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PUCCI & GOLDIN, INC.
COUNSELLORS AT LAW

83042

THE HAY BUILDING
123 DYER STREET
PROVIDENCE, RHODE ISLAND 02903
TELEPHONE (401) 861-7400
FAX (401) 861-0954
FOUNDED 1913

January 30, 1995

Sandra Williams
Chief, Corporations Division
Office of the Secretary of State
100 North Main Street
Providence, RI 02903

Re: Redomestication of The Travelers
Indemnity Company of Rhode Island
Now Known As The Travelers Indemnity
Company of Connecticut

Dear Ms. Williams:

Pursuant to our telephone conversation of January 30,
1995, enclosed please find \$10.00 filing fee re: the above.

Thank you.

Very truly yours,

PUCCI & GOLDIN, INC.



Joseph R. Tutalo

JRT:sgc 6689c

Enclosure

RECEIVED
SECRETARY OF STATE
CORPORATE DIVISION
JAN 31 10 07 AM '95

FILED
#35-1360.33



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Business Regulation
INSURANCE DIVISION
233 Richmond Street, Suite 233
Providence, R.I. 02903 - 4233
Telephone No. (401) 277-2223

FAX No. (401) 751- 4887
TDD No. (401) 277- 2223

TO WHOM IT MAY CONCERN:

I, Alfonso E. Mastrostefano, Associate Director and Superintendent of Insurance of the State of Rhode Island, do hereby certify that the attached copies of our letter and Certificate of Compliance, dated December 31, 1994, of

THE TRAVELERS INDEMNITY COMPANY OF CONNECTICUT

are true and correct copies of the originally issued documents.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of this Department this 17th day of January, A.D., 1995.

*Alfonso E. Mastrostefano, CIE
Associate Director and
Superintendent of Insurance*

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
JAN 31 10 07 AM '95



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
DEPARTMENT OF BUSINESS REGULATION
INSURANCE DIVISION

233 RICHMOND STREET, SUITE 233, PROVIDENCE, RI 02903-4233

To Whom it may concern:

The undersigned **Michael A. Bucci**

Insurance Commissioner of the State of Rhode Island, hereby certifies that

The Travelers Indemnity Company of Connecticut

of the City of **Hartford** in the State of **Connecticut**

having complied with the requirements of the laws of this State relating to insurance companies, has been duly admitted, and is fully authorized to transact, through lawfully constituted and licensed resident agents, the business of **all kinds of insurance except life and title**

insurance in said State of Rhode Island.

In Witness Whereof, I hereunto set my hand and
affix the official seal of this Department this **31st**
day of **December**

A.D. 19 **94**


Insurance Commissioner.

This license shall be continuous, unless sooner
revoked or suspended, as provided by law.



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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TDD No. (401) 277- 2223

December 31, 1994

Mr. Frank W. Sadowski
Counsel
The Travelers Companies
Law Department
One Tower Square
Hartford, CT 06183

RECEIVED
SECRETARY OF STATE
CORPORATION
JAN 31 10 08 AM '95

Re: State of Rhode Island Certificate of Compliance

Dear Mr. Sadowski:

The redomestication of The Travelers Indemnity Company of Rhode Island to the State of Connecticut is granted by the Rhode Island Department of Business Regulation dated December 31, 1994.

Pursuant to this approval and the company's name change to The Travelers Indemnity Company of Connecticut, it is with pleasure that we enclose a Certificate of Compliance for The Travelers Indemnity Company of Connecticut.

We wish you success in your operations and if our staff can be of any further assistance, please do not hesitate to call.

Very truly yours,


Michael A. Bucci
Director / Insurance Commissioner

cc: Mr. William Gilligan
Acting Insurance Commissioner
State of Connecticut

CONNECTICUT SECRETARY OF THE STATE

STATE OF CONNECTICUT

INSURANCE DEPARTMENT



RECEIVED
SECRETARY OF STATE
JAN 31 10 05 AM '95

This is to Certify, that

- the redomestication of The Travelers Indemnity Company of Rhode Island, a Rhode Island Corporation, pursuant to Section 38a-58a Connecticut General Statutes is approved, effective midnight, December 31, 1994, and,
- the amendment to the Certificate of Incorporation to substitute The Travelers Indemnity Company of Connecticut in each place that The Travelers Indemnity Company of Rhode Island therein appears is approved, effective midnight, December 31, 1994, and,
- the attached Certificate of Redomestication and Amended and Restated Certificate of Incorporation effecting its change of domicile, name change, and continuation of its original corporate existence are also approved.

Witness my hand and official seal, at Hartford,

this 15th *day of* December 19 94

A handwritten signature in cursive script that reads "William J. Sullivan".

