

845157

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

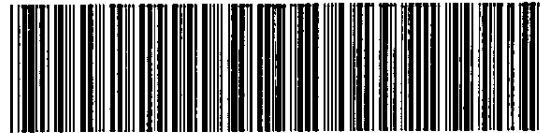
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
05 JUN - 6 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Change of Jurisdiction

*AMEND
CRG-7*

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Response Worldwide Insurance Company
(Name of corporation)

DOCUMENT NUMBER: 845157

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

David I. Schonbrun

(Name of person)

Response Insurance Company

(Name of firm/company)

500 South Broad Street

(Address)

Meriden, CT 06450

(City/state and zip code)

For further information concerning this matter, please call:

David I. Schonbrun

(Name of person)

at (203) 634-7253

(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
409 E. Gaines Street
Tallahassee, FL 32399

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)

845157

(Document number of corporation (if known))

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Response Worldwide Insurance Company

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

2. Ohio

(Incorporated under laws of)

3. 2/5/80

(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? N/A

5. N/A

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

N/A

(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.

N/A

(New duration)

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

Connecticut

(New jurisdiction)



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

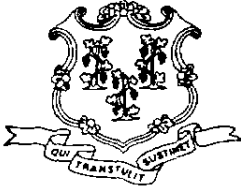
August P. Alegi

(Typed or printed name of person signing)

5/25/05

(Date)

Vice President, General Counsel
(Title of person signing) **and Secretary**



State of Connecticut

Insurance Department

FILING #0002885901 PG 01 OF 14 VOL B-00733
FILED 03/21/2005 08:30 AM PAGE 00525
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

This is to Certify, that

- the redomestication of Response Worldwide Insurance Company, an Ohio Company, pursuant to Section 38a-58a Connecticut General Statutes, is approved, and
- the attached Certificate of Redomestication and Amended and Restated Certificate of Incorporation effecting its change of domicile is approved.

Witness my hand and official seal, at HARTFORD,

this 3rd day of March, 2005

Susan F. Cogswell

Insurance Commissioner

CERTIFICATE OF REDOMESTICATION**INSURANCE COMPANY REDOMESTICATION TO CONNECTICUT**

Office of the Secretary of the State

30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 / Rev. 12/1999

Certificate of Authorization from Insurance Commissioner and a certified copy of the original Articles of Incorporation must be filed with this certificate.

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FILING #0002885901 PG 02 OF 14 VOL B-00738

FILED 03/21/2005 08:30 AM PAGE 00526

SECRETARY OF THE STATE

CONNECTICUT SECRETARY OF THE STATE

1. NAME OF INSURANCE COMPANY:

Response Worldwide Insurance Company

2. CHARTER HISTORY OF CORPORATION (including date and place of incorporation, name change information and information regarding change of domicile state):

On September 27, 1979, Wausau Insurance Company was incorporated in Wisconsin. The corporation changed its name to:

- Worldwide Underwriters Insurance Company on January 1, 1980;
- Providian Auto and Home Insurance Company, effective July 1, 1995;
- Worldwide Insurance Company, effective October 15, 1998; and
- Response Worldwide Insurance Company, effective May 27, 2003.

The corporation was redomesticated from:

- Wisconsin to Missouri, on October 22, 1991; and
- From Missouri to Ohio, on September 27, 1999 (per the Redomestication Order, the redomestication was effective as of the date of incorporation (i.e., September 27, 1979).

3. APPROVALS:

The corporation's redomestication to Connecticut was approved by the Insurance Commissioner of the State of
Ohio

(State from which corporation is redomesticating)

The corporation's redomestication was approved by the Insurance Commissioner of the State of Connecticut as demonstrated by such Commissioner's Certificate of Approval included herewith.

(Please reference an 8 1/2 X 11 attachment if additional space is needed)

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FILED 03/21/2005 08:30 AM PAGE 00527
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

4. VOTE INFORMATION (check and complete A. or B.):

X

A.

The insurance company has authority to issue capital stock. The resolution of redomestication was adopted by its board of directors and approved by its shareholders as follows (provide at minimum the total number of shareholder votes cast in favor of the resolution and the total number of votes cast against the resolution or if no shareholder approval was required, provide a statement to that effect):

The insurance company's sole shareholder, Response Insurance Company, approved the resolution of redomestication upon written consent, as of October 11, 2004.

