

843478

(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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Office Use Only



900276887219

*Name Change  
Amend*

09/11/15--01018--023 \*\*43.75

FILED  
2015 SEP -4 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SEP 11 2015  
A RAMSEY



United Fire & Casualty Company  
 United Life Insurance Company  
 United Fire & Indemnity Company  
 United Fire Lloyds  
 UFG Specialty Insurance Company  
 Addison Insurance Company  
 Financial Pacific Insurance Company  
 Franklin Insurance Company  
 Lafayette Insurance Company  
 Mercer Insurance Company  
 Mercer Insurance Company  
 of New Jersey, Inc.

Florida Dept of State  
 Amendments, Division of Corp.  
 PO Box 6327  
 Tallahassee FL 32314

Monday, August 31, 2015

**Re: UFG Specialty Insurance Company**

Please find enclosed an "Application by Foreign Profit Corporation..." together with the required document certified by the Iowa Secretary of State. Please send a certified copy to:

Chad Zenisek  
 United Fire Group  
 PO Box 73909  
 Cedar Rapids IA 52407-3909

I enclosed a check for \$43.75 for your fee. Thank you.

Sincerely,

Chad Zenisek  
 Regulatory Attorney  
 (319) 286-2535  
[czenisek@unitedfiregroup.com](mailto:czenisek@unitedfiregroup.com)

RECEIVED  
 15 SEP -4 AM 8:00  
 DEPARTMENT OF REVENUE  
 IOWA SECRETARY OF STATE

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Texas General Indemnity Company  
Name of Corporation

**DOCUMENT NUMBER:** 843478

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Chad Zenisek

\_\_\_\_\_  
Name of Contact Person

United Fire Group, Inc.

\_\_\_\_\_  
Firm/Company

PO Box 73909

\_\_\_\_\_  
Address

Cedar Rapids IA 52407-3909

\_\_\_\_\_  
City/State and Zip Code

czenisek@unitedfiregroup.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Chad Zenisek at ( 319 ) 286-2535  
Name of Contact Person 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)**

843478  
\_\_\_\_\_  
(Document number of corporation (if known))

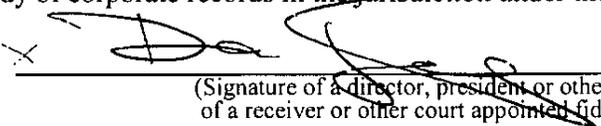
SECRETARIAT OF STATE  
TALLAHASSEE, FLORIDA  
2015 SEP -4 PM 3:56  
FILED

1. Texas General Indemnity Company  
(Name of corporation as it appears on the records of the Department of State)
2. Colorado (Incorporated under laws of)      3. 6/18/1979 (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? 3-27-15
5. UFG Specialty Insurance Company  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)  
  
(not applicable)  
(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.  
  
(not applicable)  
\_\_\_\_\_  
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.  
Iowa  
\_\_\_\_\_  
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

  
\_\_\_\_\_  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Dawn M. Jaffray  
\_\_\_\_\_  
(Typed or printed name of person signing)

Chief Financial Officer  
\_\_\_\_\_  
(Title of person signing)

# IOWA

## SECRETARY OF STATE

### CERTIFICATE OF EXISTENCE

Date: 8/28/2015

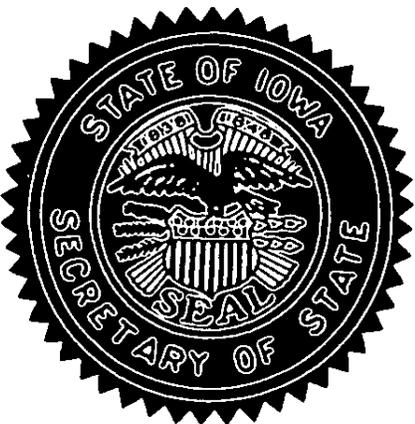
Name: UFG SPECIALTY INSURANCE COMPANY (490 DP - 497286)

Date of Incorporation: 4/1/2015

Duration: PERPETUAL

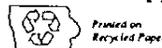
I, Paul D. Pate, Secretary of State of the State of Iowa, custodian of the records of incorporations, certify the following for the corporation named on this certificate:

- a. The entity is in existence and duly incorporated under the laws of Iowa.
- b. All fees required under the Iowa Business Corporation Act due the Secretary of State have been paid.
- c. The most recent biennial report required has been filed with the Secretary of State.
- d. Articles of dissolution have not been filed.



