

P21193

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(Requestor's Name)

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(Address)

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(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

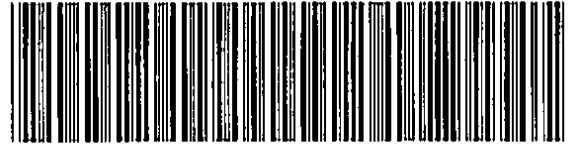
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



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06/17/21--01023--011 \*\*43.75

R. WHITE  
JUL 20 2021

**COVER LETTER**

**TO:** Amendment Section Division of Corporations

**SUBJECT:** Greenhouse Life Insurance Company

\_\_\_\_\_  
Name of Corporation

**DOCUMENT NUMBER:** P21193

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Liane Birchler

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

Westmont Associates, Inc.

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

1763 Marlton Pike East, Suite 200

\_\_\_\_\_  
Address

Cherry Hill, NJ 08003

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

Liane@westmontlaw.com

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

For further information concerning this matter, please call:

Liane Birchler

at ( 856 ) 216-0220

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

\_\_\_\_\_  
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &  
Certificate of Status

\$43.75 Filing Fee &  
Certified Copy

\$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy

**Mailing Address:**

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

**Street Address:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**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)**

P21193

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

1. Greenhouse Life Insurance Company

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

2. Arizona

\_\_\_\_\_  
(Incorporated under laws of)

3. 10/06/1988

\_\_\_\_\_  
(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? April 7, 2021

5. Wysh Life and Health 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)

\_\_\_\_\_  
(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.

Wisconsin

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

8. **If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent \_\_\_\_\_

\_\_\_\_\_  
(Florida street address)

New Registered Office Address: \_\_\_\_\_, Florida \_\_\_\_\_  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
	Refer to attachment		<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
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0. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to deliver 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.

*Alex Matjanec*

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

Alexander Matjanec

(Typed or printed name of person signing)

CEO

(Title of person signing)

**FILING FEE \$35.00**

**Greenhouse Life Insurance Company  
Attachment to Application by Foreign Corporation to File Amendment to Application for  
Authorization to Transact Business in Florida**

**9. Officers/Directors to be Removed**

DiDonna, Ray  
President  
8601 N. Scottsdale Rd. #300  
Scottsdale, AZ 85253

Grandmont, Scott  
Vice President, Greenhouse Operations  
8601 N. Scottsdale Rd. #300  
Scottsdale, AZ 85253

Hubert, Sandra E.  
Vice President  
16600 Swingley Ridge Road  
Chesterfield, MO 63017-1706

Ash, James P.  
Vice President & Appointed Actuary  
16600 Swingley Ridge Road  
Chesterfield, MO 63017-1706

Haynes, Brian William  
Senior Vice President & Treasurer  
16600 Swingley Ridge Road  
Chesterfield, MO 63017-1706

Poulsen, Timothy  
Controller  
16600 Swingley Ridge Road  
Chesterfield, MO 63017-1706

Linde, Bridget  
Vice President - Tax  
16600 Swingley Ridge Road  
Chesterfield, MO 63017-1706

Zimmerman, Kent P.  
Senior Vice President, Tax  
16600 Swingley Ridge Road  
Chesterfield, MO 63017-1706

Wiele, Dana C.  
Secretary  
8601 N. Scottsdale Rd. #300  
Scottsdale, AZ 85253

Murumets, Christopher  
Director  
8601 N. Scottsdale Rd. #300  
Scottsdale, AZ 85253

Rozar, Timothy L.  
Director  
8601 N. Scottsdale Rd. #300  
Scottsdale, AZ 85253

Hubert, Sandra E.  
Director  
8601 N. Scottsdale Rd. #300  
Scottsdale, AZ 85253

Hayden, John W.  
Director  
8601 N. Scottsdale Rd. #300  
Scottsdale, AZ 85253

**9. Officers/Directors to be Added**

Matjanec, Alex  
President & Chief Executive Officer  
720 Wisconsin Avenue, Milwaukee, WI 53202

Frasher, James  
Secretary  
720 Wisconsin Avenue, Milwaukee, WI 53202

Gawart, Chris K.  
Vice President & General Counsel  
720 Wisconsin Avenue, Milwaukee, WI 53202

Weintraub, Joshua  
Vice President & Chief Actuary  
720 Wisconsin Avenue, Milwaukee, WI 53202

Kropp, Rosanne L.  
Vice President & Chief Investment Officer  
720 Wisconsin Avenue, Milwaukee, WI 53202

