

804418

(61)

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

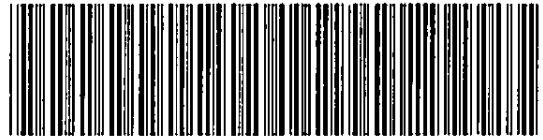
(Document Number)

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Date authorized

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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](mailto:bsweet@wcf.com).

Sincerely,

A handwritten signature in black ink that reads 'Brenda Kennedy'.

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

385

351-8445

at ( )

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*

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TREASURER  
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 checked="" type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input checked="" type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input checked="" type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input checked="" 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)

Ryan L. Andrus \_\_\_\_\_ Secretary \_\_\_\_\_  
 (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

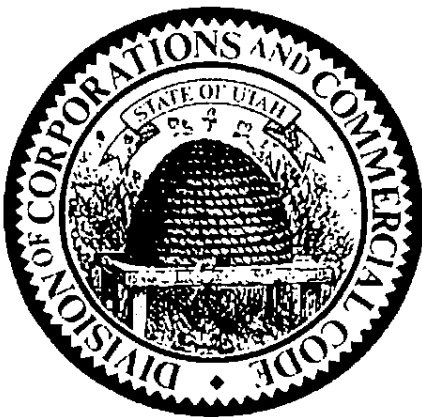
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## CERTIFIED COPY OF ARTICLES OF DOMESTICATION WITH ARTICLES OF INCORPORATION

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

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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



**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***

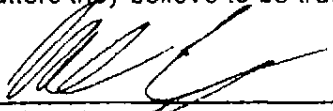
The board of directors of the Corporation has the power, subject to the articles and applicable law, to make, alter, amend or repeal bylaws providing for the regulation and management of the Corporation's business and affairs.

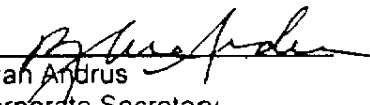
**ARTICLE X**  
***Amendment and Saving Clause***

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:

