

804819

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

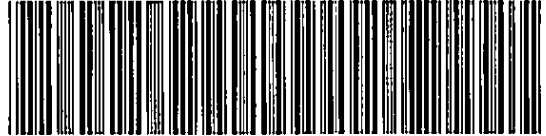
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

2/8

Office Use Only



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2022 FEB -8 AM 10:21

SECRETARY OF STATE
FALL ARIZONA

Amend.

FEB 10 2022

D CONNELL

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: BITCO General Insurance Corporation

Name of Corporation

DOCUMENT NUMBER: 804819

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Beth Lokenvitz

Name of Contact Person

BITCO General Insurance Corporation

Firm/Company

3700 Market Square Circle

Address

Davenport, IA 52807

City/State and Zip Code

beth.lokenvitz@bitco.com

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

For further information concerning this matter, please call:

Beth Lokenvitz

at (563) 232-0411

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 24, 2022

BETH LOKENVITZ
3700 MARKET SQUARE CIRCLE
DAVENPORT, IA 52807

SUBJECT: BITCO GENERAL INSURANCE CORPORATION
Ref. Number: 804819

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):

PLEASE PROVIDE A CERTIFIED COPY OF THE CONVERSION
CONVERTING THE ILLINOIS TO AN IOWA CORPORATION.

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.

Jasmine N Horne
Regulatory Specialist II

Letter Number: 222A00001855

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)

804819

(Document number of corporation (if known))

1. BITCO General Insurance Corporation

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

2. Illinois

(Incorporated under laws of)

3. 11/06/1937

(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.

Iowa

(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.

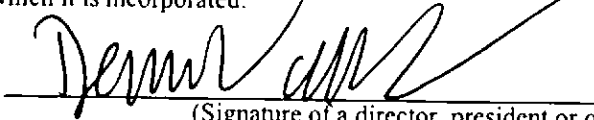
Signature of New Registered Agent, if changing

FILED
2022 FEB -8 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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
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_____	_____	_____	<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)

Dennis VanderVenne

 (Typed or printed name of person signing)

EVP & Treasurer

 (Title of person signing)

FILING FEE \$35.00

STATE OF IOWA
INSURANCE DIVISION
CERTIFICATE OF COMPLIANCE

I, Doug Ommen, Commissioner of Insurance do hereby certify that I am the official charged with the general control, supervision and direction of all insurance business transacted in the State of Iowa, and charged with the execution of the laws relating to insurance in said jurisdiction and that

BITCO General Insurance Corporation, Davenport, IA

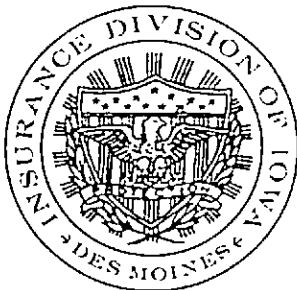
a corporation organized under the provisions of the statutes of said state, has complied with the laws of Iowa and is authorized to transact the business of

Iowa Stock Fire And Casualty Company

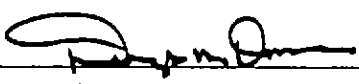
insurance therein.

I hereby, certify "BITCO General Insurance Corporation" is duly Incorporated under the laws of the State of Iowa and is in good standing and has a legal corporate existence so far as the records of this office show, as of the first day of October, 2021.

***IN WITNESS WHEREOF, I have
hereunto set my hand and caused my
official seal to be affixed at the City of
Des Moines this 21st day of December,
A.D. 2021.***



Original seal is red


COMMISSIONER OF INSURANCE

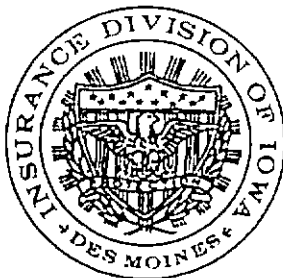
STATE OF IOWA
INSURANCE DIVISION
CERTIFICATE OF SIMILARITY

I, Doug Ommen, Commissioner of Insurance do hereby certify that I am the official charged with the general control, supervision and direction of all insurance business transacted in the State of Iowa, and charged with the execution of the laws relating to insurance in said jurisdiction. As such official, I am custodian of the records pertaining to the Insurance Division of Iowa. I further certify that the attached instrument is a true and correct copy of

Articles of Incorporation

as the same appears of record in this Division.

