

814680

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Document Number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2005 DEC 28 PM 1:33

N/c

12/16



**MUTUAL PROTECTIVE
MEDICO LIFE**
INSURANCE COMPANIES



December 27, 2005

MUTUAL PROTECTIVE INSURANCE COMPANY
NAIC #31119

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Company Name Change

Mutual Protective Insurance Company, NAIC # 364-31119, is domiciled in the state of Nebraska. The Company will be changing its name to Medico Insurance Company. The name change has been approved in Nebraska, and will be effective on January 1, 2006.

In order to receive a revised Certificate of Authority from the Florida Department of Financial Services, I need to provide an original Certificate of Good Standing under the Company's new name, Medico Insurance Company. In order to obtain this document, I have enclosed a completed Cover Letter and Amendment Form with the required \$43.75 fee. I have also included an original Certification regarding the Certificate of Authority from the state of Nebraska and an original Certification regarding the Amended Articles of Incorporation from the state of Nebraska.

Thank you for your consideration of this amendment and in providing the Certificate of Good Standing. If you have any questions or concerns, please feel free to contact me.

Sincerely,

Stephanie J. Lawrence
Senior Compliance Analyst
(402) 391-6900 ext. 250
Fax (402) 391-4858
slawrence@mutualprotective.com

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Mutual Protective Insurance Company
(Name of Corporation)

DOCUMENT NUMBER: 814680

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Stephanie J. Lawrence
(Name of Contact Person)

Mutual Protective Insurance Company
(Firm/Company)

1515 South 75th Street
(Address)

Omaha, NE 68124
(City/State and Zip Code)

For further information concerning this matter, please call:

Stephanie J. Lawrence at (402) 391-6900 x 250
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee	☒ \$43.75 Filing Fee & Certificate of Status	☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)	☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)
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Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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)

814680

(Document number of corporation (if known))

1. Mutual Protective Insurance Company

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

2. Nebraska

(Incorporated under laws of)

3. August 25, 1960

(Date authorized to do business in Florida)

SECRETARY OF STATE
DIVISION OF CORPORATIONS
2005 DEC 28 PM 1:33

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? January 1, 2006

5. Medico 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)

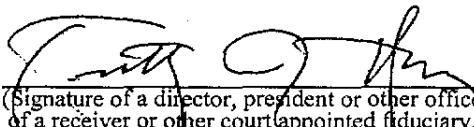
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

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

(New jurisdiction)


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Timothy J. Hall

(Typed or printed name of person signing)

President

(Title of person signing)

STATE OF NEBRASKA DEPARTMENT OF INSURANCE

CERTIFICATION

November 18, 2005

I, L. TIM WAGNER, Director of Insurance of the State of Nebraska, do
hereby certify that the attached is a full and correct copy of the

CERTIFICATE OF AUTHORITY

FOR

MEDICO INSURANCE COMPANY
(Effective January 1, 2006)

DOMICILED IN THE STATE OF NEBRASKA

Now on file and forming a part of the records of this Department.

I hereto subscribe my name under the seal of my office, at Lincoln, Nebraska.



L. Tim Wagner

DIRECTOR OF INSURANCE

STATE OF NEBRASKA

DEPARTMENT OF INSURANCE

AMENDED

CERTIFICATE OF AUTHORITY

MEDICO INSURANCE COMPANY

(A reorganized stock insurer under Neb.Rev.Stat. §44-6122, et seq.)

DOMICILED IN THE STATE OF NEBRASKA

IS HEREBY AUTHORIZED AND LICENSED TO TRANSACT THE BUSINESS OF
INSURANCE IN THE STATE OF NEBRASKA AS DESCRIBED BY THE
FOLLOWING SUB-SECTION(S) OF SECTION 44-201 OF THE STATUTES OF
NEBRASKA:

- 01 Life Insurance
- 04 Sickness and Accident Insurance

49400
NEBRASKA IDENTIFICATION NUMBER

January 1, 2006
DATE ISSUED

April 30, 2006
DATE EXPIRES



SIGNED AT LINCOLN, NEBRASKA



DIRECTOR OF INSURANCE

STATE OF NEBRASKA DEPARTMENT OF INSURANCE

CERTIFICATION

November 18, 2005

I, L. TIM WAGNER, Director of Insurance of the State of Nebraska, do
hereby certify that the attached is a full and correct copy of the

RESTATED AND AMENDED ARTICLES OF INCORPORATION

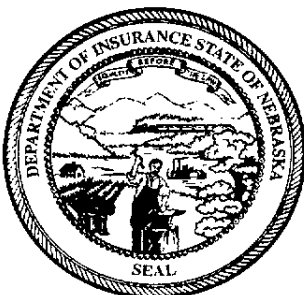
OF

MEDICO INSURANCE COMPANY

APPROVED NOVEMBER 16, 2005

Now on file and forming a part of the records of this Department.

