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STATE OF RHODE ISLAND
DEPARTMENT OF BUSINESS REGULATION
INSURANCE DIVISION
APPROVED

13012017

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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

FILED

10:35

Office of the Secretary of State Corporations Division 148 W. River Street

OCT 31 2017

Providence, Rhode Island 02904-2615

**BUSINESS CORPORATION** 

BY 6 316816

## ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

Pursuant to the provisions of Section 7-1.2-905 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation (Articles):

- 1. The name of the corporation is Coventry Insurance Company
- 2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on October 24, 2017, in the manner prescribed by Chapter 7-1.2 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:
- 3. The name of the corporation is hereby changed to GREYHAWK SPECIALTY INSURANCE COMPANY.
- 4. Section 4 of the Articles is hereby amended to remove the requirement that the principal office be located in the city of Providence.
- 5. Section 7 of the Articles shall be deleted in its entirety, and shall be replaced with the following:

Sec. 7. The number of directors of the Company shall be fixed by the Bylaws of the Company, and the number of directors of the Company may be changed from time to time by consent of the Company's directors, but the number of directors shall not be less than five (5). The affairs of the Company will be managed by its officers and directors. The directors, once elected, shall hold office until the next annual meeting or until their successors are duly chosen and qualified. In the event of any vacancy, by death, resignation or disqualification, the Board of Directors shall have the power to elect a successor to hold office for the unexpired portion of the term

of the director whose place shall be vacant. In furtherance, and not in limitation, the powers conferred by law, the Board of Directors is expressly authorized:

- A. To hold their meetings, at such places within or without the State of Rhode Island as may be unanimously designated by the Board of Directors and stated in the notice of the meeting, but the Company shall keep correct and complete books of account and minutes of the proceedings of its shareholders and Board of Directors, and its executive, finance, or other committees at its principal and registered office in the State of Rhode Island, in addition to original or duplicate stock transfer books and/or records giving the names and addresses of all shareholders, and the shares held by them respectively;
- B. To determine from time to time whether and, if allowed, when and under what conditions and regulations the accounts and books of the Company (other than the stock and transfer books), or any of them shall be open to the inspection of the shareholders, and the shareholders' rights in this report can or shall be restricted or limited accordingly;
- C. To make Bylaws fixing and altering the number of directors and prescribing their qualification, and providing for the management of the property of Company, and the regulation and governance of its affairs, and the transfer of its stock, and to alter, amend, and rescind such Bylaws. Any Bylaws made by the directors under this power may be altered or replaced by the shareholders;
- D. By a resolution passed by a majority vote of the whole Board, under suitable provisions of the Bylaws, to designate three more of their number to constitute an Executive Committee, which Committee shall for the time being, as provided in said resolutions, or in the Bylaws, have and exercise all the powers of the Board of Directors, so far as the same may be lawfully delegated. in the management of the business and affairs of the Company, and shall have power to authorize seal of the Company to be affixed to all papers which may require it;
- E. To adopt a corporate seal and to alter the same in its discretion; and
- F. In its discretion to declare and pay, out of earned or accumulated earned surplus of the Company, a dividend or dividends to policyholders, by classification of insurance, experience or otherwise.
- 6. As required by Section 7-1.2-105 of the General Laws, the corporation has paid all fees and taxes.
- These Articles of Amendment shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing October 26<sup>th</sup>, 2017.

Under penalty of perjury, I declare and affirm that I have examined these Articles of Amendment, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: OCT. 26, 2017

Signature of Authorized Officer of the Corporation

Lloyd Yavener, Secretary and General Counsel

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I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island and Providence Plantations, hereby certify that this document, duly executed in accordance with the provisions of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this office on this day:

October 31, 2017 10:35 AM

Nellie M. Gorbea
Secretary of State

Tullin U. Soler