*IN WITNESS WHEREOF, I have
hereunto set my hand and caused my
official seal to be affixed at the City of
Des Moines this 30th day of November,
A.D. 2021.*



Original seal is red


COMMISSIONER OF INSURANCE

IOWA

No: W01305198

Date: 09/14/2021

SECRETARY OF STATE

490 DP-685445

BITCO GENERAL INSURANCE CORPORATION

ACKNOWLEDGEMENT OF DOCUMENT FILED

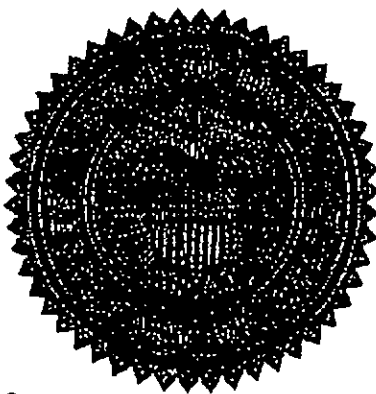
The Secretary of State acknowledges receipt of the following document:

Articles of Incorporation

The document was filed on September 13, 2021 10:22 AM, to be effective as of October 1, 2021 12:01 AM

The amount of \$50.00 was received in full payment of the filing fee.

This acknowledgement is issued in accordance with Iowa Code section 490.902 and 515.78.



A handwritten signature in cursive script, reading "Paul D. Pate".

PAUL D. PATE SECRETARY OF STATE



Printed on
Recycled Paper

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

490 DP-685445
BITCO GENERAL INSURANCE CORPORATION
IOWA INSURANCE DIVISION
ATTN: LORI TAHA
1963 BELL AVE STE 100
DES MOINES, IA 50315



KAREND

685445

**CERTIFICATE OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BITCO GENERAL INSURANCE CORPORATION**

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

Pursuant to the provisions of Section 1007 of the Iowa Business Corporation Act (the "Iowa Act"), the undersigned company adopts the following Amended and Restated Articles of Incorporation (the "Restated Articles").

1. The name of the company is BITCO General Insurance Corporation (the "Company"). Prior to the effective date of the Restated Articles as filed with the Iowa Secretary of State, the Company was incorporated in the State of Illinois and subject to the Illinois Insurance Code (the "Illinois Code"). The Restated Articles are being filed with the Iowa Secretary of State to effectuate the redomestication of the Company from the State of Illinois to the State of Iowa in accordance with Sections 490.902 and 508.12 of the Iowa Act.
2. The text of the Restated Articles is attached hereto, which consolidates all amendments into a single document.
3. The Restated Articles supersede the Amended and Restated Articles of Incorporation of the Company filed with the State of Illinois' Department of Insurance on October 23, 2017 (the "Current Articles") and all previous versions of the Company's articles of incorporation and all amendments thereto.
4. The Restated Articles amend the Current Articles and were duly approved by the Shareholder of the Company in the manner required by the Illinois Code, the Iowa Act, and the Current Articles.
5. The effective time and date of the Restated Articles is 12:01 a.m., Central time, on October 1st, 2021.

Dated this 27th day of July, 2021.

BITCO GENERAL INSURANCE CORPORATION

By:


Vincent C. Lamb
President & Chief Executive Officer

AUG 12 '21 4:35

SEP 13 '21 10:22

[1]

(8)

1079453ART1 \$50.00 KATHY 2 28 421

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BITCO GENERAL INSURANCE CORPORATION

Pursuant to the provisions of Section 1007 of the Iowa Business Corporation Act, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation effective October 1st, 2021.

ARTICLE I

The name of the Company shall be BITCO GENERAL INSURANCE CORPORATION (the "Company").

ARTICLE II

These Amended and Restated Articles of Incorporation (the "Restated Articles") are being filed by the Company in connection with the redomestication of the Company from the State of Illinois to the State of Iowa in accordance with the provisions of Sections 490.902 and 508.12 of the Code of Iowa. The Company is continuing its corporate existence, which commenced upon its incorporation in 1928. The Company shall be and continue to be possessed of all privileges, franchises, and powers to the same extent as if it had been originally incorporated under the laws of the State of Iowa; and all privileges, franchises, and powers belonging to the Company, and all property, real, personal and mixed, and all debts due on whatever account, all certificates of authority, agent appointments, outstanding insurance policies, capital structure, and all actions, shall be and the same are hereby ratified, approved, confirmed, and assured to the Company, with like effect and to all intents and purposes as if it had been originally incorporated under the laws of the State of Iowa. Without limitation of the foregoing, the Company shall be given recognition as a domestic insurance company of the State of Iowa for all purposes from the date of its initial authorization as an insurer. Subject to the foregoing, these Restated Articles shall be construed as a substitute for all prior articles of incorporation and all amendments thereto.

ARTICLE III

The initial registered office of the Company is located at 3700 Market Square Circle in the city of Davenport, County of Scott, State of Iowa. The name of the initial registered agent at that office is Lori S. Paulus.

ARTICLE IV

The principal place of business of the Company shall be located at 3700 Market Square Circle in the city of Davenport, County of Scott, State of Iowa.

ARTICLE V

The Company shall have perpetual duration.

