812292

(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:

Office Use Only

600446006036

FILED
2025 MAR 11 AM 10: 36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2025 MAR 11 PM 3: 38

CT CORP

(850) 656- 4724
3458 lakesore Drive
Tallahassee, FL 32312

Date: 03/11/2025

Eric D[illegible]

Acc#I20160000072

Name:	Union Security Insurance Company
Document #:	
Order #:	16174902

Certified Copy of Arts & Amend:	☐			
Plain Copy:	☐			
Certificate of Good Standing:	☐			
Certified Copy of	☐			
Apostille/Notarial Certification:	☐		Country of Destination:	
			Number of Certs:	

Filing: ☑

Certified: ☑

Plain: ☐

COGS: ☐

Email Address for Annual Report Notifications:

Availability ______

Document ___

Examiner ________

Updater ________

Verifier ________

W.P. Verifier ______

Ref# ________

Amount: $ 43.75

Thank you!

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)

812292
(Document number of corporation (if known))

1. Union Security Insurance Company
(Name of corporation as it appears on the records of the Department of State)

2. Kansas
(Incorporated under laws of)

3. 10/23/1957
(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)

FILED
2025 MAR 11 AM 10: 36
TALLAHASSEE, FLORIDA

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:

Title/ Capacity	Name	Address	Type of Action
			Add
			Remove
			Add
			Remove
			Add
			Remove
			Add
			Remove
			Add
			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)

Paul D. Barbato
(Typed or printed name of person signing)

Secretary
(Title of person signing)

FILING FEE $35.00

FILED
2025 MAR 11 AM 10: 36
TALLAHASSEE, FLORIDA

812617

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
UNION SECURITY INSURANCE COMPANY

1138961 ARTI $50.00 KATHY 2 12/31/24

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

Pursuant to Section 1007 of the Iowa Business Corporation Act, Chapter 490 of the Iowa Code (the "IBCA"), the undersigned corporation adopts the following Amended and Restated Articles of Incorporation.

1. The name of the corporation is Union Security Insurance Company.

2. The text of the Amended and Restated Articles of Incorporation is as follows:

ARTICLE I
GENERAL

Section 1.1 Name. The name of the corporation is Union Security Insurance Company (the "Corporation").

Section 1.2 Offices and Registered Agent.

(a) The principal place of business of the Corporation in the State of Iowa is located at 2000 Heritage Way, Waverly, Iowa 50677, and the Corporation's mailing address is 5910 Mineral Point Road, Madison, Wisconsin 53705.

(b) The initial registered agent of the Corporation is C T Corporation System, and the street and mailing address of the initial registered agent's office is located at 500 East Court Avenue, Suite 200, Des Moines, Iowa 50309.

(c) The Corporation may establish and maintain other offices located in Iowa, or any other state, as deemed appropriate by the Corporation's Board of Directors.

Section 1.3 Purpose. The purpose for which the Corporation is organized is the transaction of any and all lawful business for which corporations may be organized under the Iowa Business Corporation Act, Chapter 490 of the Iowa Code and Chapter 508 of the Iowa Code, and successor statutory provisions, including but not limited to:

(a) acting as a life insurance company pursuant to Chapter 508 of the Iowa Code, and successor statutory provisions, and writing any or all of the lines of insurance and annuity business authorized by Chapter 508 and any other line of insurance or annuity business authorized by the laws of the State of Iowa or approved by the Commissioner of Insurance of the State of Iowa; and

(b) reinsuring and accepting reinsurance on any or all of the lines of business set forth in Section 1.3(a).

Section 1.4 Duration. The Corporation shall have perpetual duration.

ARTICLE II
CAPITAL STOCK

The aggregate number of shares of stock that the Corporation is authorized to issue is one million (1,000,000) shares of common stock, with a par value of five dollars ($5.00) per share. The common stock shall have unlimited voting rights and shall be entitled to the net assets of the Corporation upon dissolution.

ARTICLE III
BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed by or under the direction of, the Board of Directors. The number of directors shall be not less than five (5) nor more than fifteen (15) members, with the actual number of members as determined in accordance with the bylaws of the Corporation.