A handwritten signature in cursive script that reads "Paul D. Pate".

PAUL D. PATE SECRETARY OF STATE



497286

RECEIVED  
SECRETARY OF STATE  
IOWA

15 MAR 27 PM 1:54

735601 ARTI \$50.00 KARE 2 4/30/15

**ARTICLES OF INCORPORATION  
OF  
UFG SPECIALTY INSURANCE COMPANY  
(FORMERLY TEXAS GENERAL INDEMNITY COMPANY)**

**PURSUANT TO THE PROVISIONS OF  
CHAPTER 490, SECTION 490.902 AND CHAPTER 515, SECTION 515.78  
OF THE CODE OF IOWA**

The language reflecting redomestication in the State of Iowa is found in Article I.

These Articles of Incorporation are to be effective April 1, 2015, the ("Effective Date").

For the purpose of setting forth its Articles of Incorporation as an Iowa Corporation, **UFG SPECIALTY INSURANCE COMPANY** (formerly **TEXAS GENERAL INDEMNITY COMPANY**) hereby adopts the following Articles of Incorporation:

**ARTICLE I – DOMESTICATION AS AN IOWA CORPORATION**

**UFG SPECIALTY INSURANCE COMPANY** (the "Corporation"), was originally organized as **TEXAS GENERAL INDEMNITY COMPANY** under the laws of the State of Colorado. For the purpose of continuing its existence, without interruption, as a corporation organized under the laws of the State of Iowa, the Corporation adopts these Articles of Incorporation pursuant to the laws of the State of Iowa (Iowa Code, Sections 490.902 and 515.78) to become domesticated and incorporated as an Iowa Corporation. Upon the Effective Date of these Articles of Incorporation, the Corporation's certificates of authority, agent's appointments and licenses, rates, and other items that are in existence at the Effective Date shall continue in full force and effect upon such transfer. For purposes of existing authorizations and all other corporate purposes, the Corporation is deemed the same entity as it was prior to the transfer of its domicile. All outstanding policies of the Corporation shall remain in full force and effect and need not be endorsed as to its domestication in Iowa unless so ordered by the Iowa Commissioner of Insurance. The Corporation shall be and continue to be possessed of all privileges, franchises and powers to the same extent as if it had been originally incorporated under the laws of the State of Iowa; and all privileges, franchises and powers belonging to the Corporation, and all property, real, personal and mixed, and all debts due on whatever account, all certificates of authority, agent appointments, outstanding insurance policies, capital structure, and all chose in actions, shall be and the same are hereby ratified, approved, confirmed and assured to the Corporation, with like effect and to all intents and purposes as if it had been originally incorporated under the laws of the State of Iowa. Without limitation of the foregoing, the Corporation shall be given recognition as a domestic insurance company of the State of Iowa for all purposes from and after March 29, 1948, the date of its incorporation and initial authorization as an insurer under the laws of the State of Colorado.

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## **ARTICLE II – NAME**

The name of the Corporation shall be **UFG SPECIALTY INSURANCE COMPANY**.

## **ARTICLE III – PRINCIPAL PLACE OF BUSINESS**

The principal office for the transaction of business of the Corporation shall be located at 118 Second Avenue SE, Cedar Rapids, Iowa 52401. The registered agent for the Corporation shall be Neal R. Scharmer, 118 Second Avenue SE, Cedar Rapids, Iowa, 52401.

## **ARTICLE IV – CORPORATE PERIOD**

The corporate period of this Corporation began on March 29, 1948, the date of the issuance of a Certificate of Incorporation. It shall have perpetual existence from said date unless and until dissolved by the vote of two-thirds (2/3) of the voting stock outstanding and entitled to vote at any annual meeting of shareholders or any special meeting of shareholders called for that purpose.

## **ARTICLE V – OBJECTS, PURPOSES, AND GENERAL NATURE OF BUSINESS**

Section 1. General Nature of Business. The general nature of the business of this Corporation shall be that of insurance and reinsurance business on the stock plan, and it shall operate as a stock company as authorized by Chapter 515 of the Code of Iowa (2009), as amended, with all of the rights, powers and privileges granted by Chapter 515 or Chapter 490 of the Code of Iowa (2009), as amended, or which may now or thereafter be conferred upon such corporations by law.

