

812596

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

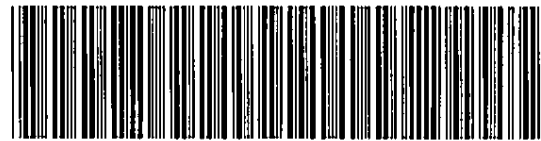
(Document Number)

Certified Copies ☒

Certificates of Status ☒

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Office Use Only



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FILED

cc/ccis
Nianichg

SEP 28 2021

ALBRIGHTON

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: GuideOne Mutual Insurance Company

Name of Corporation

DOCUMENT NUMBER: 812596

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Greg Kendrick

Name of Contact Person

GuideOne Insurance

Firm/Company

1111 Ashworth Road

Address

West Des Moines, IA 50265

City/State and Zip Code

gkendrick@guideone.com

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

For further information concerning this matter, please call:

Greg Kendrick

at (515) 267-5598

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

COPY



RECEIVED

21 SEP 20 PM 2:37

FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 22, 2021

GREG KENDRICK
1111 ASHWORTH ROAD
WEST DES MOINES, IA 50265

SUBJECT: GUIDEONE MUTUAL INSURANCE COMPANY
Ref. Number: 812596

We have received your document for GUIDEONE MUTUAL INSURANCE COMPANY and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date 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 the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 321A00020103

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)

812596

(Document number of corporation (if known))

1. GuideOne Mutual Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. State of Iowa 3. 3/1/1958
(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? 4/1/2021
5. GuideOne 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.

N/A

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A

(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 N/A (no change)

(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.

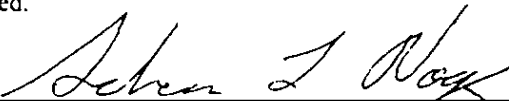
Signature of New Registered Agent, if changing

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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>
N/A	No change		<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
			<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)

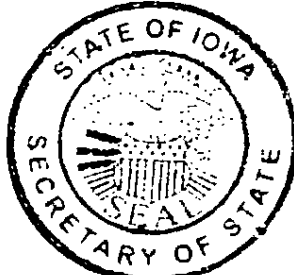

Andrew L. Noga

 (Typed or printed name of person signing)

SVP, Corp. Secretary & General Counsel

 (Title of person signing)

FILING FEE \$35.00

STATE OF IOWA
Secretary of State Office

C # 1019

I hereby certify that this is a true and complete
document(s) to which the seal is affixed as filed in
this office beginning April 1, 2021
to and including the date below

Dated September 24, 2021

[Signature]
Secretary of State

By Dianne B. Buehler

703

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APR 1 2021
9:30AM

69629

EXHIBIT A

STATE OF IOWA
SECRETARY OF STATE

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GUIDEONE MUTUAL INSURANCE COMPANY

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"), and Article XI of the Amended and Restated Articles of Incorporation as filed with the Iowa Secretary of State on July 24, 2020, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation.

1068854 RART \$50.00 KATHY 2 4/1/21

ARTICLE I
GENERAL

Section 1.1. Name. The name of the corporation is GuideOne Insurance Company (the "Company").

Section 1.2. Continuation. These Amended and Restated Articles of Incorporation are being filed in connection with the mutual insurance holding company reorganization of GuideOne Mutual Insurance Company ("GuideOne Mutual") pursuant to Section 521A.14 of the Iowa Code ("Section 521A.14"). The Company is a continuation, without interruption, of GuideOne Mutual as contemplated by Section 521A.14 and all of its rights, privileges, powers, permits and licenses and all of its duties, liabilities and obligations shall continue unaffected.

Section 1.3. Adoption of IBCA. The Company voluntarily elects to adopt the provisions of the IBCA pursuant to Section 1701(3) of the IBCA.

Section 1.4. Offices and Registered Agent.

(a) The principal place of business of the Company is located at 1111 Ashworth Road, West Des Moines, Iowa 50265.

