzer
Assistant Corporate Secretary

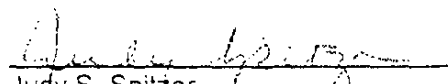
EXCERPT FROM UNANIMOUS WRITTEN CONSENT
OF THE SHAREHOLDER OF
GUARANTY NATIONAL INSURANCE COMPANY
DATED NOVEMBER 17, 2005

WHEREAS, the Shareholder has determined it is in the best interest of the Company to redomesticate the Company from Colorado to Connecticut and adopt the Certificate of Redomestication as described in the following resolution; be it and it hereby is

RESOLVED, that the Company shall adopt the Certificate of Redomestication substantially in the form attached hereto as Exhibit A, providing for the Company to redomesticate the Company from Colorado to Connecticut.

Charlotte, North Carolina
December 1, 2005

Certified a true copy and still
in full force and effect.


Judy S. Spitzer
Assistant Corporate Secretary