ARTICLE IV
LIMITATIONS ON DIRECTOR LIABILITY

A director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for any of the following: (1) the amount of a financial benefit received by a director to which the director is not entitled; (2) an intentional infliction of harm on the Corporation or the shareholders; (3) a violation of Section 490.833 of the Iowa Business Corporation Act; or (4) an intentional violation of criminal law. If the Iowa Business Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be eliminated or limited to the extent of such amendment, automatically and without any further action, to the fullest extent permitted by law. Any repeal or modification of this Article IV by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability or any other right or protection of a director of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

ARTICLE V
MANDATORY INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify a director or officer for liability (as such term is defined in Section 850(5) of the Iowa Business Corporation Act) for any action taken, or any failure to take any action, as a director or officer, except liability for any of the following: (1) receipt of a financial benefit received by a director or officer to which the director or officer is not entitled; (2) an intentional infliction of harm on the Corporation or the shareholders; (3) a violation of Section 833 of the Iowa Business Corporation Act; or (4) an intentional violation of criminal law. Without limiting the foregoing, the Corporation shall exercise all of its permissive powers as often as necessary to indemnify and advance expenses to its directors and officers to the fullest extent permitted by law. If the Iowa Business Corporation Act is hereafter amended to authorize broader indemnification, then the indemnification obligations of the Corporation shall be deemed amended automatically and without any further action to require indemnification and advancement of funds to pay for or reimburse expenses of its directors and officers to the fullest extent permitted by law. Any repeal or modification of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect any indemnification obligations of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

ARTICLE VI
AMENDMENT

These Articles may be amended, modified, revised and/or restated only by resolution by the Board of Directors, which resolution is submitted to the shareholders at any annual meeting or special meeting of shareholders called for that purpose and receives the affirmative vote of the holders of at least a majority of the votes cast by the shareholders voting at the meeting.

3. These Amended and Restated Articles of Incorporation were adopted on December 12, 2024.

4. These Amended and Restated Articles of Incorporation were duly approved by the shareholders of the corporation in the manner required by the IBCA, the original articles of incorporation, and all amendments thereto.

5. These Amended and Restated Articles of Incorporation are being filed by the Corporation in connection with the redomestication of the Company from the State of Kansas to the State of Iowa in accordance with the provisions of Sections 490.902 and 508.12 of the Iowa Code (2024). The Corporation is continuing its corporate existence which commenced upon its incorporation under the laws of the State of Minnesota on March 26, 1910. The Corporation shall 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 said Corporation, 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 chose in actions, shall be and the same are hereby ratified, approved, confirmed and assured to the Corporation, 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 Corporation shall be given recognition as a domestic insurance company of the State of Iowa for all purposes from and after March 26, 1910, the date of its initial authorization as an insurer under the laws of the State of Minnesota. Subject to the foregoing, these Amended and Restated Articles shall be construed as a substitute for all prior articles of incorporation and all amendments thereto.

6. These Amended and Restated Articles of Incorporation shall take effect on December 31, 2024.

[Signature page follows]

Dated this December 17, 2024.

UNION SECURITY INSURANCE COMPANY

By: ______________________________
Name: *Fernand LeBlanc*
Title: President, Incorporator
Address: 5910 Mineral Point Road, Madison, Wisconsin, 53705

By: ______________________________
Name: Paul D. Barbato
Title: Secretary, Incorporator
Address: 5910 Mineral Point Road, Madison, Wisconsin, 53705

STATE OF WISCONSIN

COUNTY OF DANE

On this December 17, 2024 before me, the undersigned, a Notary Public in and for said State, *personally appeared Fernand LeBlanc and Paul D. Barbato; being by me duly sworn did say that they are* the President and the Secretary, respectively, of Union Security Insurance Company, executing the within and foregoing instrument; that the seal affixed thereto is the seal of said corporation; that said instrument was signed (and sealed) on behalf of said corporation by authority of its Board of Directors; and the said President and Secretary, as such officers, acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by them voluntary executed.

Nancy Warner
____
Notary Public in and for said State

NANCY WARNER
Notary Public
State of Wisconsin
My Commission Expires Jan 22, 2025

Notarial Act Performed by Audio visual communication

COMMISSION CERTIFICATE OF APPROVAL

Pursuant to the relevant provisions of the Iowa Code, the undersigned approves the Amended and Restated Articles of Incorporation of **Union Security Insurance Company.**

DOUG OMMEN
Iowa Insurance Commissioner

Kim Cross

By: KIM CROSS
Deputy Insurance Commissioner

Date: 12-18-2024

FILED
IOWA
SECRETARY OF STATE
12-30-24
4:08 PM
W01400667

STATE OF IOWA
Secretary of State Office

C# 312

I hereby certify that this is a true and complete document(s) to which the seal is affixed as filed in this office beginning December 30, 2024 to and including the date below.

Dated March 10, 2025

Paul D. Pate
Secretary Of State

By Diane Burdette

STATE OF IOWA SECRETARY OF STATE SEAL

5 pgs.