B.

The corporation is a mutual insurance company. The resolution of redomestication was adopted by its board of directors and approved by its members as follows (provide at minimum the total number of member votes cast in favor of the resolution and the total number of votes cast against the resolution or if no membership approval was required, provide a statement to that effect):

5. CERTIFICATE OF INCORPORATION:

The corporation's amended and restated Certificate of Incorporation is attached hereto.

6. EXECUTION:

Signed this 28th day of February, 20 05.

August P. Alegi

Vice President,
General Counsel, and
Secretary



Print or type name of signatory

Capacity of signatory

Signature



State of Ohio

Department of Insurance

2100 Stella Court Columbus, Ohio 43215-1067

Bob Taft
Governor

J. Lee Covington II
Director

CERTIFICATION

I, Sandra A. Ellis, an employee of the Legal Division of the Ohio Department of Insurance, do hereby certify the attached copy of the Order and Journal Entry concerning the redomestication of Worldwide Insurance Company from Missouri to Ohio dated as of September 27, 1999 is a copy of the original, contained in the records maintained in the ordinary course of business by this agency.

Signed and dated this 28th day of September 1999.

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

Sandra A. Ellis
Paralegal
Office of Legal Services



J. Lee Covington II, Superintendent

RECEIVED

SEP 29 1999

J. KENNETH BLACKWELL
SECRETARY OF STATE

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

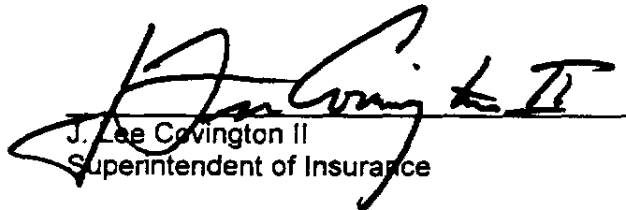
IN THE MATTER OF: : ORDER AND JOURNAL ENTRY
: :
THE REDOMESTICATION OF :
WORLDWIDE INSURANCE COMPANY :

1. Worldwide Insurance Company, ("the Company"), presently domiciled in the state of Missouri, has applied to the Superintendent for approval to redomesticate to Ohio pursuant to Section 3913.40 of the Ohio Revised Code. The Company currently is admitted to transact the business of fire and casualty insurance in the state of Ohio.
2. The company has designated its mailing address and principal place of business in this state and its telephone number as: 580 Walnut Street, Cincinnati, Ohio 45202; (513) 369-5000.
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 Missouri to Ohio is approved as of the date below.
2. The Company will be issued an amended certificate of authority that shows that it is domiciled in the state of Ohio as of its original date of incorporation (September 27, 1979).

Dated: September 27, 1999
Columbus, Ohio


J. Lee Covington II
Superintendent of Insurance



**Attorney General
Betty D. Montgomery**

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FILED 03/21/2005 08:30 AM PAGE 00530
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

September 9, 1999

Mr. Robert H. Katz
Bricker & Eckler, LLP
100 South Third Street
Columbus, Ohio 43215-4291

Re: Articles of Incorporation, Worldwide Insurance
Company

Dear Mr. Katz:

Enclosed are your original documents presented to the Department of Insurance, the Department's preclearance letter, and the Attorney General's approval letter. It is your responsibility to effect the filing with the Secretary of State.

Sincerely,

BETTY D. MONTGOMERY
Attorney General

A handwritten signature in black ink, appearing to read "Scott Myers", written over the typed name.

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

SM:mnw
Enclosures

art.app



**Attorney General
Betty D. Montgomery**

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FILED 03/21/2005 08:30 AM PAGE 00531
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

September 9, 1999

The Honorable J. Kenneth Blackwell
Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43215

ATTN: KATHIE MCCLURG
OFFICE MANAGER

Re: Worldwide Insurance Company

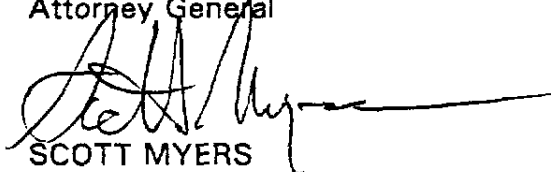
Dear Sir:

I have reviewed the June 25th, 1999, Articles of Incorporation and Redomestication of Worldwide Insurance Company. I have consulted with the Ohio Department of Insurance, which has expressed its approval of the Articles in question.

