

D26844

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AUG 18 2016

C. CARROTHERS

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** SeaBright Insurance Company

\_\_\_\_\_  
Name of Corporation

**DOCUMENT NUMBER:** P26864

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Nadja Stavenhagen

\_\_\_\_\_  
Name of Contact Person

Enstar (US) Inc.

\_\_\_\_\_  
Firm/Company

411 Fifth Avenue, 5th Floor

\_\_\_\_\_  
Address

New York, NY 10016

\_\_\_\_\_  
City/State and Zip Code

nadja.stavenhagen@enstargroup.com —

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

For further information concerning this matter, please call:

Eseogie Igiebor

\_\_\_\_\_  
Name of Contact Person

at ( 212 ) 790-4712  
\_\_\_\_\_  
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)**

P26864

(Document number of corporation (if known))

1. SeaBright Insurance Company

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

2. Texas

Illinois -

(Incorporated under laws of)

3. July 27, 1996

(Date authorized to do business in Florida)

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TALLAHASSEE, FLORIDA  
21 AUG 08 AM 8:52

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**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. SeaBright 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)

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.

Texas

(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.

N Stavenhagen

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

Nadja Stavenhagen

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)



## TEXAS DEPARTMENT OF INSURANCE

Financial Regulation Division - Company Licensing and Registration (305-2C)  
333 Guadalupe, Austin, Texas 78701 ★ PO Box 149104, Austin, Texas 78714-9104  
(512) 676-6400 | F: (512) 490-1035 | (866) 554-4926 | TDI.texas.gov | @TexasTDI

STATE OF TEXAS       §  
                                  §  
COUNTY OF TRAVIS   §

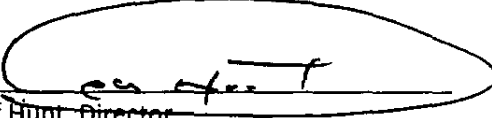
The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Company Licensing and Registration Office of the Texas Department of Insurance.

Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Company Licensing and Registration Office of the Texas Department of Insurance.

Amendment to articles of incorporation for Seabright Insurance Company, Dallas, Texas, dated May 20, 2016, altogether consisting of eight (8) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 1st day of July, 2016.

DAVID C. MATTAX  
COMMISSIONER OF INSURANCE

BY:   
Jeff Hunt, Director  
Company Licensing and Registration Office  
Commissioner's Order No. 10-1042





## TEXAS DEPARTMENT OF INSURANCE

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Reference ID: 1000588

Sent via email: [REDACTED]

### Official Action of the Texas Department of Insurance

Date: May 20, 2016

Re: SeaBright Insurance Company  
Chicago, Illinois  
IDI License No. 39070

#### Redomestication and Amended Certificate of Authority

Texas Department of Insurance staff have reviewed the application of SeaBright Insurance Company ("company"), to redomesticate to Texas and for an amended certificate of authority, changing its home office to Dallas, Texas.

Based upon the documents submitted and the representations made, the company has complied with all applicable requirements to redomesticate to Texas.

The company's application to redomesticate from Illinois to Texas is approved, in accordance with Tex. Ins. Code Ch. 983. Further, an amended certificate of authority should be issued to SeaBright Insurance Company, Dallas, Texas.

David C. Mattax  
Commissioner of Insurance

Jeff Hunt, Director  
Company Licensing and Registration Office  
Licensing Services Section  
Financial Regulation Division  
Commissioner's Order No. 3632

Recommended by:

Stacey Kurazawa, Insurance Specialist  
Company Licensing and Registration Office  
Licensing Services Section  
Financial Regulation Division



## Texas Department of Insurance

FIN322 | 0315

Financial Regulation Division - Company Licensing and Registration (305-2C)  
333 Guadalupe, Austin, Texas 78701 \* PO Box 149104, Austin, Texas 78714-9104  
(512) 676-6400 | F: (512) 490-1035 | (866) 554-4926 | TDI.texas.gov | @TexasTDI

### Articles of Incorporation for a Texas Domestic P&C Company

☐ Original ☒ Restatement

Name:

Company Name: SeaBright Insurance Company

Statutory Address:

☐ Principal Place of Business ☒ Service of Process (if books and records are out of state)

Street Address: C T Corporation System, 1999 Bryan Street, Suite 900.