Section 2. Objects and Purposes. Without in any manner limiting the rights, powers and privileges conferred by law, the objects and purposes of this Corporation shall be that of conducting and carrying on insurance and reinsurance business of the kinds specified in Section 515.48 of the Code of Iowa (2009), as heretofore or hereafter amended, and the insuring of any additional risk not specifically included within any of the classes specifically described in said Section and which is a proper subject of insurance, is not prohibited by law, or contrary to sound public policy and which is approved by the Iowa Commissioner of Insurance in the manner as provided in said Section; provided, however, that the authority of this Corporation to insure certain risks specified in Section 515.48, Code of Iowa (2009), as amended, is limited in the respects provided in Section 515.49 of said Code.

## **ARTICLE VI – CAPITAL STOCK**

The authorized capital stock of this Corporation is five million dollars (\$5,000,000). The total number of shares of Common Stock which the Corporation shall have authority to issue is one hundred fifty thousand (150,000) with a par value of three dollars and 33½ cents (\$33.33½) per share; of which there are currently 57,000 shares issued and outstanding.

## **ARTICLE VII – PERSONAL LIABILITY OF DIRECTORS**

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Iowa Code Section 490.833, (iv) for any transaction from which the director derived an improper personal benefit. If the Iowa Business Corporation Act (Iowa Code Chapter 490) is amended after approval by the shareholders of this article to authorize corporate action further eliminating or limiting the personal liability of the directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Iowa Business Corporation Act, as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director or former director of the Corporation for acts, errors or omissions occurring prior to the date of repeal or modification.

## **ARTICLE VIII – CORPORATE SEAL**

This Corporation shall have a corporate seal upon which shall be inscribed: "UFG Specialty Insurance Company Corporate Seal."

## **ARTICLE IX – MERGER, CONSOLIDATION OR SALE OF ALL ASSETS**

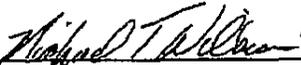
The affirmative vote of two-thirds (2/3) of all outstanding shares of this Corporation shall be required to approve any plan of merger, consolidation, or sale or exchange of all or substantially all of the assets of this Corporation. If any shares of this Corporation are held by or for any corporation with which this Corporation is to be merged or consolidated or to which the assets are to be sold or exchanged, or by any person, firm, or corporation in control of or controlled by any such corporation, then the favorable vote of two-thirds (2/3) of all other shares shall be required to approve such plan.

## **ARTICLE XI – AMENDMENT TO ARTICLES**

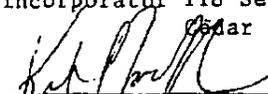
These Articles of Incorporation may be amended only by a vote of two-thirds (2/3) of the stock of this Corporation outstanding at any regular meeting of the shareholders or any special meeting of the shareholders called for that purpose.

IN WITNESS WHEREOF, the undersigned Executive Vice President / Chief Operating Officer and Secretary have executed this instrument this 24th day of March, 2015.

**UFG SPECIALTY INSURANCE COMPANY**



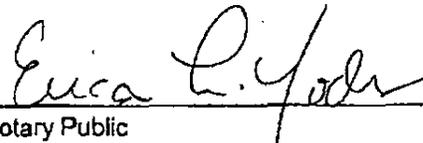
By: Michael T. Wilkins,  
Executive Vice President / COO  
Incorporator 118 Second Ave SE  
Cedar Rapids, Iowa 52401



Attest: Kristin R. Stauffer, Secretary

STATE OF IOWA    )  
                          )  
COUNTY OF LINN    )

The foregoing instrument was acknowledged before me this 24th day of March, 2015, by Michael T. Wilkins, the Executive Vice President and Chief Operating Officer of UFG SPECIALTY INSURANCE COMPANY, and by Kristen R. Stauffer, the Secretary of UFG SPECIALTY INSURANCE COMPANY.



Notary Public

10-26-2017  
My commission expires

(NOTARIAL SEAL)



# CERTIFICATE OF APPROVAL

Pursuant to the relevant provisions of the Iowa Code, the undersigned approves the **Articles of Incorporation of UFG Specialty Insurance Company** (formerly known as Texas General Indemnity Company) to be effective **April 1, 2015**.

NICK GERHART  
Iowa Insurance Commissioner



JAMES N. ARMSTRONG  
Deputy Insurance Commissioner

Date: 3/26/2015

FILED  
IOWA  
SECRETARY OF STATE  
3-27-2015  
1:54 pm  
W968630

