

F00000000 1842

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

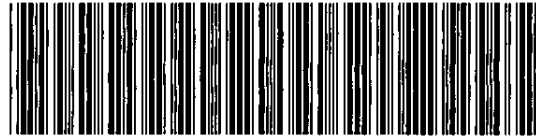
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800115752578

FILED
08 MAR -3 PM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01/25/08--01006--001 **43.75

NC
DOB
4/3



FACSIMILE COVER SHEET

TO: **KAREN GIBSON** FAX #: (850) 245-6897
Florida Department of State

FROM: Erin Hennessey # OF PAGES: 3, incl. cover page
Compliance Analyst

DATE: March 31, 2008

RE: Check re: Name Change
From General Agents Insurance Company of America, Inc.
to Montpelier U.S. Insurance Company

Karen,

Per our conversation and your voice mail message, attached please find a copy of the cancelled check

IMPORTANT – PLEASE DELIVER IMMEDIATELY

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: General Agents Insurance Company of America, Inc.
(Name of Corporation)

DOCUMENT NUMBER: F00000001842

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Erin M. Hennessey

(Name of Contact Person)

Montpelier U.S. Insurance Company

(Firm/Company)

One Constitution Plaza, 5th Floor

(Address)

Hartford, CT 06103

(City/State and Zip Code)

For further information concerning this matter, please call:

Erin Hennessey

(Name of Contact Person)

at (860) 838-4465

(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

ROB HENRY
Called 3/5 + spoke with

acknowledgment
sent 4/1/08

Erin
Checking with
BANK to send
check

608 14613

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 MAR -3 AM 8:00

RECEIVED



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 21, 2008

ERIN M. HENNESSEY
MONTPELIER US INSURANCE COMPANY
ONE CONSTRUCTION PLAZA, 5TH FL
HARTFORD, CT 06103

SUBJECT: GENERAL AGENTS INSURANCE COMPANY OF AMERICA,
INCORPORATED

Ref. Number: F00000001842

We have received your document for GENERAL AGENTS INSURANCE COMPANY OF AMERICA, INCORPORATED. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$43.75. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist Supervisor

Letter Number: 608A00016773

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)

F00000001842

(Document number of corporation (if known))

1. General Agents Insurance Company of America, Inc.

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

2. Oklahoma

(Incorporated under laws of)

3. April 3, 2000

(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? November 28, 2007

5. Montpelier U.S. Insurance Company

(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.

(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)

Robert W. Heagney

(Typed or printed name of person signing)

Secretary

(Title of person signing)

FILED
08 MAR -3 AM 8:12
CLERK OF STATE
TALLAHASSEE, FLORIDA

OFFICE OF THE SECRETARY OF STATE



CERTIFIED COPY OF ONE PARTICULAR
DOCUMENT

CERTIFICATE

I THE UNDERSIGNED, Secretary of State, of the State of Oklahoma do hereby certify that, to the date of this certificate, the attached is a true and correct copy of the document on file as described below of:

NAME OF ENTITY
MONTPELIER U.S. INSURANCE COMPANY

DOCUMENT TYPE
Restated Certificate Of Incorporation

DOCUMENT FILING DATE
November 28, 2007



IN TESTIMONY WHEREOF, I hereunto set my hand and affixed the Great Seal of the State of Oklahoma, done at the City of Oklahoma City, this 8th, day of January, 2008.

M. Susan Savage

Secretary Of State

OFFICE OF THE SECRETARY OF STATE



**RESTATED
CERTIFICATE OF INCORPORATION**

WHEREAS, the Restated Certificate of Incorporation of

MONTPELIER U.S. INSURANCE COMPANY

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



*Filed in the city of Oklahoma City this
28th day of November, 2007.*

M. Susan Savage

Secretary of State

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
GENERAL AGENTS INSURANCE COMPANY OF AMERICA, INC.**

STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA) ss

TO: Honorable Kim Holland
State Insurance Commissioner
State of Oklahoma

**FINANCIAL DIVISION
APPROVED AS TO FORM**

NOV 15 2007

TO: Honorable Susan Savage
Secretary of State
State of Oklahoma

**INSURANCE COMMISSIONER
OKLAHOMA**

ES 11/15/07

KNOW ALL MEN BY THESE PRESENTS:

THAT, the undersigned officer, being a person legally authorized to file this document that was adopted by the sole shareholder as the Amended and Restated Certificate of Incorporation:

ARTICLE 1

As Amended:

The name of the corporation is amended to: Montpelier U.S. Insurance Company (the "Corporation").

