

814680

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
17 FEB 28 AM 9:49

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COVER LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
17 FEB 28 AM 9:46

TO: Amendment Section
Division of Corporations

SUBJECT: Medico 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:

Nikki Else

Name of Contact Person

Medico Insurance Company

Firm/Company

601 6th Ave.

Address

Des Moines, IA 50309

City/State and Zip Code

nicole.else@americanenterprise.com

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

For further information concerning this matter, please call:

Nikki Else

Name of Contact Person

at (515) 245-2288

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)

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))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
17 FEB 28 AM 9:46

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

2. Nebraska (Incorporated under laws of) 3. 11/9/2009
(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)

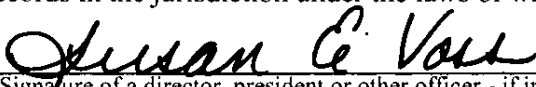
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

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

Iowa
(New jurisdiction)

8. 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)

Susan E. Voss

(Typed or printed name of person signing)

Secretary

(Title of person signing)

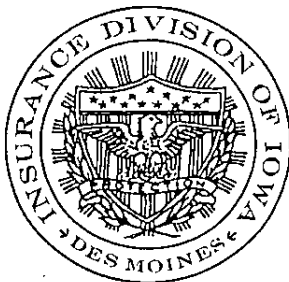
STATE OF IOWA
INSURANCE DIVISION
CERTIFICATE OF SIMILARITY

I, Doug Ommen, Interim 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

the Amended and Restated Articles of Incorporation of Medico Insurance Company effective January 1, 2017

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 10th day of January,
A.D. 2017.*



Original seal is red



INTERIM COMMISSIONER OF INSURANCE

534631

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

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 corporation adopts the following Amended and Restated Articles of Incorporation (the "Restated Articles").

1. The name of the corporation is Medico Insurance Company (the "Corporation"). Prior to the effective date of the Restated Articles as filed with the Iowa Secretary of State, the Corporation was a stock life insurance corporation incorporated in the State of Nebraska and subject to the Nebraska Business Corporation Act (the "Nebraska Act"). The Restated Articles are being filed with the Iowa Secretary of State to effectuate the redomestication of the Corporation from the State of Nebraska to the State of Iowa in accordance with Sections 490.902 and 508.12 of the Code of Iowa.
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 Corporation as filed with the Nebraska Secretary of State on July 1, 2012 (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 shareholders of the Corporation in the manner required by the Iowa Act, the Nebraska Act and the Current Articles.
5. The effective time and date of the Restated Articles is 12:01 a.m., Central Time, on January 1, 2017.

Dated as of the 30th day of September, 2016.

MEDICO INSURANCE COMPANY

By: Thomas A. Swank

Thomas A. Swank
President and Chief Executive Officer

(12)

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13 SEP 2016 10:00

SECRETARY OF STATE
IOWA

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

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

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 January 1, 2017:

1. The name of the corporation is MEDICO INSURANCE COMPANY.
2. The text of the Amended and Restated Articles of Incorporation is as follows:

ARTICLE I

The name of the corporation is MEDICO INSURANCE COMPANY (the "Corporation").

ARTICLE II

These Amended and Restated Articles of Incorporation (the "Restated Articles") are being filed by the Corporation in connection with the redomestication of the Corporation from the State of Nebraska to the State of Iowa in accordance with the provisions of Sections 490.902 and 508.12 of the Code of Iowa. The Corporation is continuing its corporate existence, which commenced upon its incorporation in 1930, under Nebraska law as Central Catholic Casualty Company, and continued through its prior name changes up to its current name as of 2006. The Corporation 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 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 April 26, 1930, the date of its initial authorization as an insurer under the laws of the State of Nebraska. 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 Corporation is located at 601 6th Avenue in the City of Des Moines, County of Polk, State of Iowa. The name of the initial registered agent at that office is Thomas A. Swank.

ARTICLE IV

The principal place of business of the Corporation shall be located at 601 6th Avenue in the City of Des Moines, County of Polk, State of Iowa.

ARTICLE V

The Corporation shall have perpetual duration.

ARTICLE VI

The purpose for which the Corporation is organized is to transact life and health and other kinds of insurance that the Corporation is so authorized to conduct as provided under Chapter 508 of the Code of Iowa and other provisions of Iowa law. The Corporation shall have and may exercise all of the 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 aggregate number of shares of stock that the Corporation is authorized to issue is Fifty Thousand (50,000) shares of common stock, each with a par value of \$1.00 per share. The common stock shall have unlimited voting rights and shall be entitled to the net assets of the Corporation upon dissolution.