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

Sincerely,

BETTY D. MONTGOMERY
Attorney General


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

SM:mnw
Enclosures

cc: Carol Schaefer

art.app



State of Ohio
Department of Insurance
2100 Stella Court Columbus, Ohio 43215-1067
(614) 644-2658 www.state.oh.us/ins

Bob Taft
Governor
J. Lee Covington II
Director

(614) 644-2640

September 2, 1999

Scott Myers
Assistant Attorney General
Office of the Attorney General
Health & Human Services Section
30 East Broad Street, 26th Floor
Columbus, OH 43215

Re: Worldwide Insurance Company
Articles of Incorporation and Redomestication

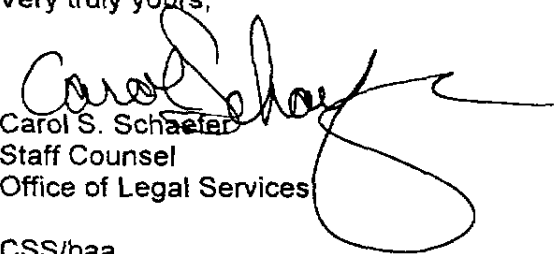
Dear Mr. Myers:

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

Based upon my review, the Department extends its preclearance to the Articles of Incorporation and Redomestication which, upon filing with the Secretary of State, will change the company's state of domicile from Missouri to Ohio as of its original date of incorporation.

The company has been informed that it must file a certified copy of the Superintendent's Order approving the redomestication together with the Articles of Incorporation, with the Secretary of State, in order to effectuate the redomestication.

Very truly yours,


Carol S. Schaefer
Staff Counsel
Office of Legal Services

CSS/baa

Enclosure

cc: Susan Shidaker

HEALTH & HUMAN

SEP 03 1999

SERVICES SECTION

**ARTICLES OF INCORPORATION AND REDOMESTICATION
OF
WORLDWIDE INSURANCE COMPANY**

PREAMBLE. The undersigned corporation desires to transfer its corporate domicile from the State of Missouri to the State of Ohio pursuant to the approval of the Ohio Superintendent of Insurance under the authority of Section 3913.40 of the Ohio Revised Code, as it now exists or may hereafter be amended, and to be recognized as a corporation from its original date of incorporation of September 27, 1979, in the State of Wisconsin.

On September 27, 1979, Wausau Insurance Company B was incorporated in Wisconsin. The corporation changed its name to Worldwide Underwriters Insurance Company on January 1, 1980. On October 22, 1991, Worldwide Underwriters Insurance Company redomiciled to Missouri. The Articles of Incorporation were Amended and Restated on August 7, 1992, as an addition to the previously filed Amended and Restated Articles of Incorporation. On April 21, 1993, the corporation's Articles of Incorporation were amended to increase the par value from Four Hundred Dollars (\$400) to One Thousand Five Hundred Dollars (\$1,500) for the ten thousand (10,000) authorized shares of common stock. On November 14, 1994, effective July 1, 1995, the corporation's Articles of Incorporation were Amended and Restated to change its name to Providian Auto and Home Insurance Company. On November 5, 1998, effective October 15, 1998, Providian Auto and Home Insurance Company's Articles were Amended and Restated to change its name to Worldwide Insurance Company.

These Articles supersede the existing Articles of Incorporation.

FIRST. The name of the corporation is Worldwide Insurance Company.

SECOND. The place in the State of Ohio where its principal office is located is the City of Cincinnati, Hamilton County. The corporation shall have full power and authority to establish offices and agencies in said city and in other parts of the State of Ohio, and in other states and territories and in foreign countries.

THIRD. The corporation is organized for the purpose of making, and it shall have the full power and authority to make and undertake, all of the kinds of insurance and reinsurance (except with respect to life insurance, contracts for the payment of annuities and title insurance) which are now or may hereafter be permitted to domestic stock fire, marine and casualty companies under the laws of the State of Ohio. The corporation shall have the power and authority to make and undertake any and all kinds of insurance and reinsurance (except with respect to life insurance, contracts for the payment of annuities and title insurance) in other states and outside the United States of America, its territories and possessions, so long as all other applicable requirements of law are met.

