

F 09 000003895

(Requestor's Name)

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Darlene Connel  
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2018 APR 24 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. GOLDEN

APR 26 2018

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Harleysville Worcester Insurance Company  
Name of Corporation

**DOCUMENT NUMBER:** F09000003895

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jacqueline Gordon  
Name of Contact Person

Nationwide  
Firm/Company

One Nationwide Blvd., 1-32-306  
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 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 Officer

April 18, 2018

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

RE: Harleysville Worcester Insurance Company  
Harleysville Insurance Company  
Harleysville Preferred Insurance Company  
Corporate Amendment Application

Dear Ms. Golden:

Enclosed please find the Amended Articles of Incorporation, certified by the Ohio Secretary of State, regarding the redomestication of the above companies in response to your letter dated April 4, 2018. Also enclosed is a copy of your original letter.

If you should need anything further, please do not hesitate to contact me.

Sincerely,

Jacqueline A. Gordon  
Paralegal Specialist

Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 4, 2018

JACQUELINE GORDON  
ONE NATIONWIDE BLVD., 1-32-306  
COLUMBUS, OH 43215

SUBJECT: HARLEYSVILLE WORCESTER INSURANCE COMPANY  
Ref. Number: F09000003895

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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.

Claretha Golden  
Regulatory Specialist II

Letter Number: 518A00006810

RECEIVED  
18 APR 24 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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)**

F09000003895

(Document number of corporation (if known))

FILED  
2018 APR 24 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Harleysville Worcester Insurance Company

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

2. Pennsylvania

(Incorporated under laws of)

3. 10/01/2009

(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)

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)

Mark A. Berven

(Typed or printed name of person signing)

President & COO

(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 26th day of January, A.D. 2018.*

Ohio Secretary of State

*Jon Husted*

Validation Number:

201802602452



| DATE       | DOCUMENT ID  | DESCRIPTION                                  | FILING | EXPED  | CERT | COPY |
|------------|--------------|--|--------|--------|------|------|
| 11/20/2017 | 201732403160 | DOMESTIC FOR PROFIT CORP - ARTICLES<br>(ARF) | 750.00 | 300.00 | 0.00 | 0.00 |

**Receipt**

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

CORPORATION SERVICE COMPANY  
DEANNE E. SCHAUSEIL  
50 W. BROAD STREET, SUITE 1330  
COLUMBUS, OH 43215

**STATE OF OHIO  
CERTIFICATE**

**Ohio Secretary of State, Jon Husted  
2061075**

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

**HARLEYSVILLE WORCESTER INSURANCE COMPANY**

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

Document(s)

**DOMESTIC FOR PROFIT CORP - ARTICLES**

Effective Date: 02/01/1823

Document No(s):

**201732403160**



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  
20th day of November, A.D. 2017.

*Jon Husted*

Ohio Secretary of State



Form 532A Prescribed by:  
**JON HUSTED**  
 OHIO SECRETARY OF STATE

Tel. Home (614) 467-4411 (614) 467-4422  
 Central Office (614) 467-4410

www.OHIOsecretaryofstate.gov  
 husted@ohiosecretaryofstate.gov

Please call us for more information: www.OHIOBusinessCenter.com

Mail this form to one of the following:

Register/Files/Corporations  
 RA, RA2, RA3  
 Columbus, OH 43260

Special Filing (For business day processing times)  
 Register as additional (RA2, RA3)

RA, RA2, RA3  
 Columbus, OH 43260

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

|                                  |  |   |  |
|----------------------------------|--|---|--|
| <b>First:</b>                    | Name of Corporation  | <input style="width: 100%;" type="text" value="Harleyville Worcester Insurance Company"/><br><small>(Name must include the following word or abbreviation: company, co., corporation, corp., incorporated, or inc.)</small> |  |
| <b>Second:</b>                   | Location of Principal office in Ohio   | <input style="width: 150px;" type="text" value="Columbus"/><br><small>City</small>  | <input style="width: 50px;" type="text" value="Ohio"/><br><small>State</small> |
|                                  |  | <input style="width: 150px;" type="text" value="Franklin"/><br><small>County</small>  |  |
| <b>Effective Date (Optional)</b> | <input style="width: 100px;" type="text" value="See Exhibit A"/><br><small>mm/dd/yyyy</small>  | <small>(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)</small>  |  |
| <b>Third:</b>                    | <small>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.)</small> |   |  |
|                                  | <input style="width: 150px;" type="text" value="See Exhibit A"/><br><small>Number of Shares</small>  | <input style="width: 150px;" type="text"/><br><small>Type</small>   | <input style="width: 150px;" type="text"/><br><small>Par Value</small>         |
| <b>Fourth:</b>                   | <small>If the corporation is to have an initial stated capital, please state the amount of that stated capital</small>   |   |  |
|                                  | <input style="width: 150px;" type="text" value="See Exhibit A"/><br><small>Amount</small>  |   |  |

**\*\*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.\*\***



**ORIGINAL APPOINTMENT OF STATUTORY AGENT**

The undersigned, being at least a majority of the incorporators of Harleysville Worcester 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

Corporation Service Company

Name:

50 West Broad Street, Suite 1330

Mailing Address

Columbus

City:

Ohio

State

43218

Zip Code:

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

MANA A. Thomas

Signature

\_\_\_\_\_

Signature

\_\_\_\_\_

Signature

**ACCEPTANCE OF APPOINTMENT**

The Undersigned,

Corporation Service Company

named herein as the

Statutory Agent Name

Statutory agent for

Harleysville Worcester Insurance Company

Corporation Name

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

CSC-Lawyers Incorporating Service (Corporation Service Company)

Statutory Agent Signature

By: \_\_\_\_\_ Dave Nickelsen, Asst. VP.

Individual Agent's Signature/Signature on Behalf of Business Serving as Agent

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.

*Mark A. Berven*

Signature

By

Mark A. Berven, President and Chief Operating Officer

Print Name

Signature

By

Print Name

Signature

By

Print Name

EXHIBIT A

ARTICLES OF INCORPORATION AND REDOMESTICATION

OF

HARLEYSVILLE WORCESTER INSURANCE COMPANY

**PREAMBLE:** The 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 1, 1829, the Corporation was formed in the Commonwealth of Massachusetts and became currently domiciled in Pennsylvania on December 28, 2006. The Articles of Incorporation have been amended on December 31, 1973, August 22, 1983, August 31, 1983, July 1, 2001 and December 31, 2006.

**FIRST:** The name of the corporation shall be *Harleysville Worcester Insurance Company*.

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

**EFFECTIVE DATE:** December 1, 2017

**THIRD:** The number of shares which the corporation is authorized to have outstanding is 20,000 shares of common stock, with a par value of \$175.00 per share.

**FOURTH:** The amount of paid-in capital with which the Corporation began business in Ohio was \$3,500,000. As of June 30, 2017, the amount of surplus with which the Corporation began business in Ohio was \$56,693,098.



# MIKE DEWINE

OHIO ATTORNEY GENERAL

Health and Human Services  
(614) 467-8800 Telephone  
(614) 467-8990 Fax  
10 East Broad Street, Level 28  
Columbus, Ohio 43215

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

November 3, 2017

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

RECEIVED  
2017 NOV 20 11:19:33  
CLERK OF SUPERIOR COURT

Re: **Harleysville Worcester Insurance Company**  
**Proposed Articles of Redomestication**

Dear Ms. DeSantis:

I have reviewed the Proposed Articles of Redomestication. 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.

Very respectfully yours,

**MICHAEL DEWINE**  
Attorney General of Ohio

Melissa L. Wilburn  
Assistant Attorney General

MLW/swe  
cc: Stephen J. Vamos, Esq.  
Enclosures



**MIKE DEWINE**

— \* OHIO ATTORNEY GENERAL \* —

Health and Human Services  
(614) 466-8400 Telephone  
(614) 466-6090 Facsimile  
30 East Broad Street, Level 26  
Columbus, Ohio 43215

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

November 3, 2017

Nationwide  
ATTN: Jacqueline Gordon  
One Nationwide Plaza  
Mail Code 1-35-406  
Columbus, Ohio 43215

Re: **Harleysville Worcester Insurance Company**  
**Proposed Articles of Redomestication**

Dear Ms. Gordon:

I have reviewed the Proposed Articles of Redomestication. 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.

Please note that you must wait to file these articles until such time as you have in hand an Order, executed by the Superintendent of Insurance, approving the proposed transfer of domicile into Ohio. Further, a copy of that Order should be a part of the filing of the Articles made with the Ohio Secretary of State.

Very respectfully yours,

**MICHAEL DEWINE**  
Attorney General of Ohio

**Melissa L. Wilburn**  
Assistant Attorney General

MLW/swe  
cc: Stephen J. Vamos, Esq.  
Enclosures

STATE OF OHIO  
DEPARTMENT OF INSURANCE  
50 WEST TOWN STREET  
3<sup>RD</sup> FLOOR, SUITE 300  
COLUMBUS, OHIO 43215

IN RE:

THE REDOMESTICATION OF  
HARLEYSVILLE WORCESTER  
INSURANCE COMPANY

JILLIAN FROMENT  
DIRECTOR

(NAIC NO. 26182 )

**ORDER**

Harleysville Worcester Insurance Company ("Company"), presently domiciled in the State of Pennsylvania, has applied to the Superintendent of Insurance for approval to redomesticate to the State of Ohio pursuant to R.C. Section 3913.40. The Company has a certificate of authority to conduct the business of insurance in Ohio.

The Company has designated its statutory office as One West Nationwide Blvd., Columbus, Ohio, 43215-2220.

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:**

The redomestication of the Company from Pennsylvania to Ohio is approved as of the date below.

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 (February 1, 1823).

This Order made and entered into the Journal of the Ohio Department of Insurance this 15<sup>th</sup> day of November, 2017.

  
Jillian Froment  
Director