

804418

6/11

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

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MAIL

(Business Entity Name)

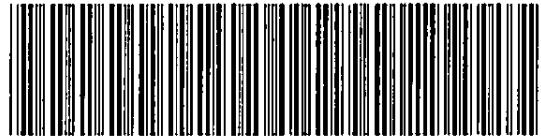
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer.

Date authorized

Office Use Only



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12/04/24-01038-005 **35.00

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2025 JAN 24 PM 5:04

SECRETARY OF STATE
TALLAHASSEE, FL



INSURANCE

100 W Towne Ridge Pkwy
Sandy, UT 84070
(800) 446-2667 | wcf.com

December 3, 2024

Amendment Section
Division of Corporation
The Centre of Tallahassee
2415 N Monroe Street, Ste 810
Tallahassee, FL 32303

RE: WCF Select Insurance Company, NAIC #21865 Re-domestication Application
UCA.A Tracking #203049

Dear Sir or Madam,

In accordance with the Department's instructions regarding the redomestication of WCF Select Insurance Company from California to Utah, I have enclosed a check for \$35, along with the requested documentation listed below:

- Application for Amendment
- An original certificate from the state of incorporation.

In regard to our mailing address, please mail any documentation in my attention to:

PO Box 571918
Salt Lake City, UT 84157

Thank you for your assistance in this matter. If you have any questions or require additional information, please feel free to contact me at bsweet@wcf.com.

Sincerely,

A handwritten signature in black ink that reads "Brenda Kennedy". The signature is written in a cursive, flowing style.

Brenda Kennedy
Sr. Compliance Specialist

Enclosure

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: WCF Select Insurance Corporation

Name of Corporation

DOCUMENT NUMBER: 804418

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Brenda Kennedy

Name of Contact Person

WCF Select Insurance Company

Firm/Company

PO Box 571918

Address

Salt Lake City, UT 84157-1918

City/State and Zip Code

bsweet@wcf.com

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

For further information concerning this matter, please call:

Brenda Kennedy

at (385) 351-8445

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)

804418

(Document number of corporation (if known))

1. WCF Select Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. California 3. 06/01/1935
(Incorporated under laws of) (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.

Utah

(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.

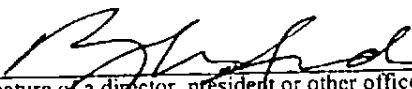
Signature of New Registered Agent, if changing

FILED
2025 JAN 24 PM 5:04
CLERK OF STATE
TALLAHASSEE, FL

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>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove

10. 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)	
<u>Ryan L. Andrus</u>	<u>Secretary</u>
(Typed or printed name of person signing)	(Title of person signing)

FILING FEE \$35.00



Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, S.M. Box 146705
Salt Lake City, UT 84114-6705
Phone: (801) 530-4849
Toll Free: (877) 526-3994 Utah Residents
Fax: (801) 530-6438
Web Site: <http://www.commerce.utah.gov>

Registration Number: 13009860-0142
Business Name: WCF SELECT INSURANCE COMPANY
Registered Date: MARCH 15, 1989

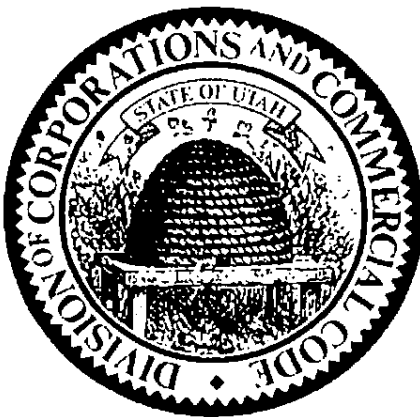
November 21, 2024

CERTIFIED COPY OF ARTICLES OF DOMESTICATION WITH ARTICLES OF INCORPORATION

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE ("DIVISION") HEREBY CERTIFIES THAT THE ATTACHED IS TRUE, CORRECT, AND COMPLETE COPY OF THE ARTICLES OF DOMESTICATION WITH ARTICLES OF INCORPORATION OF

WCF SELECT INSURANCE COMPANY

AS APPEARS OF RECORD IN THE OFFICE OF THE DIVISION.