(b) The Company's registered agent is C T Corporation System, and its registered office is located at 400 East Court Avenue, Des Moines, Iowa 50309.

Section 1.5. Purpose. The purpose for which the Company is organized is the transaction of any and all lawful business for which corporations may be organized under the IBCA and Chapter 515 of the Iowa Code ("Chapter 515"), and successor statutory provisions, including:

(a) to act as an insurance company pursuant to Chapter 515 and successor statutory provisions, and to write any or all lines of insurance business authorized by

Chapter 515 and any other line of insurance business authorized by the laws of the State of Iowa or approved by the Commissioner of Insurance of the State of Iowa;

(b) to reinsure with, and accept reinsurance from, other insurers on any or all of the lines of business set forth in Section 1.5(a); and

(c) to conduct all other lawful business incidental to the foregoing purposes.

Section 1.6. Duration. The Company shall have perpetual duration.

ARTICLE II

CAPITAL STOCK

The aggregate number of shares of stock that the Company is authorized to issue is Five Million (5,000,000) shares of Common Stock, par value \$1.00 per share (the "Common Stock"). The Common Stock shall have unlimited voting rights and be entitled to the net assets of the Company 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 Company 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 twenty-one (21) members, with the actual number of members as determined in accordance with the bylaws of the Company.

ARTICLE IV

LIMITATIONS ON DIRECTOR LIABILITY

A director of the Company shall not be liable to the Company 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: (i) the amount of a financial benefit received by a director to which the director is not entitled; (ii) an intentional infliction of harm on the Company or the shareholders; (iii) a violation of Section 833 of the IBCA; or (iv) an intentional violation of criminal law. If the IBCA is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Company, 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 by the shareholders of the Company 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 Company 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 Company shall indemnify a director or officer for liability (as such term is defined in Section 490.850(3) of the IBCA) for any action taken, or any failure to take any action, as a director or officer, except liability for any of the following: (i) receipt of a financial benefit by

the director or officer to which the director or officer is not entitled; (ii) an intentional infliction of harm on the Company or the shareholders; (iii) a violation of Section 833 of the IBCA; or (iv) an intentional violation of criminal law. Without limiting the foregoing, the Company 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 IBCA is hereafter amended to authorize broader indemnification, then the indemnification obligations of the Company 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 Company shall be prospective only and shall not adversely affect any indemnification obligations of the Company 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, restated, repealed and new bylaws adopted, only by resolution by the Board of Directors, which resolution is submitted to 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.

[Signature Page Follows]

Dated as of this 26th day of March, 2021.

GUIDEONE MUTUAL INSURANCE COMPANY

By: Andrew L. Noga
Name: Andrew L. Noga
Title: Senior Vice President, General Counsel
and Secretary

By: Michelle L. Glasl
Name: Michelle L. Glasl
Title: Senior Vice President

STATE OF IOWA)
) SS
COUNTY OF POLK)

On this 26th day of March, 2021, before me, the undersigned, a Notary Public in and for said State, personally appeared Andrew L. Noga and Michelle L. Glasl, being by me duly sworn did state that they are Senior Vice President, General Counsel and Secretary, and Senior Vice President, respectively, of GuideOne Mutual 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 Andrew L. Noga and Michelle L. Glasl, as such officers, acknowledged the execution of said instrument to be the voluntary act and deed of said Corporation, by it and by them voluntarily executed.



[Signature]
Notary Public in and for said State

[Signature Page to Amended and Restated Articles of Incorporation
of GuideOne Mutual Insurance Company]

**CERTIFICATE OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GUIDEONE MUTUAL INSURANCE COMPANY**

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"), and Article XI of the Amended and Restated Articles of Incorporation as filed with the Iowa Secretary of State on July 24, 2020 (the "Current Articles"), the undersigned corporation adopts the following Amended and Restated Articles of Incorporation.

