

Stock Corporation - Application for an Amended Certificate of Authority

Entity Information				
Entity Name:	North American Elite Insurance Company	Entity Type:	Stock Corporation	
Entity ID:	F1489113	VA Qualification Date:	10/30/2001	
Status:	Active			
Business Type				
Industry Code:	30 - Insurance Companies			
Duration				
Perpetual(never)				
Authorized Shares				
Total Shares:	40000			
Jurisdiction of Formation and Date of Formation				
Jurisdiction (Country):	United States			
Jurisdiction (State):	Missouri			
Date of Formation:	04/21/2022			
Name				
Name in jurisdiction of formation, with no additions or changes.				
Amendment Type				
Amendment Type:	Jurisdiction of Formation, Authorized Shares			
Signature Information				
Date Signed: 04/21/2022				
Entity Name	Entity Type	Printed Name	Signature	Title
North American Elite Insurance Company	Stock Corporation	Greg Mischlich	Greg Mischlich	Assistant Secretary

April 20, 2022

VIA CLERK'S INFORMATION SYSTEM

Office of the Clerk
Virginia State Corporation Commission
1300 E. Main St., 1st Floor
Richmond, VA 23219

Re: North American Elite Insurance Company (to be renamed "Swiss Re Corporate Solutions Elite Insurance Corporation") (SCC#F1489113) (the "Applicant") – Filing of an Application for an Amended Certificate of Authority

To Whom It May Concern:

On behalf of our client North American Elite Insurance Company (SCC ID F1489113), please find attached an Application for an Amended Certificate of Authority to Transact Business in Virginia (Form SCC760/922). We hereby request next day service on processing this filing.

This application reflects the redomestication of the Applicant from New Hampshire to Missouri, which became effective on December 29, 2021.

Thank you for your assistance with this matter. Please do not hesitate to contact me at (212) 728-3567 (or by email at jhodges@willkie.com) if you have any questions regarding these applications or need any additional information.

Very truly yours,



John Hodges

STATE OF MISSOURI



John R. Ashcroft
Secretary of State

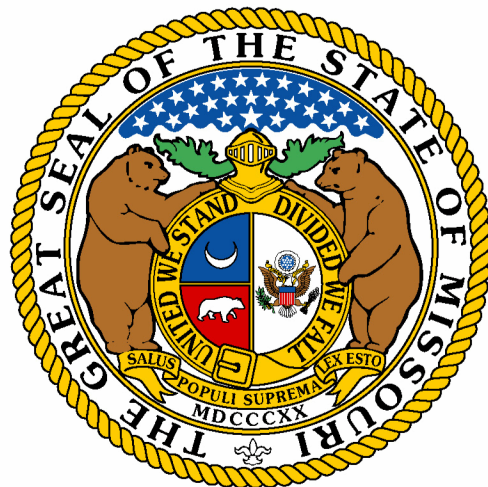
CORPORATION DIVISION
CERTIFICATE OF CORPORATE RECORDS

NORTH AMERICAN ELITE INSURANCE COMPANY
00002674

I, JOHN R. ASHCROFT, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office.

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 8th day of April, 2022.


Secretary of State



Certification Number: CERT-04082022-0076

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

DECLARATION OF INTENTION TO REDEEM
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

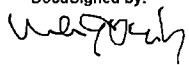
The liability of the directors of the Corporation shall be limited to the fullest extent permitted by Missouri law as currently provided, or as may be provided by subsequent legislative acts.


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:

E22303D0C481404
Ivan Gonzalez


DocuSigned by:

6D9F4F5E6610466...
Laura Coppola


DocuSigned by:

CE996EE85D464FC...
Robin LaFollette

DocuSigned by:

F7DBCA1110FF489...
Michael LaRocca

DocuSigned by:

036F4C98624044E...
Kathleen McGrath

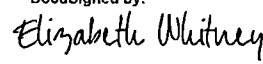
DocuSigned by:

88C867FD7D68440...
Elizabeth McInerney

DocuSigned by:

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Sharon O'Sullivan

DocuSigned by:

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Katarina Scamborova

DocuSigned by:

009770A10F50427...
Elizabeth Whitney

AFFIDAVIT OF PUBLICATION

STATE OF MISSOURI
COUNTY OF JACKSON

} S.S.

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.

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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

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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.

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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

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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



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 that reads "Jason Lewis".

Jason Lewis
Chief Counsel of Governmental Affairs

Enclosures

STATE OF MISSOURI



DEPARTMENT OF COMMERCE & INSURANCE

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

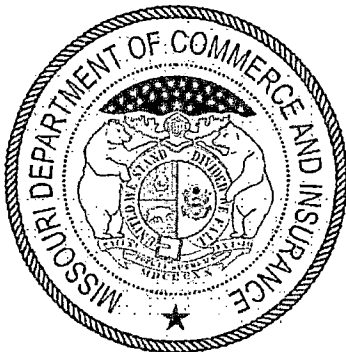
DIRECTOR'S CERTIFICATE

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.

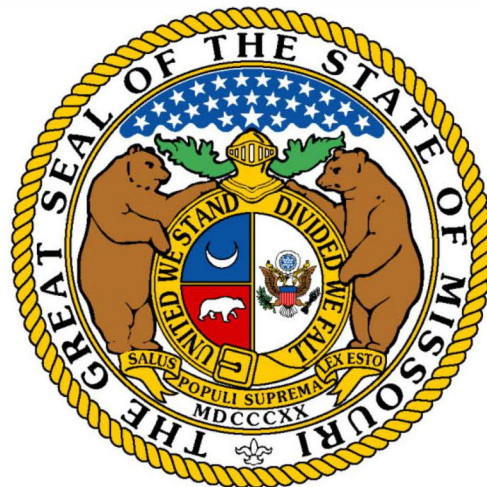
NOW, THEREFORE, I, Missouri, Secretary of State of the State of Missouri, issue the Certificate of Conversion, certifying that the conversion of the aforementioned entity is effected, with

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



**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, APRIL 22, 2022

The State Corporation Commission has found the accompanying application for a amended certificate of authority to transact business in Virginia submitted on behalf of

North American Elite Insurance Company

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

**AMENDED CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS
IN VIRGINIA**

be issued and admitted to record with the application in the Office of the Clerk of the Commission, effective April 22, 2022.

The corporation is authorized to transact business in Virginia, subject to all Virginia laws applicable to the corporation and its business.

STATE CORPORATION COMMISSION

By



Judith Williams Jagdmann
Commissioner