

802939

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Amend 5-1-06
* Certificates
* Certificate

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Nationwide Affinity Insurance Company of America
(Name of Corporation)

DOCUMENT NUMBER: 802939

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mitchell Hester

(Name of Contact Person)

Nationwide Insurance Company

(Firm/Company)

One Nationwide Plaza 1-35-18

(Address)

Columbus, OH 43215

(City/State and Zip Code)

For further information concerning this matter, please call:

Mitchell Hester

(Name of Contact Person)

at (614) 677-0415

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐

\$35.00 Filing Fee

☐

\$43.75 Filing Fee &
Certificate of Status

☐

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒

\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

802939

(Document number of corporation (if known))

FILED
06 MAY -1 PM 1:33
CLERK OF STATE
TALLAHASSEE, FLORIDA

1. Nationwide Affinity Insurance Company of America

(Name of corporation as it appears on the records of the Department of State)

2. Ohio

(Incorporated under laws of)

3. June 1, 1942

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____

5. _____
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Ohio

(New jurisdiction)

Glenn W. Soden
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Glenn W. Soden

(Typed or printed name of person signing)

Secretary

(Title of person signing)

Doc ID -->

200600301392

DATE: 01/03/2006 DOCUMENT ID: 200600301392 DESCRIPTION: DOMESTIC ARTICLES/FOR PROFIT (ARF) FILING: 3,850.00 EXPED: 100.00 PENALTY: .00 CERT: 5.00 COPY: 5.00

Receipt

This is not a bill. Please do not remit payment.

NATIONWIDE MUTUAL INSURANCE
ONE NATIONWIDE PLAZA 1-24-10
COLUMBUS, OH 43215

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, J. Kenneth Blackwell

1590224

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

NATIONWIDE AFFINITY INSURANCE COMPANY OF AMERICA

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC ARTICLES/FOR PROFIT

Document No(s):

200600301392



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 30th day of December,
A.D. 2005.

J. Kenneth Blackwell
Ohio Secretary of State

Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State
 Central Ohio: (614) 466-3910
 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.state.oh.us/sos
 e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)

☐ Yes PO Box 1390
 Columbus, OH 43218
 *** Requires an additional fee of \$100 ***
☐ No PO Box 670
 Columbus, OH 43216

INITIAL ARTICLES OF INCORPORATION

(For Domestic Profit or Non-Profit)

Filing Fee \$125.00

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

(CHECK ONLY ONE (1) BOX)

(1) <input checked="" type="checkbox"/> Articles of Incorporation Profit (113-ARF) ORC 1701	(2) <input type="checkbox"/> Articles of Incorporation Non-Profit (114-ARN) ORC 1702	(3) <input type="checkbox"/> Articles of Incorporation Professional (170-ARP) Profession _____ ORC 1705
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Complete the general information in this section for the box checked above.

FIRST: Name of Corporation Nationwide Affinity Insurance Company of America

SECOND: Location Columbus Franklin
 (City) (County)

Effective Date (Optional) _____
 (mm/dd/yyyy) *Date specified can be no more than 90 days after date of filing. If a date is specified, the date must be a date on or after the date of filing.*

☐ Check here if additional provisions are attached

Complete the information in this section if box (2) or (3) is checked. Completing this section is optional if box (1) is checked.

THIRD: Purpose for which corporation is formed

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the Ohio Revised Code other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the Ohio Revised Code.

Complete the information in this section if box (1) or (3) is checked.

FOURTH: The number of shares which the corporation is authorized to have outstanding (Please state if shares are common or preferred and their par value if any)

<u>500,000</u> (No. of Shares)	<u>Common Stock</u> (Type)	<u>\$10.00</u> (Per Value)
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(Refer to instructions if needed)

Completing the information in this section is optional

FIFTH: The following are the names and addresses of the individuals who are to serve as initial Directors.

(Name)

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

(City)

(State)

(Zip Code)

(Name)

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

(City)

(State)

(Zip Code)

(Name)

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

(City)

(State)

(Zip Code)

REQUIRED
Must be authenticated
(signed) by an authorized
representative
(See Instructions)

James Smith

Authorized Representative

12/30/05

Date

James L. Smith, Counsel

(Print Name)

One Nationwide Plaza 1-35-01

Columbus, OH 43215

Authorized Representative

Date

(Print Name)

Authorized Representative

Date

(Print Name)

Complete the information in this section if box (1) (2) or (3) is checked.

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of _____ hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is

(Name) _____

(Street) _____

NOTE: P.O. Box Addresses are NOT acceptable.