ARTICLE VIII

The affairs of the Corporation shall be managed by a board of directors consisting of not less than five (5) nor more than twenty-one (21) directors. The total number of directors of the Corporation shall be divided into three classes, as nearly equal numerically as possible, determined by terms expiring in successive years. Each director shall serve a term of approximately three (3) years, except where it is necessary to fix a shorter term in order to establish or preserve the classification. The term of office of each director shall begin at the annual meeting of the shareholders of the Corporation at which such director is elected or at the time elected by the board of directors. No decrease in the number of directors shall shorten the term of any incumbent director. Each director shall serve until a successor is duly elected and qualified, or until his or her earlier death, resignation, removal or termination of office. The total number of directors of the Corporation shall be as determined in accordance with the bylaws of the Corporation.

The following persons, who constitute the present board of directors of the Corporation, 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 their earlier death, resignation, removal, or termination of office:

<u>Name</u>	<u>Term Expires</u>
Timothy J. Hall	2017
Mark S. Movic	2017
Thomas A. Swank	2019
Sara E. Lehan	2018
Susan E. Voss	2018

ARTICLE IX

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary 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 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 maximum 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 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 X

The Corporation shall indemnify a director or officer for liability (as such term is defined in Section 850(3) of the Iowa Business Corporation Act) to any person 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 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 expense 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 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.

Dated this 21st day of September, 2016.

MEDICO INSURANCE COMPANY

By: Thomas A. Swank

Thomas A. Swank
President and Chief Executive Officer

**Medico Insurance Company
Secretary's Certificate**

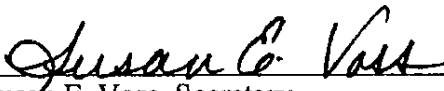
**Amended and Restated Articles of Incorporation
of Medico Insurance Company**

I, Susan E. Voss, being the duly elected and acting Secretary of Medico Insurance Company, hereby certify as follows:

A true and complete copy of resolutions duly adopted by the Medico Insurance Company's Board of Directors by written consent action dated September 21, 2016, is attached hereto as Exhibit "A".

A true and complete copy of the Medico Insurance Company's Consent of Sole Shareholder dated September 21, 2016, is attached hereto as Exhibit "B".

IN WITNESS WHEREOF, I have hereunto signed my name as of this 21st day of September, 2016.


Susan E. Voss, Secretary

STATE OF IOWA)
)
COUNTY OF POLK)

On this 21st day of September, 2016, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Susan E. Voss, who being duly sworn did say she is the Secretary of Medico Insurance Company, the corporation executing the foregoing instrument; that the instrument was signed on behalf of this corporation.



Notary Public in and for the State of Iowa

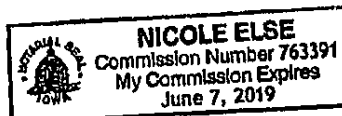


EXHIBIT "A"

MEDICO INSURANCE COMPANY

CONSENT OF DIRECTORS

The undersigned, constituting all the directors of Medico Insurance Company (the "Company"), a corporation currently organized under the laws of the State of Nebraska and seeking to be organized under the laws of the State of Iowa, pursuant to the authority granted in Nebraska Rev. Stat. § 21-2090 and Iowa Code § 490.821, hereby consent to the taking of the actions set forth in the following resolutions without a meeting:

WHEREAS, the Board of Directors wishes to redomesticate the Company from Nebraska to Iowa to enhance operational efficiencies; and

WHEREAS, the Board of Directors wishes to provide for related necessary changes in Amended and Restated Articles of Incorporation of the Company ("Amended and Restated Articles"); and

WHEREAS, the Board of Directors wishes to provide for related necessary changes in Amended and Restated Bylaws of the Company ("Amended and Restated Bylaws");

NOW, THEREFORE, BE IT RESOLVED, that the Amended and Restated Articles that incorporate all provisions deemed necessary and prudent upon the Company's redomestication from Nebraska to Iowa are hereby adopted and approved; and

FURTHER RESOLVED, that the Amended and Restated Articles be submitted to the sole shareholder of the Company for approval in accordance with the requirements of the Nebraska Business Corporation Act and the Iowa Business Corporation Act; and