Park, Susan  
Vice President, Chief Financial Officer & Treasurer  
720 Wisconsin Avenue, Milwaukee, WI 53202

Strombom, Ariane  
Chief Compliance Officer & Assistant Secretary  
720 Wisconsin Avenue, Milwaukee, WI 53202

DeGuire, Andrew J.,  
Chairman  
720 Wisconsin Avenue, Milwaukee, WI 53202

Jones, Todd M.  
Director  
720 Wisconsin Avenue, Milwaukee, WI 53202

Roberts, John C.  
Director  
720 Wisconsin Avenue, Milwaukee, WI 53202

Roou, Tammy M.  
Director  
720 Wisconsin Avenue, Milwaukee, WI 53202

Klawonn, Jason T.  
Director  
720 Wisconsin Avenue, Milwaukee, WI 53202

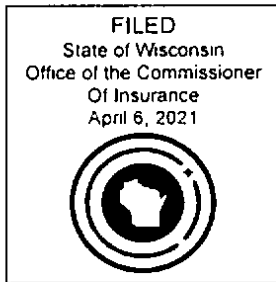
**OFFICER CERTIFICATE OF GREENHOUSE LIFE INSURANCE COMPANY**

April 1, 2021

The undersigned, Alex Matjanec, the President and Chief Executive Officer of Greenhouse Life Insurance Company (the "Company"), in his representative capacity on behalf of the Company hereby certifies that:

1. I am authorized to execute and deliver this Certificate on behalf of the Company.
2. Attached hereto as Exhibit A is a true and complete copy of the Amended and Restated Articles of Incorporation of the Company.
3. Attached hereto as Exhibit B is a true and complete copy of the Amended and Restated Bylaws of the Company.

*Signature Appears on Following Page*





IN WITNESS WHEREOF, the undersigned has hereunto signed his name in the capacity indicated as of the date first above written.

**GREENHOUSE LIFE  
INSURANCE COMPANY**

By: Alex Matjanec  
Name: Alex Matjanec  
Title: President and Chief Executive  
Officer

Exhibit A

Amended and Restated Articles of Incorporation



**AMENDED & RESTATED  
ARTICLES OF INCORPORATION  
OF**

**WYSH LIFE AND HEALTH INSURANCE COMPANY**

These are the Amended and Restated Articles of Incorporation of Wysh Life and Health Insurance Company (the "Company"), which amend and restate in their entirety and supersede the Amended and Restated Articles of Incorporation of the Company that were executed on April 2, 2018.

- A. The name of the Company is Wysh Life and Health Insurance Company.
- B. The location of the Company's registered office shall be determined by the Board of Directors. At the date of adoption of these Amended and Restated Articles of Incorporation, the Company's registered office is located at 720 East Wisconsin Avenue, Milwaukee, WI 53202. The registered agent for service of process at that office is Chris K. Gawart, Vice President & General Counsel, or his successor named by the Company's Board of Directors.
- C. The Company's period of duration shall be perpetual.
- D. The Company is a domestic stock insurance corporation organized under Chapter 611 of the Wisconsin Statutes, and its purpose is to engage in any lawful activity for which insurance corporations may be organized under Chapter 611 of the Wisconsin Statutes, including, without limitation, the conducting of an insurance business and businesses reasonably incidental thereto, the making of investments, and the ownership and operation of subsidiaries, all as and to the extent authorized by the Wisconsin Statutes.
- E. The corporate powers shall be exercised by, and the corporate business and affairs shall be under the control of, a Board of Directors composed of not less than five nor more than ten natural persons, as may be provided in the By-laws of the Company. The By-laws of the Company may prescribe other qualifications for the Directors, and may divide them into classes according to their terms of office. The method of election and appointment of the Directors and their terms of office shall be as provided in the By-laws of the Company.
- F. The authorized capital of the Company is 5 million dollars (\$5,000,000), consisting of 5 million shares (5,000,000) of common stock, with par value of one dollar (\$1.00) per share.
- G. The rights of shareholders of the Company shall be as provided under the Wisconsin Statutes, these Articles of Incorporation and the By-laws of the Company. The rules governing voting by a shareholder, including eligibility to vote and voting procedures, shall be as provided in the Wisconsin Statutes and the By-laws of the Company.
- H. Action required or permitted by these Articles of Incorporation to be taken at a meeting of the Company's shareholders may be taken without a meeting by all shareholders entitled to vote on the action or by shareholders who would be entitled to vote at a meeting with voting power to cast not less than the minimum number of votes which would be necessary

to authorize or take the action at a meeting at which all shares entitled to vote were present and voted; provided, however, that an election of directors for which shareholders may vote cumulatively may be taken without a meeting only by all shareholders. An action taken by shareholders without a meeting shall be evidenced by one or more written consents signed by the number of shareholders necessary to take the action.