I hereto subscribe my name under the seal of my office, at Lincoln, Nebraska.





DIRECTOR OF INSURANCE

NE Sec of State John A. Gale - CORP. NN
1000573844
MEDICO INSURANCE COMPANY
Filed 11/14/2005 03:23 PM

CERTIFICATE

STATE OF NEBRASKA

COUNTY OF DOUGLAS

)
) ss.
)

Patricia M. Keairnes, being first duly sworn under oath, deposes and says that she is the Vice President and Chief Financial Officer of Mutual Protective Insurance Company ("Company"), that she has personal knowledge of the facts contained herein, that all of the conditions set forth in the Plan of Reorganization filed by Mutual Protective Insurance Company pursuant to the Nebraska Mutual Insurance Holding Company Act with the Department of Insurance, State of Nebraska, on August 5, 2005, have been met to wit:

1. The Board of Directors of Mutual Protective Insurance Company at a duly convened meeting of the Board of Directors held on August 4, 2005 by unanimous vote approved the proposed Plan of Reorganization together with all of the exhibits attached thereto;

2. That in adopting said Plan of Reorganization, the Board of Directors specifically found and declared that the proposed Plan of Reorganization was fair and equitable to the Policyholders of Mutual Protective Insurance Company;

3. That following the entry of an order by the Director of Insurance, State of Nebraska, on September 19, 2005, notices, together with proxies, a Policyholder's Information Statement and a business return envelope were sent to all eligible Policyholders advising them of a special meeting to be held on November 3, 2005, at 9:00 a.m.

4. That on November 3, 2005, at 9:00 a.m., a special meeting of eligible Policyholders was called to order at the home office of Mutual Protective Insurance Company, 1515 South 75th Street, Omaha, Nebraska;

5. That at such time, 29,051 eligible Policyholders cast their vote in person or by proxy in favor of the proposed Plan of Reorganization and adopting the Restated Articles of Incorporation for Mutual Protective Insurance Company, and 1,134 eligible policyholders, voting in person or by proxy, cast their vote against the proposed Plan of Reorganization and adopting the Restated Articles of Incorporation;

6. That more than 2/3 of the eligible Policyholders voting in person or by proxy to wit 96.24% voted in favor of the proposed Plan of Reorganization and adopting the Restated Articles of Incorporation;

7. That the Plan of Reorganization, together with all exhibits, has been approved by the Director of Insurance, State of Nebraska;

8. That the Articles of Incorporation of the Mutual Insurance Holding Company and the Intermediate Stock Holding Company and the Restated Articles of Incorporation of the

STATE OF NEB.
DEPARTMENT OF INSURANCE

NOV 16 2005

reorganized Mutual Insurance Company have been approved by the Director of Insurance, State of Nebraska;

9. That all other necessary regulatory approvals have been obtained pursuant to applicable law which are material to the consummation of the reorganization;

10. That an opinion of independent tax counsel has been received substantially to the effect that the conversion of the Company from a mutual insurance company into a stock insurance company and the conversion of the membership interests in the Company for membership interest in the Mutual Insurance Holding Company will constitute a tax-free organization;

11. That all of the conditions set forth in the Plan of Reorganization have been satisfied, and the Board of Directors of Mutual Protective Insurance Company has not abandoned the Plan of Reorganization.

By Patricia M. Keairnes
Patricia M. Keairnes

Traci Hudson
Notary Public

My commission expires:

6-29-09



**RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF
MEDICO INSURANCE COMPANY**

SEP 16 2005

Tentative Approval
NOT FINAL

The undersigned duly authorized Officers of the Company (as that term is hereinafter defined) pursuant to Nebraska Revised Statutes Sections 44-231 and 21-20,122 and pursuant to a resolution duly adopted by the required vote of its Board of Directors and members authorizing the Restated and Amended Articles of Incorporation of the Company, hereby adopt these Restated and Amended Articles of Incorporation as set forth below, which supersede and replace the previous Articles of Incorporation and all amendments thereto, to wit:

ARTICLE I

Section 1.01. The name of the Company is amended from Mutual Protective Insurance Company to Medico Insurance Company (the "Company"). The principle place of business of the Company shall be in Omaha, Douglas County, Nebraska.

Section 1.02. The Company shall maintain a registered office and registered agent as required by the Nebraska Business Corporation Act.

ARTICLE II

Section 2.01. The Restated and Amended Articles of Incorporation shall be effective on January 1, 2006, at 12:01 a.m.

Section 2.02. The Company shall have perpetual corporate existence.

ARTICLE III

The purpose of the Company is and it shall have full power to engage in the business of an insurance company under Chapter 44, Revised Statutes of Nebraska, and to insure all risks and issue all policies, contracts and forms authorized by law and all acts amendatory thereto for an insurance company and to transact and engage in any and all lawful business for which companies may be organized under the Nebraska Business Corporation Act which, directly or indirectly, arises therefore, is incidental thereto, associated with or in furtherance of the foregoing.

