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COR AMND/RESTATE/CORRECT OR O/D RESIGN
ALTERRA REINSURANCE USA INC.

Certificate of Status	0
Certified Copy	0
Page Count	07
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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A CONNECTICUT CORPORATION UNDER THE NAME OF "ALTERRA REINSURANCE USA INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2014, AT 8:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



5666610 8100V

141604395

You may verify this certificate online at corp.delaware.gov/eauthver.shtml

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 1999239

DATE: 12-31-14

Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "ALTERRA REINSURANCE USA INC." FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2014, AT 8:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1999239

DATE: 12-31-14

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:33 AM 12/31/2014
FILED 08:30 AM 12/31/2014
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CERTIFICATE OF CONVERSION

OF

ALTERRA REINSURANCE USA INC.

The undersigned, on behalf of Alterra Reinsurance USA Inc., a Connecticut corporation (the "Company"), does hereby submit this Certificate of Conversion for the purpose of converting to a Delaware corporation.

1. The jurisdiction where the Company was first incorporated is the State of Connecticut.
2. The jurisdiction of the Company immediately prior to filing this Certificate is the State of Connecticut.
3. The date the Company was first incorporated is September 26, 1997.
4. The type of entity of the Company is a corporation and the name of the Company immediately prior to the filing of this Certificate is "Alterra Reinsurance USA Inc."
5. The name of the corporation as set forth in its Certificate of Incorporation filed in accordance with Section 265(b)(2) of the Delaware General Corporation Law is "Alterra Reinsurance USA Inc."

IN WITNESS WHEREOF, the undersigned, being duly authorized to sign on behalf of the Company, has executed this Certificate as of the 31st day of December, 2014.

By: Richard R. Grinnan
Name: Richard R. Grinnan
Title: General Counsel and Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:33 AM 12/31/2014
FILED 08:30 AM 12/31/2014
SRV 141604395 - 5666610 FILE

CERTIFICATE OF INCORPORATION
OF
ALTERRA REINSURANCE USA INC.

The undersigned, for purposes of forming a corporation pursuant to the provisions of the Delaware General Corporation Law (the "DGCL"), does hereby certify as follows:

FIRST: The name of the corporation is *Alterra Reinsurance USA Inc.* (the "Corporation").

SECOND: The street address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street in the City of Wilmington, County of New Castle, 19801, and the name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL. Without limiting in any manner the foregoing, it is specifically provided that the Corporation's purposes shall include engaging in the business of insurance and reinsurance.

FOURTH: The total number of shares of stock which the Corporation is authorized to issue is 50,000. All such shares are to be common stock, \$100.00 par value per share (the "Common Stock"), and are to be of one class.

FIFTH: The name and mailing address of the incorporator are as follows:

Richard R. Grinnan
Markel Corporation
4521 Highwoods Parkway
Glen Allen, VA 23060

SIXTH: The business and affairs of the Corporation shall be managed by, or under the direction of, the Board of Directors (the "Board"). In addition to the powers and authority expressly conferred upon the Board by statute, this Certificate of Incorporation or the bylaws (the "By-Laws") of the Corporation, the Board is hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the DGCL, this Certificate of Incorporation and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the Board that would have been valid if such By-Laws had not been adopted. Unless and except to the extent that the By-Laws shall so require, the election of directors need not be by written ballot.

SEVENTH: A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

EIGHTH: *In furtherance and not in limitation of the general powers conferred by law,* the Board shall have the power to adopt, amend or repeal the By-Laws, subject to the power of the stockholders of the Corporation to adopt, amend or repeal any By-Law whether adopted by them or otherwise.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinabove named, does hereby execute this Certificate of Incorporation as of the 31st day of December, 2014.


Richard R. Grinnan
Incorporator