Acting *Insurance Commisioner*

CERTIFICATE

OF

REDOMESTICATION

OF

THE TRAVELERS INDEMNITY COMPANY OF CONNECTICUT

(formerly The Travelers Indemnity Company of Rhode Island)

THE TRAVELERS INDEMNITY COMPANY OF CONNECTICUT (formerly The Travelers Indemnity Company of Rhode Island), hereinafter the "Company", in order to change its domicile from Rhode Island to Connecticut as permitted pursuant to Connecticut Insurance Law Section 38a-58a, certifies as follows:

1. The name of the Company is The Travelers Indemnity Company of Connecticut.
2. The Company was originally incorporated in the State of Rhode Island in May, 1859. Except pursuant to this Certificate, the Company has never attempted to change its domicile state.
3. At the time of incorporation, the Company's name was Equitable Fire and Marine Insurance Company. In 1971 the name of the Company was changed to The Travelers Indemnity Company of Rhode Island. Effective upon redomestication, the name of the Company will change to The Travelers Indemnity Company of Connecticut.
4. By letter dated October 19, 1994, the Insurance Department of the State of Rhode Island approved the Company's request for a change of domicile to Connecticut in accordance with the laws of the State of Rhode Island. The Insurance Department of the State of Connecticut has approved the Company's application to redomesticate to Connecticut in accordance with the laws of the State of Connecticut effective as of midnight December 31, 1994.
5. The Company's plan to redomesticate has been approved by the Company's Board of Directors, and its sole shareholder, pursuant to Conn. Gen. Stat. Section 33-360. No shares are required to be voted as a class. The shareholder's vote was unanimous.

IN WITNESS WHEREOF, the Company has executed this Certificate as of the 14th day of December, 1994, through its undersigned officers, who hereby state under penalties of false statement that the statements contained in this Certificate are correct.

THE TRAVELERS INDEMNITY COMPANY
OF CONNECTICUT (formerly The
Travelers Indemnity Company
of Rhode Island)

By: *C. J. Clarke*
Charles J. Clarke, President

By: *Donald T. DeCarlo*
Donald T. DeCarlo, General
Counsel and Corporate Secretary

COPY OF THE AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

THE TRAVELERS
INDEMNITY COMPANY OF CONNECTICUT

Hartford, Connecticut

AS AMENDED AND RESTATED
DECEMBER 31, 1994

AMENDED AND RESTATED ARTICLES OF INCORPORATION
of
THE TRAVELERS INDEMNITY COMPANY OF CONNECTICUT

First: The name of the corporation is The Travelers Indemnity Company of Connecticut.

Second: The period of its duration is perpetual.

Third: The purpose or purposes which the corporation is authorized to pursue are: to make insurance upon all legal subjects of insurance, except life insurance, including the making of insurances against intentional or other damage to or loss of property of any kind, real or personal, and without any limitation of the powers it now has, said company is generally authorized to become principal, surety, indemnitor, endorser or otherwise bind itself on, or upon, any bond, recognizance, undertaking, guaranty, contract of indemnity, agreement or writing obligatory in the nature thereof, and on or upon, every obligation whatsoever, and to insure persons or corporations against any other casualty or risk which now or hereafter may lawfully be the subject of liability, casualty, accident, health, fidelity, indemnity or surety business.

Said company is authorized, in addition to the powers conferred upon it by any general or special law of this state, to make insurance in any other state, territory, jurisdiction or foreign country against any or all of the above-named risks or hazards and against any or all risks and hazards which may be lawfully assumed in connection with policies granting insurance against any of the above-named risks or hazards, under any general law of this state or any law of any other state, territory, jurisdiction or foreign country.

Said company is authorized to make reinsurance of any risk or hazards taken by it or offered to it on any risk taken by any fire, or marine, or casualty or indemnity insurance company or reinsurance company. Said company shall have power to provide for the participation of policyholders in the profits of the company in such manner, to such extent, upon such conditions and at such times as the board of directors of the company shall determine from time to time.

Fourth(A): The aggregate number of shares which the corporation has authority to issue is 40,000. The par value of such shares shall be One hundred twenty-five (\$125) dollars each. No decrease in said capital stock shall at any time be made, neither shall any general reinsurance of the business of the company be effected nor any action looking towards the discontinuance of the company's business or the dissolution of the company be taken except in pursuance of a vote thereof.

meeting. Each such director shall serve for a term of one year and until his successor is elected and qualified; provided that at no time shall the total number of directors of this company be fewer than three or more than twelve. In case of any vacancy in the office of director, by death, resignation, or disqualification, the remaining directors shall have power to fill such vacancy thus caused for the unexpired portion of the term. In case said company fails to elect their directors, or any part thereof, on the days respectively appointed by this charter, for that purpose, the same may be nevertheless elected at any meeting of the stockholders, there afterwards to be holden.