FURTHER RESOLVED, that the Board of Directors does hereby recommend that the sole shareholder approve the Amendment; and

FURTHER RESOLVED, that the officers of the Company are hereby authorized and directed to do any and all things as they may in their discretion determine to be necessary or appropriate to redomesticate the Company from Nebraska to Iowa effective January 1, 2017, and to obtain any necessary regulatory approval of the Amended and Restated Articles and, upon approval by the sole shareholder and such regulatory authorities, to prepare, execute, and file the Amended and Restated Articles with the Secretary of State of the State of Iowa, and as may be necessary, with the Secretary of State of the State of Nebraska; and

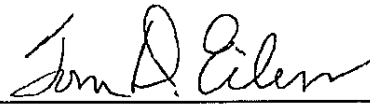
FURTHER RESOLVED, that the Board of Directors approves the Company's Amended and Restated Bylaws to make conforming Company changes consistent with the changes outlined herein and other changes that the Board of Directors deems necessary and appropriate.

The undersigned directors, constituting all of the directors of the Company, jointly and severally, do hereby consent to the taking of the actions of the directors of the Company as above recited, and this Consent shall be effective as provided herein upon the signing hereof in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument, by all of the directors of the Company and shall have the same force and effect as a unanimous vote of all of the directors of the Company at a duly called and held meeting thereof.

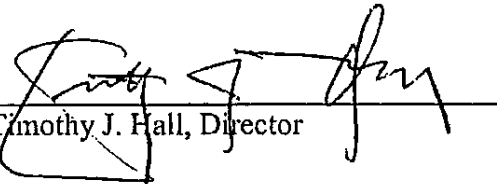
Dated: September 21, 2016



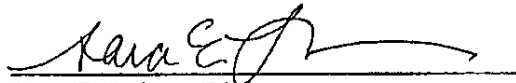
Thomas A. Swank, Director



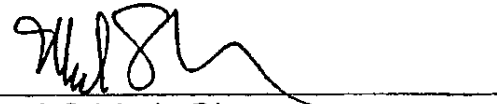
Tom D. Eilers, Director



Timothy J. Hall, Director



Sara E. Lehan, Director



Mark S. Movic, Director

EXHIBIT "B"

MEDICO INSURANCE COMPANY

CONSENT OF SHAREHOLDER

The undersigned, being the sole shareholder of Medico Insurance Company (the "Company"), a corporation currently organized under the laws of the State of Nebraska, and seeking to be organized under the laws of the State of Iowa, pursuant to the authority granted in Nebraska Rev. Stat. § 21-2054 and Iowa Code § 490.704, hereby consents to the taking of the action set forth in the following resolution without a meeting:

WHEREAS, the Board of Directors of the Company has adopted the proposed Amended and Restated Articles of Incorporation of the Company ("Amended and Restated Articles") in the form attached hereto as Exhibit A; and

WHEREAS, the Board of Directors of the Company has recommended to American Enterprise Group, Inc., the sole shareholder of the Company, that the sole shareholder approve the Amended and Restated Articles; and

WHEREAS, the sole shareholder of the Company now desires to approve the Amended and Restated Articles;

NOW, THEREFORE, BE IT RESOLVED, that the Amended and Restated Articles are hereby authorized and approved in all respects.

The undersigned shareholder, constituting the sole shareholder of the Company, does hereby consent to the taking of the action as above recited and that this consent shall have the same force and effect as a unanimous vote of all the shareholders of the Company at a duly called and held meeting thereof.

Dated: September 21, 2016

AMERICAN ENTERPRISE GROUP, INC.

By: Thomas A. Swank

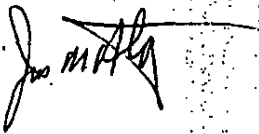
Thomas A. Swank
President and Chief Executive Officer

COMMISSIONER CERTIFICATE OF APPROVAL

Pursuant to the relevant provisions of the Iowa Code, the undersigned approves the Restated Articles of Incorporation of Medico Insurance Company.

NICK GERHART

Iowa Insurance Commissioner



JAMES N. ARMSTRONG

Deputy Insurance Commissioner

Date: 11/21/2016

Filed by American Enterprise Group Inc.
ATTN: Nicole Else
SR Legal Assistant
601 6th Ave
Des Moines IA 50309

FILED
IOWA
SECRETARY OF STATE
11-21-16
10:00AM
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