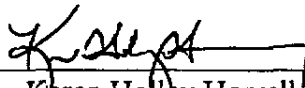
The foregoing statement of purpose shall not be held to limit or restrict the powers of the corporation to carry on, and the corporation shall have the power to carry on, any other business it may lawfully do.

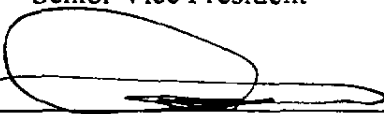
FOURTH. The maximum number of voting common shares which the corporation is authorized to issue shall be Ten Thousand (10,000) with a par value of One Thousand Five Hundred Dollars (\$1,500) each. The capital and surplus of the corporation shall be in the aggregate amount of not less than Five Million Dollars (\$5,000,000), which aggregate shall include paid-in capital of not less than One Million Dollars (\$1,000,000) and contributed surplus of not less than One Million Dollars (\$1,000,000).

FIFTH. The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation and Redomestication this 25th day of June, 1999.

WORLDWIDE INSURANCE COMPANY

By: 
Karen Holley Horrell
Senior Vice President

By: 
Ronald C. Hayes
Assistant Secretary

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF**

RESPONSE WORLDWIDE INSURANCE COMPANY

This Amended and Restated Certificate of Incorporation supercedes the existing Certificate of Incorporation.

FIRST. The name of the corporation is Response Worldwide Insurance Company.

SECOND. The place in the State of Connecticut where its principal office is located is the City of Meriden, New Haven County. The corporation shall have full power and authority to establish offices and agencies in said city and in other parts of the State of Connecticut, and in other states and territories and in foreign countries.

THIRD. The corporation is organized for the purpose of making, and it shall have the full power and authority to make and undertake, all of the kinds of insurance and reinsurance (except with respect to life insurance, contracts for the payment of annuities and title insurance) which are now or may hereafter be permitted to domestic stock fire, marine and casualty companies under the laws of the State of Connecticut. The corporation shall have the power and authority to make and undertake any and all kinds of insurance and reinsurance (except with respect to life insurance, contracts for the payment of annuities and title insurance) in other states and outside the United States of America, its territories and possessions, so long as all other applicable requirements of law are met.

The foregoing statement of purpose shall not be held to limit or restrict the powers of the corporation to carry on, and the corporation shall have the power to carry on, any other business it may lawfully do.

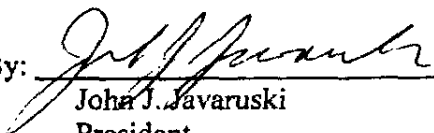
FOURTH. The maximum number of voting common shares which the corporation is authorized to issue shall be Ten Thousand (10,000) with a par value of One Thousand Five Hundred Dollars (\$1,500) each. The capital and surplus of the corporation shall be in the aggregate amount of not less than Four Million Dollars (\$4,000,000), which aggregate shall include paid-in capital of not less than Two Million Dollars (\$2,000,000) and contributed surplus of not less than Two Million Dollars (\$2,000,000).

FIFTH. The duration of the corporation shall be perpetual.

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FILED 03/21/2005 08:30 AM PAGE 00536
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

IN WITNESS WHEREOF, the undersigned have executed this Amended and Restated Certificate of Incorporation this 28th day of February, 2005.

RESPONSE WORLDWIDE INSURANCE COMPANY

By: 
John J. Javaruski
President

By: 
August P. Alegi
Secretary

CERTIFICATION

I, August P. Alegi, Secretary of Response Worldwide Insurance Company, an Ohio corporation, hereby certify that the corporation's Board of Directors approved the redomestication of the corporation from Ohio to Connecticut during a meeting of the corporation's Board of Directors that was held on October 8, 2004.

Dated: Meriden, Connecticut
March 2, 2005

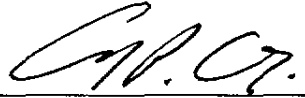


August P. Alegi
Secretary

CERTIFICATION

I, August P. Alegi, Secretary of Response Worldwide Insurance Company, an Ohio corporation, hereby certify that the corporation's Board of Directors approved the attached Amended and Restated Certificate of Incorporation upon the unanimous written consent of the members of the corporation's Board of Directors, as of February 28, 2005.

Dated: Meriden, Connecticut
March 2, 2005



August P. Alegi
Secretary