City Dallas State Texas Zip Code 75201

Board of Directors (not less than 7 directors):

Full Name (Last Name, First Name, Middle Initial)	Address (City, State, Zip Code)
Miu, Jennifer	411 Fifth Avenue, 5th Floor, New York, NY 10016
Nichols, Thomas, J.	150 2nd Avenue North, Third Floor, St. Petersburg, FL 33701
Brockman, Paul, M.J.	150 2nd Avenue North, Third Floor, St. Petersburg, FL 33701
Redpath, Robert, F.	411 Fifth Avenue, 5th Floor, New York, NY 10016
Sheehan, Michael, W.	411 Fifth Avenue, 5th Floor, New York, NY 10016
Traczyk, Cynthia, J.	190 South LaSalle Street, Suite 1400, Chicago, IL 60603
Seelinger, Richard, W.	1111 Third Avenue, Suite 1450, Seattle, WA 98101

Authorized Shares :

Par Value (value of each share not less than \$1 and no more than \$100)

What is the number of shares authorized? 60,000

What is the par value of each share? \$100

What is the total number of par value shares prescribed and issued? 35,000

What is the total consideration received for such shares? 6,000,000

No Par Value

What is the number of shares authorized? N/A

What is the total number of No-Par value shares prescribed and issued? N/A

Incorporators must submit a certificate authenticated by majority of directors stating that shares are without par value and the consideration received for such shares.

**Capital Stock and Surplus:**

Does the Company have and commit to maintain:

1. At least \$2.5 million dollars cash in capital stock?

☐ No ☒ Yes

2. At least \$2.5 million dollars in surplus cash?

☐ No ☒ Yes**Name of Incorporator(s)-must be residents of Texas:**

Full Name (Last Name, First Name, Middle Initial)	Address (City, State, Zip Code)
<b>N/A as company is not incorporating but</b>	<b>re-domesticating to TX</b>

**Supplemental Provisions/Additional Information:**

Note Exhibits:

**Please find attached a copy of the Articles of Incorporation of SeaBright Insurance Company attached hereto as Exhibit A.**

~~Officers~~  
~~Incorporator(s)~~ Affidavit:

The ~~incorporator~~<sup>Officers</sup> must swear under oath and acknowledge that the ~~incorporator~~<sup>Officers are</sup> is familiar with the insurance laws and regulations of Texas and that the articles of incorporation are compliant with Texas Insurance Code Ch 822 and Ch 861; that the capital stock and surplus cash is bona fide property of the company and that the information in the articles of incorporation is true and correct

The ~~incorporator~~<sup>Officers</sup> Jennifer Miu, Thomas Nichols  
and Thomas Balkan acting in good faith hereby swears and certifies the following information:

The capital stock and surplus cash is bona fide property of the company and meets the requirements set forth by the Texas Insurance Code

The information in the articles of incorporation is true and correct;

The ~~proposed~~ officers, board of directors, and managing head of the company have sufficient insurance experience, ability, standing, and good record to make successes of the proposed company probable.

If all of the shares without par-value have not been authorized and paid for, and in regards to future issuance of such shares the Company will submit a certificate authenticated by the majority of the board of directors stating that the shares are without par-value and the consideration received for such shares.

If all of the par-value shares have not been authorized and paid for, and in regards to future issuance of such shares the Company will submit a certificate authenticated by the majority of the board of directors stating the total number of shares issued.

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_



## **AMENDED AND RESTATED ARTICLES OF INCORPORATION**

Pursuant to Texas Insurance Code Chapter 822 and Chapter 861 the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

Article 1. The name of the corporation shall be SealBright Insurance Company. The corporation's does not have a principal business office location in Texas; its location of service of process shall be CT Corporation System, 1999 Bryan Street, Suite 900, Dallas County, Texas. The Company's principal place of business shall be 1111 Third Avenue, Suite 1450, Seattle, WA 98101.

Article 2. The corporation was organized, pursuant to the provisions of Chapter 379 RSMo., Insurance Other Than Life, on July 26, 1986, reorganized pursuant to the provisions of the Illinois Insurance Code 215 ILCS 5/1 et seq. and subsequently reorganized pursuant to Texas Insurance Code Chapter 822 and Chapter 861.

