

FD6000006967

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

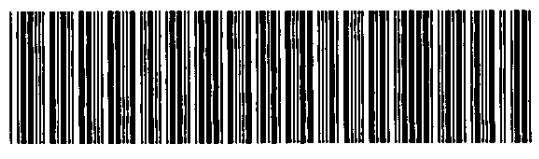
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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2015 DEC -9 PM 2:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend/Changing Jurisdiction

DEC 9 2015  
I ALBRITTON

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Victoria Automobile Insurance Company  
Name of Corporation

**DOCUMENT NUMBER:** \_\_\_\_\_

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jacqueline A. Gordon

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

Nationwide

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

One Nationwide Plaza, Mail Code 1-35-101

\_\_\_\_\_  
Address

Columbus, OH 43215

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

FinRpt@nationwide.com

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

For further information concerning this matter, please call:

Jacqueline A. Gordon

at ( 614 ) 249-4431

\_\_\_\_\_  
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



Office of the Chief Legal and Governance Officer

December 2, 2015

Ms. Irene Albritton  
Regulatory Specialist II  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Victoria Automobile Insurance Company  
Ref. Number: F06000006967

Dear Ms. Albritton:

Enclosed please find the Articles of Incorporation and Redomestication of Victoria Automobile Insurance Company certified by the Ohio Secretary of State as of December 2, 2015.

We would request that your office please update its records to reflect that Victoria Automobile Insurance Company has redomesticated from the state of Indiana to the state of Ohio and notify us of the change by either correspondence or email notification. If notifying by email, please direct to my attention at [gordoj4@nationwide.com](mailto:gordoj4@nationwide.com).

If you should need any additional information, please do not hesitate to contact me.

Sincerely,

Jacqueline A. Gordon  
Sr. Paralegal

Enclosure

RECEIVED  
15 DEC -9 AM 11:13



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 13, 2015

JACQUELINE A. GORDON  
NATIONWIDE  
ONE NATIONWIDE PLAZA/MAIL CODE 1-35-101  
COLUMBUS, OH 43215

SUBJECT: VICTORIA AUTOMOBILE INSURANCE COMPANY  
Ref. Number: F06000006967

We have received your document for VICTORIA AUTOMOBILE INSURANCE COMPANY and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date 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 the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 215A00023978



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 5, 2015

JACQUELINE A. GORDON  
NATIONWIDE  
ONE NATIONWIDE PLAZA/MAIL CODE 1-35-101  
COLUMBUS, OH 43215

SUBJECT: VICTORIA AUTOMOBILE INSURANCE COMPANY  
Ref. Number: F06000006967

We have received your document for VICTORIA AUTOMOBILE INSURANCE COMPANY and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of authorization to transact business in Florida must be contained in the document.

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date 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 the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 315A00021001

**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)**

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

1. Victoria Automobile Insurance Company

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

2. Ohio

(Incorporated under laws of)

3. September 3, 2009

(Date authorized to do business in Florida)

FILED  
2015 DEC -9 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE 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.

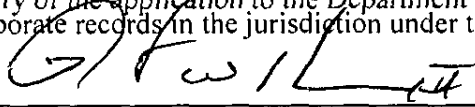
\_\_\_\_\_  
(New duration)

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

Ohio

\_\_\_\_\_  
(New jurisdiction)

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)

Robert William Horner, III

(Typed or printed name of person signing)

Vice President & Secretary

(Title of person signing)

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the paper to which this is attached is a true and correct copy from the original record now in my official custody as Secretary of State.



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 2nd day of December, A.D. 2015.

Ohio Secretary of State

*Jon Husted*

Validation Number:

201533601002



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
01/02/2014	201400201408	MISCELLANEOUS FILING (MIS)	150.00	300.00		.00	125.00

**Receipt**

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

DIAMOND ACCESS  
ATTN: LISA VAIDO  
887 SOUTH HIGH STREET  
COLUMBUS, OH 43206

**STATE OF OHIO  
CERTIFICATE**

**Ohio Secretary of State, Jon Husted**  
1489356

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
**VICTORIA AUTOMOBILE INSURANCE COMPANY**  
and, that said business records show the filing and recording of:

Document(s)  
**MISCELLANEOUS FILING**

Document No(s):  
**201400201408**

Effective Date: 01/02/2014



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 2nd day of January, A.D.  
2014.

Ohio Secretary of State



STATE OF OHIO  
DEPARTMENT OF INSURANCE  
50 W. Town Street, Third Floor, Suite 300  
Columbus, Ohio 43215

IN THE MATTER OF: : MARY TAYLOR  
: LT. GOVERNOR/DIRECTOR  
VICTORIA AUTOMOBILE :  
INSURANCE COMPANY : ORDER AND JOURNAL ENTRY  
: :  
(NAIC No. 10644) :

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ORDER

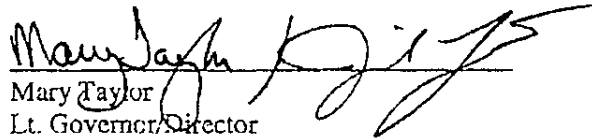
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1. Victoria Automobile Insurance Company (the "Company"), presently domiciled in the State of Indiana, has applied to the Superintendent of Insurance for approval to redomesticate to Ohio pursuant to Section 3913.40 of the Ohio Revised Code. The Company currently has a certificate of authority to conduct the business of insurance in the State of Ohio.
2. The Company has designated its principal place of business in this state as One West Nationwide Blvd., 1-04-701, Columbus, Ohio 43215-2220, phone number (614) 249-1545.
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 Indiana 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 (March 3, 1994).