ARTICLE VI

The purpose for which the Company is organized is to conduct insurance business of all kinds and all other business which an insurance company may legally transact in accordance with the Code of Iowa and other provisions of Iowa law. The Company shall have and may exercise all powers and authority specified in the Iowa Business Corporation Act and any other applicable statute now provided or hereafter provided by the laws of Iowa.

ARTICLE VII

The officers of this Company shall consist of a Chief Executive Officer, a President, one or more Vice Presidents, a Secretary, a Treasurer, and such corporate officials as shall be provided in the By-Laws.

The corporate affairs of the Company shall be exercised by, and its business and affairs shall be under the control of a Board of Directors of not less than five nor more than twenty-one in number. The directors shall be natural persons who are at least eighteen (18) years of age. A person convicted of a felony may not be a director, and all directors shall be of good character and known professional, administrative, or business ability, such business ability to include a practical knowledge of insurance, finance, or investment. The directors shall be classified with respect to the time for which they shall severally hold office by dividing them as equally as the total number of directors will permit into three classes. All directors shall hold office until their successors are elected and qualified. At each annual meeting the successors to the class of directors whose term then expires shall be elected to hold office for a term of three years, so that the term of office of only one class of directors shall expire in each year. In all elections of directors each shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are directors to be elected, or to cumulate said shares, and give one candidate as many votes as the number of directors multiplied by the number of shares shall equal, or to distribute them on the same principle among as many candidates as he shall think fit, and directors shall not be elected in any other manner. Vacancies occurring in the office of director shall be filled by the shareholders at the regular annual meetings or at special meetings of the shareholders called for that purpose.

The Company may issue both participating and non-participating policies. The Board of Directors shall have power to determine the amount and the manner of payment of dividends to the holders of participating policies; such dividends shall be apportioned equitably and in accordance with such rates and rules and applicable to such kind or kinds of Insurance as may be determined by the Board of Directors, which shall have the power to adopt any By-Laws pertaining to such declaration and payment which in the judgment of said Board of Directors, may seem necessary or desirable.

The following persons, who constitute the present board of directors of the Company, shall continue to serve as directors for a term expiring at the annual meeting of shareholders in the year designated below and until their successors are elected and qualified or until the earlier of their death, resignation, removal, or termination from office:

<u>Name</u>	<u>Term Expires</u>
Steven J. Bateman	2022
Lisa J. Caldwell	2022
Jimmy A. Dew	2022
John M. Dixon	2022
Michael D. Kennedy	2024
Charles J. Kovaleski	2023
Spencer LeRoy, III	2024
Perter B. McNitt	2024
Glenn W. Reed	2022
Craig R. Smiddy	2023
Arnold L. Steiner	2023
Fredricka Taubitz	2023
Steven R. Walker	2024
Aldo C. Zucaro	2023

ARTICLE VIII

The amount of the authorized capital of the Company shall be \$13,000,000, consisting of 1,920,000 shares designated as common stock, having a par value of \$4 1/8 per share, and 50,000 shares designated as preferred stock, having a par value of \$100.00 per share. The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of the common stock and the preferred stock are as follows:

Preferred Stock

1. Issue Price.

All shares of the Preferred Stock shall be issued at the price of \$100.00 per share.

2. Dividends.

a. The holders of the shares of Preferred Stock shall be entitled to receive cumulative cash dividends, when and as declared by the Board of Directors out of funds legally available therefore, at a rate of \$8.50 per share per annum, and no more.

b. Dividends on the Preferred Stock shall be payable in equal amounts semi-annually on the first days of June and December in each year (unless such day is not a business day, in which event on the next business day) to holders of record on the respective record dates fixed for that purpose by the Board of Directors in advance of the payment of each particular dividend.

c. Dividends on the Preferred Stock shall be cumulative and accrue from and after the date of original issuance thereof, whether or not declared by the Board of Directors and without regard to whether there shall be or shall have been at any time net profits or surplus or without regard to the amount thereof. Accruals of dividends shall not bear interest.

d. No dividend or distribution, whether in cash, stock or other property, shall be paid, declared and set apart for payment or made on any date on or in respect of the Common Stock or any other class or series of stock of the Company, and no redemption, purchase or other acquisition for value by the Company shall be made on any date of shares of Common Stock or any other class or series of stock of the Company, if on such date or dates there are any shares of the Preferred Stock issued and outstanding, unless all the holders of shares of the Preferred Stock shall have consented thereto.

3. Voting.

The holders of Preferred Stock shall not be entitled to vote on any matter submitted to a vote of the shareholders of the Company.

4. Redemption.

Shares of the Preferred Stock may be redeemed at the option of the Company on or after December 31, 1985, at any time or from time to time, in whole or in part, from the holder or holders of record thereof, pro rata, for cash in the amount of \$100.00 per share (adjusted for any stock dividend, stock split, reclassification, or other action that divides outstanding shares of Preferred Stock), plus accrued but unpaid dividends thereon to the date of redemption.