_____, Ohio

(City)

(Zip Code) _____

Must be authenticated by an
authorized representative

Authorized Representative

Date

Authorized Representative

Date

Authorized Representative

Date

ACCEPTANCE OF APPOINTMENT

The Undersigned, _____, named herein as the

Statutory agent for, _____
hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature: _____
(Statutory Agent)

Not Applicable: Insurance Company

STATE OF OHIO
DEPARTMENT OF INSURANCE
2100 Stella Court
Columbus, Ohio 43215-1067

IN THE MATTER OF: : ANN H. WOMER BENJAMIN
: SUPERINTENDENT OF INSURANCE
THE REDOMESTICATION OF :
NATIONWIDE AFFINITY INSURANCE : ORDER AND JOURNAL ENTRY
COMPANY OF AMERICA :

ORDER


1. Nationwide Affinity Insurance Company of America (the "Company"), presently domiciled in the state of Kansas, has applied to the Superintendent of Insurance for approval to redomesticate to the state of Ohio pursuant to §3913.40 of the Ohio Revised Code. The Company currently has a certificate of authority to conduct the business of insurance in the state of Ohio.
2. The Company has designated its mailing address as: One Nationwide Plaza, Columbus, Ohio 43215-2220.
3. No evidence has been submitted that the proposed transfer of domicile is not in the interest of the policyholders of the state of Ohio.

NOW THEREFORE IT IS ORDERED THAT:

1. The redomestication of the Company from Kansas to Ohio is approved.
2. The Company will be issued an amended certificate of authority that recognizes it as being domiciled in the state of Ohio as of its original date of incorporation (May 2, 1924).

Date

12/22/05


Ann H. Womer Benjamin
Superintendent of Insurance

State of Ohio
Department of Insurance
CERTIFICATION

As Director of Insurance of the State of Ohio, I do hereby certify that the annexed copy of the:

Order and Journal Entry regarding the redomestication of **NATIONWIDE AFFINITY INSURANCE COMPANY OF AMERICA** effective December 22, 2005

is a true copy of the original on file with this department.

December 22, 2005

IN WITNESS WHEREOF, I have hereunto subscribed my name and caused my seal to be affixed at Columbus, Ohio, this day and date.



A handwritten signature in cursive script, reading "Ann H. Womer Benjamin".

Ann H. Womer Benjamin, Director of Insurance



STATE OF OHIO
OFFICE OF THE ATTORNEY GENERAL
JIM PETRO, ATTORNEY GENERAL

Health & Human Services Section
30 E. Broad St., 26th Fl.
Columbus, OH 43215-3400
Telephone: (614) 466-8600
Facsimile: (614) 466-6090
www.ag.state.oh.us

October 31, 2005

The Honorable Kenneth Blackwell
Secretary of State
Corporations Department
180 E. Broad Street, 16th Flr.
Columbus, Ohio 43215

ATTN: Patrick Hole
Legal Department

Re: Articles of Incorporation and Redomestication
Nationwide Affinity Insurance Company of America

Dear Sir:

I have reviewed the September 21, 2005, Articles of Incorporation and Redomestication for Nationwide Affinity Insurance Company of America. I have consulted with the Ohio Department of Insurance which has expressed its approval of the articles in question.

Based upon my examination of the articles and my review of the relevant statutes, I find the amendment to be in accordance with the constitution and laws of the State of Ohio and of the United States.

Sincerely,

JIM PETRO
Attorney General

A handwritten signature in black ink, appearing to read "Scott Myers", with a horizontal line extending to the right.

SCOTT MYERS
Assistant Attorney General
Health and Human Services Section
30 E. Broad Street, 26th Flr.
Columbus, Ohio 43215-3428
(614) 466-8600

SM:maw
Enclosures
cc: Stephen J. Varnos



Bob Taft, Governor
Ann Womer Benjamin, Director

2100 Stella Court, Columbus, OH 43215-1067
(614) 644-2658 www.ohioinsurance.gov

(614) 644-2640
FAX (614) 644-3742
steve.vamos@ins.state.oh.us

October 27, 2005

Scott Myers, Esq.
Assistant Attorney General
Health & Human Resources Section
Ohio Attorney General's Office
30 East Broad Street, 26th Floor
Columbus, Ohio 43215-3428

Re: Nationwide Affinity Insurance Company of America
Proposed Articles of Incorporation and Redomestication

Dear Mr. Myers:

Enclosed please find the originally executed proposed Articles of Incorporation and Redomestication of the above referenced company.

Based upon my review, the Department extends its pre-clearance to the proposed Articles of Incorporation and Redomestication.

Thank you for your assistance with this matter.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Stephen J. Vamos", followed by a horizontal line.

Stephen J. Vamos
Staff Counsel
Office of Legal Services

cc: Jarren L. Smith



Accredited by the National Association of Insurance Commissioners (NAIC)
Consumer Hotline: 1-800-686-1526 Fraud Hotline: 1-800-686-1527 OSHIP Hotline: 1-800-686-1578