1. The name of the corporation is GuideOne Mutual Insurance Company ("GuideOne Mutual"). GuideOne Mutual is a domestic mutual insurance company previously governed by Chapter 491 of the Iowa Code ("Chapter 491"). The Amended and Restated Articles of Incorporation amend the Current Articles to, among other things, voluntarily elect to be subject to the IBCA in lieu Chapter 491, change the name of GuideOne Mutual to GuideOne Insurance Company and authorize the issuance of capital stock.

2. The text of the Amended and Restated Articles of Incorporation is attached hereto as Exhibit A.

3. The Amended and Restated Articles of Incorporation supersede the Current Articles and all previous versions of GuideOne Mutual's articles of incorporation and all amendments thereto.

4. The Amended and Restated Articles of Incorporation amend the Current Articles and were duly approved by the members of GuideOne Mutual entitled to vote in the manner required by Chapter 491, the IBCA and the Current Articles.

5. The effective date and time of this document is the date and time of filing with the Iowa Secretary of State.

[Signature Page Follows]

Dated as of this 26th day of March, 2021.

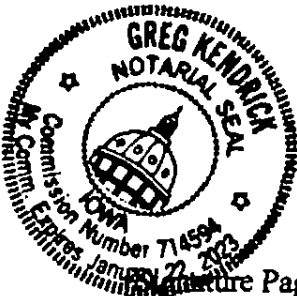
GUIDEONE MUTUAL INSURANCE COMPANY

By: Andrew L. Noga
Name: Andrew L. Noga
Title: Senior Vice President, General Counsel
and Secretary

By: Michelle L. Glasl
Name: Michelle L. Glasl
Title: Senior Vice President

STATE OF IOWA)
) SS
COUNTY OF POLK)

On this 26th day of March, 2021, before me, the undersigned, a Notary Public in and for said State, personally appeared Andrew L. Noga and Michelle L. Glasl, being by me duly sworn did state that they are Senior Vice President, General Counsel and Secretary, and Senior Vice President, respectively, of GuideOne Mutual 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 Andrew L. Noga and Michelle L. Glasl, as such officers, acknowledged the execution of said instrument to be the voluntary act and deed of said Corporation, by it and by them voluntarily executed.



[Signature]
Notary Public in and for said State

Signature Page to Certificate of Amended and Restated Articles of Incorporation
of GuideOne Mutual Insurance Company]

**IOWA SECRETARY OF STATE
PAUL D. PATE**



CERTIFICATE OF EXISTENCE

Issue Date: 8/3/2021

Name: GUIDEONE INSURANCE COMPANY (490 DP - 69629)

Date of Incorporation: 12/30/1946

Duration: PERPETUAL

I, Paul D. Pate, Secretary of State of the State of Iowa, custodian of the records of incorporations, certify the following for the corporation named on this certificate:

- a. The entity is in existence and duly incorporated under the laws of Iowa.
- b. All fees required under the Iowa Business Corporation Act due the Secretary of State have been paid.
- c. The most recent biennial report required has been filed with the Secretary of State.
- d. Articles of dissolution have not been filed.

Certificate ID: **CS226725**

To validate certificates visit:

sos.iowa.gov/ValidateCertificate

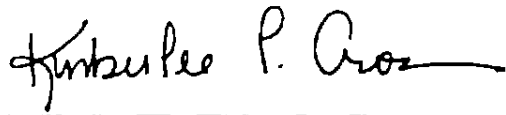
A handwritten signature in black ink, reading "Paul D. Pate".

Paul D. Pate, Iowa Secretary of State

COMMISSIONER CERTIFICATE OF APPROVAL

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

DOUG OMMEN
Iowa Insurance Commissioner



KIMBERLEE L. CROSS
Acting Deputy Commissioner of Supervision

Date: 3/30/2021

FILED
IOWA
SECRETARY OF STATE

4-1-21
9:30 AM

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