The Company shall have and exercise all the powers and rights conferred upon domestic stock life, accident and health insurance companies formed under the laws of the State of Nebraska for the purposes stated, and conferred by the Nebraska Business Corporation Act, Section 21-2001, et seq., which are not inconsistent with the provisions of Chapter 44, Revised Statutes of Nebraska.

ARTICLE IV

The total number of shares which the Company has authority to issue is 50,000 shares of common stock, each having a par value of \$100 per share. Each issued and outstanding share of

common stock shall be entitled to one vote on all matters submitted to a vote at a meeting of the shareholders.

ARTICLE V

Section 5.01. The business and affairs of the Company shall be conducted by a Board of Directors selected from among the shareholders and consisting of not less than five nor more than nine, and at least one Director must be a resident of Nebraska. Their term and election shall be as provided in the Bylaws. The Directors shall elect Officers, fix their terms of office, assign their duties and prescribe their responsibilities, and shall have the power to enact such Bylaws and rules as they deem necessary for the best interests of the Company.

Section 5.02. The Board of Directors shall exercise all the corporate powers of the Company, except as otherwise provided by law, and shall manage all the property, business and affairs of the Company. A majority of the Board of Directors shall constitute a quorum.

Section 5.03. The Board of Directors shall have the power from time to time to make, alter, amend, or rescind Bylaws, rules and regulations for the conduct of the business or affairs of the Company in conformity with the provisions of these Articles of Incorporation and to employ or provide for the employment of such Officers and agents and appoint such committees as it may, in its discretion, find appropriate for the conduct of such business and affairs.

Section 5.04. The initial Board of Directors shall be fixed at 7 members and determined from time to time by resolution of a majority of the full Board of Directors.

ARTICLE VI

Section 6.01. The annual meeting of the shareholders shall be held at the Home Office of the Company or at such place as determined by the Board of Directors as stated in the notice to each shareholder. Such annual meetings shall be held on the second Friday of May of each year. Each shareholder of the Company shall be entitled to cast one vote per share either in person or by some other shareholder, Officer or Director of the Company duly authorized in writing to act as his/her proxy on a form prescribed by the Board of Directors at both annual and special meetings of the shareholders of the Company. All proxies shall be filed with the Secretary of the Company at least five days prior to any annual or special meeting of the shareholders and shall expire 11 months from the effective date unless otherwise stated in the proxy. Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting was called, shall be delivered not less than 30 days nor more than 60 days before the date of the meeting, either personally or by mail, by or at the direction of the President or Secretary calling the meeting, to each shareholder of record entitled to vote at the meetings.

ARTICLE VII

Section 7.01. The private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatever. Shares of stock, when issued, shall be fully paid and nonassessable.

Section 7.02. Pursuant to the provisions of Neb. Rev. Stat., Section 21-20,110, the Company obligates itself in advance to provide indemnification in accordance with the provisions of Neb. Rev. Stat., Section 21-20,105 and shall be obligated to provide indemnification to the fullest extent permitted by law, including the provisions of Neb. Rev. Stat., Sections 21-20,102 to 20-20,111.

Section 7.03. A Director of the Company shall not be personally 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: (a) the amount of a financial benefit received by a Director to which he or she is not entitled; (b) an intentional infliction of harm on the Company or the shareholders; (c) a violation of Neb. Rev. Stat., Section 21-2096; or (d) an intentional violation of criminal law. If the Nebraska 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 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 maximum 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 VIII

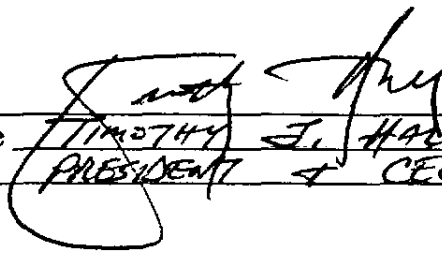
These Restated and Amended Articles of Incorporation may be amended as provided by law, or by a vote in person or by proxy of two-thirds of the shareholders or at a special meeting of the shareholders by a like vote.

ARTICLE IX

These Restated and Amended Articles of Incorporation supersede the prior Articles of Incorporation and all amendments thereto of the Company. These Amended and Restated Articles of Incorporation were adopted by the Board of Directors in accordance with the provisions of the Revised Statutes of Nebraska Sections 44-231 and 21-20,122 and by the shareholders of the Company pursuant to the Nebraska Business Corporation Act.

IN WITNESS WHEREOF, these Restated and Amended Articles of Incorporation have been signed this 4th day of AUGUST, 2005.

MEDICO INSURANCE COMPANY

By 

Name

Title

TIMOTHY J. HALL

PRESIDENT & CEO