Adam Watson

Adam Watson
Director
Division of Corporations and Commercial Code

Div. of Professional Licensing
(801)530-6628

Real Estate
(801)530-6747

Public Utilities
(801)530-6651

Securities
(801)530-6600

Consumer Protection
(801)530-6601



State of Utah
Department of Commerce
Division of Corporations & Commercial Code
Articles of Domestication



Mar 20 24 AM10:19

Pursuant to Utah Code 16-10a-1533, any foreign corporation may become a domestic company by filing Articles of Domestication.

1. The Articles of Domestication shall include:

- a) All the requirements applicable to:

Articles of Incorporation (Utah Code Section 16-6a-105 or 16-10a-202)

The Articles above must be attached to this document along with the non-refundable processing fee of: \$37.00;

The Articles need not name or be signed by the Incorporators or Organizers of the Foreign Company, and any reference to the Registered Office, Agent, or Managers shall be the Registered Office and Agent in Utah. Officers and Directors currently in office at the time of filing the Articles of Domestication must be included;

- b) The date and state where the subject entity was first formed, organized;

03/15/1989

California

Date

State / Jurisdiction

- c) The name of the foreign company immediately prior to the filing Articles of Domestication;

WCF Select Insurance Company

- d) Any jurisdiction that constituted the seat, location of incorporation, principal place of business, or central administration of the corporation immediately prior to the filing of the Articles of Domestication;

California

- e) The articles of domestication were adopted by the company's board of directors and approved by its shareholders or members;

- f) Under penalties of perjury, I declare that these Articles of Domestication has been examined by me and is, to the best of my knowledge and belief, true, correct and complete.

Nathan J. Ben
Authorized Signer Signature

VP, Compliance

Title

2. Additional filing requirements:

One (1) copy, signed by an authorized officer for a corporation. If the filer requests a copy of the Articles of Domestication an additional exact copy of the filed document along with a return-addressed envelope with adequate first-class postage must also be submitted.

Under GRAMA (63G-2-201), all registration information maintained by the Division is classified as public record. For confidentiality purposes, the business entity physical address may be provided rather than the residential or private address of any individual affiliated with the entity.

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certify that the foregoing has been filed
and approved on this 20 day of March 2024
In this office of this Division and hereby issued
This Certificate thereof

Examiner

CV

Date

3/29/24



L. Veillette
Leigh Veillette
Division Director

ARTICLES OF INCORPORATION
of WCF Select Insurance Company

Pursuant to the provisions of Utah Code Annotated Title 16, Chapter 10a § 1533, entitled *Domestication of Foreign Corporations*, the Utah Revised Business Corporation Act generally (the "RBCA"), Title 31A, Chapter 5, entitled *Domestic Stock and Mutual Insurance Companies* (the "*Utah Insurance Code*"), and specifically § 31A-5-203 thereof, the board of directors of WCF Select Insurance Company, a stock insurance corporation (the "*Corporation*"), adopted these Articles of Incorporation on March 13, 2024 (the "*Articles*") in connection with the Corporation's redomestication to Utah. The Corporation's sole shareholder (WCF National Insurance Company) approved these Articles of Incorporation on March 13, 2024.

ARTICLE I
Original Incorporation

The Corporation's original incorporation was on March 15, 1989, in California and was named Associated Indemnity Corporation. WCF National Insurance Company acquired Associated Indemnity Corporation on January 1, 2022, and renamed the entity WCF Select Insurance Company.

ARTICLE II
Corporate Name

The name of this Corporation is: WCF Select Insurance Company.

The Corporation's principal office address is: 100 W. Towne Ridge Parkway, Sandy, Utah 84070

ARTICLE III
Duration of Corporation

This Corporation has a perpetual existence unless otherwise terminated according to applicable law.

ARTICLE IV
Corporate Purposes and Powers

The purpose of this Corporation is to exercise all rights and powers conferred on it under applicable law and to conduct insurance business and any business reasonably incidental to its insurance business in Utah and other states.

ARTICLE V
Capital Stock and Terms of Shares

Section 1 – Capital Stock. The total number of shares the Corporation is authorized to issue is 1,000,000 shares of common stock with a par value of \$15.00 per share.