ARTICLE 2

As Amended:

The principal place of business of this Corporation shall be located in Oklahoma City, Oklahoma, and the Corporation may transact business in all counties and states in the United States in which it may be subsequently qualified to do business.

ARTICLE 3

As Amended:

The name and address of the Corporation's agent in Oklahoma upon whom all process in any action or proceeding may be served is National Registered Agents Inc. of Oklahoma, 115 Southwest 89th Street, Oklahoma City, Oklahoma County, Oklahoma 73139-8505.

ARTICLE 4

As Restated:

11/28/2007 11:44 AM

OKLAHOMA SECRETARY OF STATE



SOS



The duration of this Corporation shall be perpetual.

ARTICLE 5

As Restated:

This Corporation is formed to engage in the writing of the kinds of insurance authorized by Title 36 O.S. 1971 Sec. 704 "Property Insurance" as therein defined; Title 36 O.S. 1971 Sec. 707 "Casualty Insurance" as therein defined, authorized and permitted under the provisions of the Oklahoma Insurance Code and used for the transaction of any business that is necessary or desirable to be transacted in connection with such insurance business. The Corporation shall have all the powers granted to it under Oklahoma statutes together with any additional powers which may subsequently be granted by amendment of or addition to such statutes.

ARTICLE 6

As Restated:

This Corporation is a stock company and not a mutual company. The amount of total authorized capital is divided into four million (4,000,000) shares of common stock of the par value of one (\$1.00) dollar per share. Each shareholder of common stock shall be entitled to cast one vote for each share of stock standing in his, her or its name on the books of the Corporation. The stock shall be non-assessable.

ARTICLE 7

As Amended:

The affairs and business of the Corporation shall be managed, controlled and conducted by the Board of Directors, the number of which shall be fixed from time to time by resolution of the Board of Directors but shall be composed of not less than three (3) or more than nine (9) directors.

ARTICLE 8

As Amended:

The bylaws may be altered, amended or repealed, or new bylaws may be made, by the shareholders entitled to vote thereon at any annual or special meeting thereof or by the Board of Directors.

ARTICLE 9

As Restated:


The Board of Directors shall have the power to amend the Certificate of Incorporation, subject to the requirements of the Oklahoma Statutes.

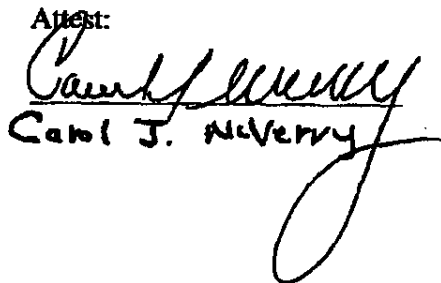
- (a) That, pursuant to a written consent dated November 1, 2007, a resolution adopting and recommending approval by the sole shareholder of the proposed amendments to the Certificate of Incorporation of said Corporation were adopted by the Board of Directors.
- (b) That, thereafter, pursuant to a written consent dated November 1, 2007, the necessary number of shares as required by statute were voted in favor of the amendments as follows:

Class	No. of Shares	Voted For	Voted Against
Common	4,000,000	4,000,000	0

IN WITNESS WHEREOF, we have signed this Certificate and caused the corporate seal of the Corporation to be hereunto affixed this 1st day of November, 2007.

GENERAL AGENTS INSURANCE
COMPANY OF AMERICA, INC.

By 
Richard R. Nenaber
President

Attest:

Carl J. McVerry