This Order made and entered into the Journal of the Ohio Department of Insurance this  
20<sup>th</sup> day of December, 2013.

  
Mary Taylor  
Lt. Governor/Director



Form 532A Prescribed by:

**JON HUSTED**  
Ohio Secretary of State

Central Ohio: (614) 466-3910  
Toll Free: (877) SOS-FILE (767-3453)  
www.OhioSecretaryofState.gov  
Busserv@OhioSecretaryofState.gov

Mail this form to one of the following:

Regular Filing (non expedite)  
P.O. Box 670  
Columbus, OH 43216

Expedite Filing (Two-business day processing  
time requires an additional \$100.00).  
P.O. Box 1390  
Columbus, OH 43216

**Initial Articles of Incorporation**  
**(For Profit, Domestic Corporation)**  
**Filing Fee: \$125**  
**(113 - ARF)**

First: Name of Corporation   
(Name must include the following word or abbreviation: company, co., corporation, corp., incorporated, or inc.)

Second: Location of Principal office in Ohio  
City  State   
County

Effective Date (Optional)  (The legal existence of the corporation begins upon the filing of the articles or on a later date specified that is not more than ninety days after filing.)

Third: 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.)

Number of Shares Type Par Value

Fourth: If the corporation is to have an initial stated capital, please state the amount of that stated capital

Amount

\*\*Note: ORC Chapter 1701 allows additional provisions to be included in the Articles of Incorporation that are filed with this office. If including any of these additional provisions, please do so by including them in an attachment to this form.\*\*

2014 JAN -2 PM 12:20  
CLIENT SERVICE CENTER

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of Victoria Automobile Insurance Company 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

CSC-Lawyers Incorporating Service (Corporation Service Company)

Name

50 West Broad Street, Suite 1800

Mailing Address

Columbus

City

Ohio

State

43215

Zip Code

Must be signed by the  
Incorporators or a  
majority of the  
incorporators

*Katey R. Richards*  
Signature

   
Signature

   
Signature

ACCEPTANCE OF APPOINTMENT

The Undersigned, CSC-Lawyers Incorporating Service (Corporation Service Company), named herein as the  
Statutory Agent Name

Statutory agent for Victoria Automobile Insurance Company  
Corporation Name

hereby acknowledges and accepts the appointment of statutory agent for said corporation

**Paul Gottlieb**  
**Vice President**

Statutory Agent Signature    By: *Paul Gottlieb*

Individual Agent's Signature/Signature on Behalf of Corporate Agent

If the agent is an individual and using a P.O. Box, check this box to confirm the agent is an Ohio resident.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

**Required**

Articles and original appointment of agent must be signed by the incorporator(s).

If the incorporator is an individual, then they must sign in the "signature" box and print his/her name in the "Print Name" box.

If the incorporator is a business entity, not an individual, then please print the entity name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print his/her name and title/authority in the "Print Name" box.

Victoria Automobile Insurance Company

Signature

*Kathy R. Richards*

By

Kathy R. Richards, Associate VP & Asst. Secretary

Print Name

Signature

By

Print Name

Signature

By

Print Name



**MIKE DEWINE**  
★ OHIO ATTORNEY GENERAL ★

Health and Human Services  
(614) 466-8600 Telephone  
(614) 466-6090 Facsimile  
30 East Broad Street, Level 26  
Columbus, Ohio 43215

[www.ohioattorneygeneral.gov](http://www.ohioattorneygeneral.gov)

December 17, 2013

Allison A. DeSantis  
Director of Business Services  
Ohio Secretary of State  
180 East Broad Street, 16<sup>th</sup> Floor  
Columbus, OH 43215

**Re: Victoria Automobile Insurance Company  
Proposed Articles of Redomestication**

Dear Ms. DeSantis:

I have reviewed the Proposed Articles of Redomestication of the Victoria Automobile Insurance Company. I have also 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.

Regards,

**MICHAEL DEWINE**  
Attorney General of Ohio

**SCOTT MYERS**  
Assistant Attorney General  
Health and Human Services  
30 East Broad Street, 26<sup>th</sup> floor  
Columbus, Ohio 43215  
614-466-8600  
614-466-6090 (facsimile)

SM/mr

cc: Stephen J. Vamos, Esq.

EXHIBIT "A"

ARTICLES OF INCORPORATION AND REDOMESTICATION  
OF  
VICTORIA AUTOMOBILE INSURANCE COMPANY

**PREAMBLE:** This document identifies the transaction as a redomestication subject to approval of the *Superintendent of Insurance* pursuant to Section 3913.40 of the Ohio Revised Code as it now exists or may hereafter be amended. On February 18, 1994, the Corporation was formed in the State of Indiana and is currently domiciled in Indiana. The Articles of Incorporation have been amended on April 13, 2012 and March 27, 2012.

**FIRST:** The name of the corporation shall be VICTORIA AUTOMOBILE INSURANCE COMPANY.

**SECOND:** The principal office shall be located in Columbus, Franklin County, Ohio.

**THIRD:** The amount of stated capital of the Corporation shall be three million dollars (\$3,000,000), and the Corporation shall be authorized to issue four thousand (4,000) shares of common stock, without par value.

**FOURTH:** The amount of paid-in capital with which the Corporation began business was one million dollars (\$1,000,000). The amount of surplus with which the Corporation began business was one million dollars (\$1,000,000).

**FIFTH:** The Corporation is formed for the purpose of transacting a general insurance business, except life insurance, in any of the kinds of insurance set forth in and as authorized by the Ohio Revised Code as it now exists or may hereafter be amended.