5. Liquidation Rights.

In the event of any dissolution, liquidation or winding up of the Company, whether voluntary or involuntary, the holders of outstanding shares of the Preferred Stock shall be entitled to receive, before any payment or distribution of assets of the

Company or proceeds thereof (whether capital or surplus) shall be made to or set apart for the holders of the Common Stock or any other class or series of stock ranking junior to the Preferred Stock upon liquidation, cash in the amount of \$100.00 per share, plus a sum equal to all dividends on such shares accrued and unpaid thereon to the date of final distribution, but they shall be entitled to no further payment. If, upon any liquidation, dissolution or winding up of the Company, the assets of the Company, or proceeds thereof, distributable among the holders of the Preferred Stock or any other class of preferred stock ranking on a parity with the Preferred Stock as to payments upon liquidation, dissolution or winding up shall be insufficient to pay in full the preferential amount aforesaid, then such assets, or the proceeds thereof, shall be distributed among such holders ratably in accordance with the respective amounts which would be payable on such shares if all amounts payable thereon were paid in full. For the purposes of this paragraph 5, the voluntary sale, lease, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property or assets of the Company to, or a merger or consolidation of the Company with, one or more corporation shall not be deemed to be a liquidation, dissolution or winding up, voluntary or involuntary.

6. Adjustment of Preferred Stock.

In the event the Company shall at any time after the issuance of Preferred Stock subdivide or reclassify its outstanding shares of the Common Stock into a greater or lesser number of shares of Common Stock by reason of split-ups, recapitalizations, combinations, exchanges of shares or otherwise, then a proportionate distribution, subdivision or reclassification of the outstanding Preferred Stock shall also be effected, as of the effective date of the applicable distribution or adjustment with respect to the Common Stock. In such event, the applicable liquidation preference as provided herein and the annual dividend rate per share provided herein shall be adjusted proportionately as to all outstanding shares of Preferred Stock. Whenever any adjustment is required in the shares of Preferred Stock, the Company shall forthwith cause notice of such adjustment to be mailed to the holders of record of shares of Preferred Stock at their addresses as shown on the books of the Company.

Common Stock

The holders of the Common Stock shall be entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors; provided, however, that no dividend or distribution, whether in cash, stock or other property, shall be paid, declared and set aside for payment or made on any date on or in respect of the Common Stock if on such date there are any shares of Preferred Stock of the Company issued and outstanding, unless all the holders of shares of the Preferred Stock shall have consented thereto. In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Company, after distribution in full of the preferential amounts, if any, to be distributed to the holders of shares of the Preferred Stock, holders of the Common Stock shall be entitled to receive all the remaining assets of the Company of whatever kind available for distribution to stockholders ratably in

proportion to the number of shares of Common Stock held by them respectively. Except as may be otherwise required by law or the Articles of Incorporation, each holder of the Common Stock shall have one vote in respect of each share of stock held by him of record on the books of the Company on all matters voted by the stockholders.

These articles of Incorporation may not be amended if such amendment would (i) effect an exchange, reclassification, or conversion of shares of the Preferred Stock into shares of any class having rights and preferences subordinate to those of the Preferred Stock as herein constituted; (ii) alter or modify any of the rights and preferences of the Preferred Stock as herein constituted if the effect thereof would be to reduce or eliminate such rights and preferences; (iii) create a new class of shares having rights and preferences prior, superior, or substantially equal to the Preferred Stock as herein constituted; or (iv) increase the rights and preferences of shares of any class having rights and preferences subordinate to the Preferred Stock as herein constituted if after such increase the shares of such class would have rights and preferences prior, superior, or substantially equal to the Preferred Stock.

ARTICLE IX

The fiscal year of this Company shall commence on the First day of January and shall terminate on the Thirty-first day of December.

IN WITNESS WHEREOF, said BITCO General Insurance Corporation has caused these presents to be executed in duplicate by its President and the seal of the Company to be hereto affixed this 27th day of July, 2021.

BITCO GENERAL INSURANCE CORPORATION

By: 

Vincent C. Lamb
President & Chief Executive Officer

ATTEST:

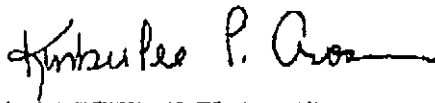
BY: 

Lori S. Paulus
Executive Vice President & Secretary

COMMISSIONER CERTIFICATE OF APPROVAL

Pursuant to the relevant provisions of the Iowa Code, the undersigned approves the Amended and Restated Articles of Incorporation of BITCO General Insurance Company.

DOUG OMMEN
Iowa Insurance Commissioner



KIMBERLEE L. CROSS
Deputy Commissioner of Supervision

Date: 8/11/2021

FILED
IOWA
SECRETARY OF STATE
9-13-21
10:22 AM
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