Section 2 – Terms of Capital Stock.

Voting Rights. Each holder of common stock is entitled to one noncumulative, unlimited vote, in person or by proxy, for each share in the holder's name on the books of the Corporation on each matter submitted to a vote at any meeting of the shareholders.

Dividends. The board of directors of the Corporation may declare and pay dividends on shares of common stock in proportion to the par value thereof. Dividends are payable to shareholders of record at the close of business of the date preceding the payment thereof as the board of directors may fix in declaring the dividend.

Issuance. The shares of common stock of the Corporation are transferable only on the corporate books and the Corporation will not make a transfer on the corporate books, and is not bound by a transfer, until the holder has produced and surrendered a properly endorsed certificate.

Payment. The Corporation will not issue shares of common stock until it has received payment in full in cash, property, or securities, as provided by the Utah laws. All shares, when issued, must be fully paid and non-assessable. The Corporation's board of directors will issue common stock when, and in amounts, as it may determine, subject to any required approval of any governmental officer or agency.

Additional Capital Stock. Upon the vote of the majority of the board of directors, the Corporation may, by amendment to these Articles of Incorporation, increase the authorized capital stock of the Corporation, or create other classes of stock with such designation, preferences, voting power, restrictions, or qualifications as the Corporation determines. The designations, preferences, voting powers, restrictions, or qualification of the classes of the newly created stock, may be the same or different as previously issued shares.

No Preemptive Rights. No holder of shares of common stock has any preemptive or preferential right of subscription to any class of stock of the Corporation, whether to current or future authorized shares, or to any obligations convertible into stock of the Corporation issued or sold.

Dissolution. In a dissolution, the property available for the distribution to shareholders will be distributed pro rata in proportion to the par value of the common stock shares.

ARTICLE VI Directors

A board of directors composed of a minimum of four people will manage and conduct the business of the Corporation through such officers and agents as the board of directors determines appropriate, subject to the requirements of the articles and applicable law. The number and election of directors will be as specified or fixed in the Corporation's bylaws.

ARTICLE VII
Limitation of Liability

No director will be personally liable to the Corporation for monetary damages for conduct as a director, provided that this article does not eliminate or limit the liability of a director for any act or omission for which elimination of liability is not permitted under applicable law.

ARTICLE VIII
Registered Agent and Incorporator

The registered agent and incorporator of the Corporation is Ryan Andrus, corporate secretary, 100 W. Towne Ridge Parkway, Sandy, UT 84070, whose signature consenting to this appointment appears at the end of this document. The board of directors may change its registered agent or incorporator without amending these articles.

ARTICLE IX
Bylaws

The board of directors of the Corporation has the power, subject to the articles and applicable law, to make, alter, amend or repeal bylaws providing for the regulation and management of the Corporation's business and affairs.

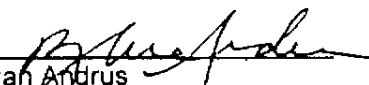
ARTICLE X
Amendment and Saving Clause

The board of directors may amend these articles as provided by applicable law and subject to shareholder approval. In the event any provision of these articles, or any amendment hereafter adopted, is judged ultra-vires or otherwise invalid, the remaining provisions, powers, and conditions are deemed unaffected and in full force and effect.

IN WITNESS WHEREOF, the undersigned authorized officers of the Corporation have executed these Articles of Incorporation on MARCH 13, 2024 and affirm:

That they are all officers herein; that they have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of their knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters they believe to be true.

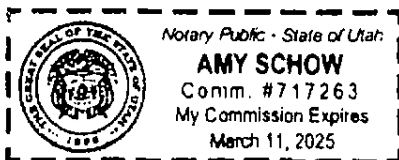

Matthew Lyon
President and Chief Executive Officer


Ryan Andrus
Corporate Secretary

STATE OF UTAH)

COUNTY OF SALT LAKE)

On this 17th day of March, 2024, personally appeared before me, Matthew Lyon and Ryan Andrus, who being duly sworn, declared that they are the persons who signed the foregoing Articles of Incorporation as Officers of the Corporation and that the statements contained therein are true.




NOTARY PUBLIC
My Commission Expires: