

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "REINSURANCE ADMINISTRATION PROFESSIONALS ASSOCIATION", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF OCTOBER, A.D. 2013, AT 7:13 O'CLOCK P.M.

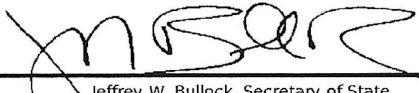
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0832690

DATE: 10-22-13

CERTIFICATE OF INCORPORATION  
OF

REINSURANCE ADMINISTRATION PROFESSIONALS ASSOCIATION

A NONSTOCK CORPORATION ORGANIZED UNDER  
THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE

ARTICLE I

The name of the corporation is Reinsurance Administration Professionals Association.

ARTICLE II

The address of the corporation's registered office in the State of Delaware is c/o Registered Agent Solutions, inc., 1679 S. Dupont Highway, Suite 100, in the City of Dover, County of Kent. The registered agent of the corporation at such address is Registered Agent Solutions, inc.

ARTICLE III

The corporation is a nonprofit corporation organized and operating as a business league within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any subsequent federal tax law, organized for the following purposes:

- (1) To promote the effectiveness and efficiency of reinsurance administration processes of insurance companies, reinsurance companies and other providers of services to the reinsurance industry.
- (2) To further the education and professional abilities of employees of such companies.
- (3) To engage, in furtherance of the foregoing, in any and all lawful activities for which a corporation may be organized under the General Corporation Law of the State of Delaware (the "DGCL"), except as restricted herein or in the bylaws of the corporation.

Notwithstanding any provision of this Certificate or any provisions of applicable state law to the contrary, the corporation is not authorized to make any payments or distributions, to engage in regular business of a kind ordinarily carried on for profit or otherwise carry on any activities, which would cause it to fail to qualify, or to continue to qualify, as an organization exempt from federal income tax under section 501(c)(6) of the Code.

ARTICLE IV

The corporation is not organized for pecuniary profit or financial gain, and no part of the earnings or assets of the corporation shall ever inure to the benefit of or be distributable to any individual having a personal or private interest in the activities of the corporation. No member, Governor (as defined below), officer or employee of the corporation is entitled or permitted to receive any pecuniary profit from the operations and activities of the corporation, except reimbursement of out-of-pocket expenditures incurred in carrying out the exempt purposes of the corporation and reasonable compensation for services actually rendered to or on behalf of the corporation.

ARTICLE V

The corporation is a nonstock corporation and has no authority to issue capital stock.

ARTICLE VI

The corporation shall have three classes of active members (the "Active Members"): Company Voting, Company Non-Voting and Associate. Except as otherwise provided herein, the conditions of membership shall be set forth in the bylaws, and the members in each class shall be the persons holding membership in such class in accordance with the bylaws. Each Active Member who is a Company Voting Member shall be entitled to one vote on each matter submitted to a vote of members at any meeting of members. Company Non-Voting Members and Associate Members may attend meetings of members but are not entitled to vote on any matter submitted to a vote of members, as provided in the bylaws.

ARTICLE VII

The governing body of the corporation shall be known as the Board of Governors, and its members shall be known as Governors. Except as otherwise provided by the DGCL, the business and affairs of the corporation shall be managed by or under the direction of the Board of Governors.

The Board of Governors shall consist of the Chair, Vice-Chair, Secretary, Treasurer and the Immediate Past-Chair, each *ex officio*, and each to be elected at every other annual meeting of the members for a term of two years, as provided in the bylaws. A Governor serving a full two-year term shall be ineligible for reelection for the next succeeding term but may be reelected for a subsequent term, as provided in the bylaws. Any vacancies occurring in the Board of Governors may be filled as provided in the bylaws. Any Governor may be removed at any time, either for or without cause, by (and only by) removing such Governor from the position or office giving rise to such Governorship, upon the affirmative vote of not less than two thirds of the total number of Governors, and such removal shall take effect immediately upon such vote.

The Board of Governors and the corporation shall have such sections and other committees, with such memberships and powers, as may be provided in the bylaws.

The following persons shall serve as the initial Governors of the corporation, *ex officio*, until their respective successors are duly elected and qualify, or until their earlier death, resignation or removal:

<u>Name</u>	<u>Title</u>	<u>Mailing Address</u>
Shaun Downey	Chair	200 Bloor St. East Toronto, Ontario M4W 1E5 Canada
Thomas Hartlett	Vice-Chair	Merritt Corporate Woods 612 Wheelers Farms Road Milford, CT 06461 USA
Kim Langstaff	Secretary	13840 Ballantyne Corporate Place Suite 400 Charlotte, NC 28277 USA
Susan Whitehead	Treasurer	227 King Street South Waterloo, Ontario, N2J 4C5 Canada
Sharon Kelly	Immediate Past Chair	1981 McGill College Avenue 13th Floor Montreal, Quebec H3A 3A8 Canada

ARTICLE VIII

No Governor of the corporation has any liability to the corporation or its members for monetary damages for breach of such Governor's fiduciary duty as a Governor. The preceding sentence does not eliminate or limit the liability of a Governor (a) for any breach of the Governor's duty of loyalty to the corporation or its members, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (c) under Section 174 of the DGCL or (d) for any transaction from which the Governor derived an improper personal benefit.

ARTICLE IX

Bylaws may be adopted, amended, altered or repealed by a majority vote of the Company Voting Members present in person or by proxy at a meeting of members. Bylaws may also be adopted, amended, altered or repealed by a majority vote of all Company Voting Members or their proxies, effected by electronic vote as provided in the bylaws.

ARTICLE X

If there is a liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary, involuntary or by operation of law, the Board of Governors shall, except as may be otherwise provided by applicable law, distribute all of the assets of the corporation in such manner as the Board of Governors may determine in furtherance of the objectives and purposes set forth in Article III of this Certificate.

ARTICLE XI

This Certificate may be amended, upon a resolution of the Board of Governors setting forth the amendment proposed and declaring its advisability, by a majority affirmative vote of those Company Voting Members of the corporation who are present in person or by proxy at a meeting of the members (provided that a notice setting forth the proposed amendment or amendments and a copy of the applicable resolution of the Board of Governors shall have been sent to each such member at least twenty days prior to such meeting) and the filing of a certificate of amendment in accordance with the requirements of the DGCL.

This Certificate may not be amended to authorize the Board of Governors to manage or conduct the operations or affairs of the corporation in any manner or for any purpose that would cause the corporation to fail to qualify or continue to qualify as an organization exempt from federal income tax under section 501(c)(6) of the Code.

ARTICLE XII

This Certificate shall be effective on the date it is filed with the office of the Secretary of State of the State of Delaware. Upon such effectiveness, all the property, real, personal, and mixed, tangible and intangible, rights, credits, and choses in action then belonging to the unincorporated association known as Reinsurance Administration Professionals Association shall become the property of the corporation, and the corporation may maintain suit thereon in its own name, and the corporation shall succeed to the liability of said association for, and may be sued upon any and all, debts and obligations theretofore incurred by said association and then outstanding.

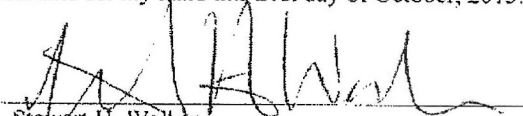
ARTICLE XIII

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

Stewart H. Walker  
Law Office of Stewart H. Walker  
230 Park Avenue, Suite 1000  
New York, New York 10169

The powers of the incorporator shall terminate upon the filing of this Certificate with the office of the Secretary of State of the State of Delaware.

I, THE UNDERSIGNED, for the purpose of forming a nonstock, nonprofit corporation under the laws of the State of Delaware, do make, file and record this Certificate of Incorporation, and do certify that the facts herein stated are true, and have accordingly hereunto set my hand this 21st day of October, 2013.

  
Stewart H. Walker