The purpose for which the corporation is formed is to engage in property and casualty insurance business in the State of Texas in compliance with Chapter 822 of the Texas Insurance Code and all other applicable terms and provisions of the Texas Insurance Code.

Article 4. The corporation shall be bound by all terms and provisions of the Texas Insurance Code applicable to similar domestic companies organized or incorporated thereunder.

Article 5. The authorized capital shall be \$6,000,000.00 to consist of 60,000 common shares of a par value of \$100.00, in accordance with Section 822.055 of the Texas Insurance Code. The Corporation shall have at all times at least Two Million Five Hundred Thousand Dollars

(\$2,500,000) in capital and Two Million Five Hundred Thousand Dollars (\$2,500,000) in surplus, as required by Section 822.054 of the Texas Insurance Code. The common shares issued and outstanding may be increased from time to time within the limits of the capital authorized by this Article, in accordance with the provisions of the Texas Insurance Code which relate thereto.

Article 6. The corporate powers shall be exercised by a Board of Directors. The Board of Directors shall consist of not less than seven directors in accordance with Section 822.152 of the Texas Insurance Code. The number of directors to be selected within the minimum limits set forth herein, shall be as provided in the By-laws, and the number of directors may be increased or decreased, however not below seven, from time to time by amendment of the By-laws. The Board of Directors shall be elected by the stockholders of the corporation at the annual meeting. In all elections for directors each stockholder shall have the right to vote in person or by proxy the number of shares owned by him for as many persons as there are directors to be elected or to cumulate such shares and give one candidate as many votes as the number of directors multiplied by the number of shares of stock shall equal, or to distribute them on the same principle among as many candidates as he may desire. A director shall serve until the director's successor is elected and accepts the position in accordance with Section 822.152 of the Texas Insurance Code. The stockholders shall meet before May 1 of each year as provided by the Company's By-laws to elect successors and directors. If the shareholders do not elect directors at an annual meeting the shareholders may elect the directors at a special shareholders meeting called for that purpose. Not later than the 30<sup>th</sup> day before the date of the special meeting, the shareholders must publish notice of the meeting in a newspaper of general circulation in the county in which the principal office of the company is located in accordance with Section 822.153 of the Texas Insurance Code. The directors are authorized to fill any vacancy that may occur during the year,

between shareholder meetings. The directors are required to keep a full and correct record of all board transactions.

Article 7. The Board of Directors shall adopt By-laws and regulations as necessary to conduct the Company's business. The directors shall elect corporate officers in accordance with its By-laws. The elected President of the Company must also be a director. The Board of Directors has full control and management of the Company pursuant to Section 861.151 of the Texas Insurance Code. A majority of the board is a quorum. The Company may issue both participating and non-participating policies. The Board of Directors shall have the power to determine the amount and manner of payment of dividends to the holders of participating policies. Such dividends shall be in accordance with such rates and rules and applicable to such kind or kinds of insurance as may be determined by the Board of Directors, which shall have the power to adopt any By-laws pertaining to such declaration and payment which in the judgment of the said Board of Directors seem necessary or desirable.

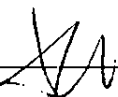
Article 8. The fiscal year shall commence January first and terminate December thirty-first of each year.

Article 9. The duration of the corporation shall be perpetual.

Article 10. The foregoing Amendment to the Articles of Incorporation (as amended) was adopted by the sole shareholder of the Company on April, 20, 2016.


IN WITNESS WHEREOF, we have subscribed our names and caused the seal of SeaBright Insurance Company to be affixed this 20<sup>th</sup> day of April, 2016.

Jennifer Miu



President

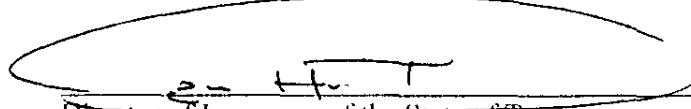
(SEAL)



*Thomas J. Balkan*

Thomas J. Balkan  
Secretary

Approved this 12 day of Mar, 2016

  
Director of Insurance of the State of Texas