- I. The Company's Board of Directors shall have authority from time to time, by appropriate resolution, to increase the number of issued shares of the Company, as well as the paid up capital of the Company, subject to the issuance of such permits by the Commissioner of Insurance as may be required, provided that the number of issued shares shall not, at any time, exceed the aggregate number of shares authorized by these Articles of Incorporation to be issued.
- J. These Articles of Incorporation may be amended in the manner authorized by law at the time of the adoption of the amendment.



***Certificate of Compliance  
State of Wisconsin***

**Office of the Commissioner of Insurance**

As of This Date: **April 26, 2021**

As Commissioner of Insurance of the State of Wisconsin I have supervision of insurance business and as such hereby certify that:

**Wysh Life and Health Insurance Company**

***Domicile State: Wisconsin***

Is duly authorized to transact the business of:

Disability Insurance  
Life Insurance and Annuities Non-Participating

IN TESTIMONY WHEREOF, I have hereunto set my hand.

Commissioner of Insurance

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

### STATEMENT OF DOMESTICATION

*Read the Instructions M090!*

1. **DOMESTICATING ENTITY NAME:** Greenhouse Life Insurance Company
- 1.1 **DOMESTICATING ENTITY JURISDICTION OF ORGANIZATION:** Arizona
- 1.2 **DOMESTICATING ENTITY TYPE - (e.g., corporation, LLC)** Corporation
- 1.3 **DOMESTICATING ENTITY ORIGINAL DATE OF INCORPORATION/ORGANIZATION:** 2/28/1872

2. **DOMESTICATED ENTITY NAME:**  
Wysh Life and Health Insurance Company

2.1 **DOMESTICATED ENTITY JURISDICTION OF ORGANIZATION:** Wisconsin

2.2 **DOMESTICATED ENTITY TYPE - Check only one and follow instructions:**

- Arizona corporation - attach to this Statement the Articles of Incorporation.
- Arizona LLC - attach to this Statement the Articles of Organization.
- Foreign corporation seeking registration with the A.C.C. - attach to this Statement the Application for Authority.
- Foreign LLC seeking registration with the A.C.C. - attach to this Statement the Foreign Registration Statement.
- Foreign corporation, LLC, or other entity that is not, and will not, be registered with the A.C.C.

3. **FOREIGN DOMESTICATED ENTITY, NOT QUALIFIED IN ARIZONA - MAILING ADDRESS** (foreign entities that are not and will not be qualified to transact business or conduct affairs in Arizona must provide a mailing address to which service of process may be mailed):

Attention (optional)		
Address 1		
Address 2 (optional)		
City	State or Province	Zip
Country		

**4. APPROVAL OF DOMESTICATION - (applies to the domesticating entity):**

By the signature appearing on this Statement of Domestication, the domesticating entity declares under the penalty of perjury that the plan of domestication was approved by the Arizona domesticating entity in accordance with A.R.S. § 29-2503, or, if the domesticating entity is a foreign entity, in accordance with the laws of its jurisdiction of organization.

**5. DELAYED EFFECTIVE DATE -** Complete this section only if the domestication will have a *delayed* effective date of not more than 90 days after delivery of the Statement to the A.C.C. - list that date below:

\_\_\_\_\_

**SIGNATURES: The domesticating entity must sign.**

The signer of this Statement declares and certifies *under penalty of perjury* that this Statement together with any attachments is submitted in compliance with Arizona law.

Entity Name: Greenhouse Life Insurance Company	
Signature: <i>Alex Matjanec</i>	Date: 04.07.2021
Print Name and Title of person signing: Alex Matjanec President and Chief Executive Officer	

**Expedited or Same Day/Next Day services are available for an additional fee - see Instructions or Cover sheet for prices.**

Filing Fee: \$100.00 (corporations) \$50 (LLCs)	Mail: Arizona Corporation Commission - Examination Section 1300 W. Washington St., Phoenix, Arizona 85007
All fees are nonrefundable - see Instructions.	Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business. All documents filed with the Arizona Corporation Commission are public record and are open for public inspection. If you have questions after reading the Instructions, please call 502-342-3025 or (within Arizona only) 800-343-3819.