Sixth: No person who is or was a director of the corporation shall be liable to the corporation or its shareholders for monetary damages for breach of duty as a director if such liability (a) did not involve a breach of the director's duty of loyalty to the corporation or its stockholders, (b) did not involve acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) was not imposed pursuant to the provisions of Section 33-321 of the Connecticut Stock Corporation Act as in effect on the effective date hereof or as it may be amended from time to time, or (d) did not involve any transaction from which the director derived an improper personal benefit unless said transaction was permitted by law. This article Sixth shall not limit or preclude the liability of a person who is or was a director for any act or omission occurring prior to the effective date hereof on the date of filing of Articles of Amendment amending the Articles of Incorporation of the corporation with the Secretary of State. The personal liability of a person who is or was a director to the corporation or its shareholders for breach of duty as a director shall further be limited to the full extent allowed by the Connecticut Stock Corporation Act as it may be amended from time to time. Any lawful repeal or modification of this article Sixth or the adoption of any provision inconsistent herewith by the Board of Directors and the shareholders of the corporation shall not, with respect to a person who is or was a director, adversely affect any limitation of liability, right or protection existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.

representing in amount four-fifths of the whole capital stock issued and outstanding. The stockholders in said company shall not be liable to any responsibility in person or in their property other than their respective shares and interest therein for or on account of any debt due therefrom.

(B): The minimum amount of stated capital with which the corporation shall commence business shall be Five million (\$5,000,000) dollars.

Fifth: Existing provisions of the articles of incorporation for the regulation of the internal affairs of the corporation are:

In case of diminution of the capital stock by losses, no dividend shall be made until a sum equal to such diminution be added to the capital stock.

If any person who now is, or may hereafter be indebted to said company for shares therein, shall neglect to pay to said company any of his installments on or before the day whenever the same may become payable, he so neglecting as aforesaid, shall be liable to forfeit to said company, all his shares and interest therein, and also the money which he may have paid to said company for shares as aforesaid; and shall, moreover, be liable to the payment of the remaining installments on his note or notes respectively; provided, nevertheless, that in case of the death of any stockholder, a failure of payments of such stockholder's share or shares, shall not operate as a forfeiture of such share or shares, if payment thereof, with the interest, shall be made within six months after such death as aforesaid. The stock or shares shall be transferable at the insurance office only, and by such form as the president and directors shall prescribe from time to time; but no stockholder being indebted to the company, either as principal or endorser, individually or as co-partner, whether the same has become due and payable or not, shall be allowed to sell or transfer his or her shares without the consent of the president and directors for the time being; and the stock of each stockholder, is declared to be, at all times, pledged and liable for the payment of any debts due, or liability incurred to said office other than original installments; and may be sold, or so many shares thereof as shall be necessary, by said president, directors and company, at public auction, for the satisfaction thereof, sixty days previous notice of such sale being given in one of the newspapers printed in Hartford, and the surplus, if any, paid over to such stockholder. Said company is hereby authorized and empowered to hold annual meetings of shareholders on the first Monday in March in each year or on some other day within two months thereafter as fixed by the directors. The President may call special meetings of the shareholders whenever, in his opinion, the interests of the company require it. The shareholders shall elect a board of directors at each annual



STATE OF CONNECTICUT
INSURANCE DEPARTMENT

This is to Certify, that Travelers Indemnity Company of Connecticut (The)

having complied with the laws of the State of Connecticut, is licensed to transact in this state until the first day of May 1995, unless this license be sooner revoked, the lines of insurance numbered: 01,02,03,04,05,07,08,09,10,11,12,13,14,15,16,17

- 1. Fire, Extended Coverage and Other Allied lines
2. Homeowners multiple peril
3. Commercial multiple peril
4. Earthquake
5. Growing crops
6. Ocean marine
7. Inland marine
8. Accident and health
9. Workmen's Compensation
10. Liability other than auto (B. I. and P. D.)
11. Auto Liability (B. I. and P. D.)
12. Auto phys. damage
13. Aircraft (All Perils)
14. Fidelity & Surety
15. Glass
16. Burglary & Theft
17. Boiler & Machinery
18. Credit
19. Reinsurance
20. Life Non-Participating
21. Life Participating
22. Variable Life Non-Participating
23. Variable Life Participating
24. Variable Annuities
25. Title
26. Fraternal Benefit Society
27. Mortgage Guaranty
28.
29.
30.

Witness my hand and official seal, at HARTFORD,

this 31st day of December 19 94

William J. Sullivan
Acting Insurance Commissioner

Certificate of Authority and Compliance