

818606

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

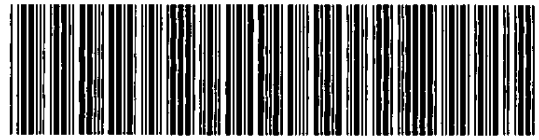
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NE + Annex
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* CC
3/11/10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Verex Assurance, Inc.
Name of Corporation

DOCUMENT NUMBER: 818606

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kimberly L. Eaton

Name of Contact Person

Genworth Mortgage Insurance Corporation

Firm/Company

8325 Six Forks Road

Address

Raleigh, NC 27615

City/State and Zip Code

kim.eaton@genworth.com

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

For further information concerning this matter, please call:

Kimberly Eaton

Name of Contact Person

at (919)

846-4182
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)

818606

(Document number of corporation (if known))

1. Verex Assurance, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Wisconsin 3. 12/28/1977
(Incorporated under laws of) (Date authorized to do business in Florida)

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10 MAR 10 PM 1:45
TALLAHASSEE, 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? September 15, 2009

5. Genworth Residential Mortgage Assurance Corporation
(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)

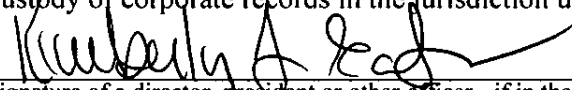
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

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

North Carolina
(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)

Kimberly L. Eaton
(Typed or printed name of person signing)

Asst. Secretary
(Title of person signing)



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

REDOMESTICATION FROM A FOREIGN TO A NORTH CAROLINA INSTITUTION

OF

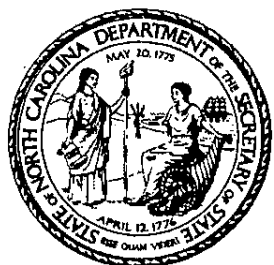
GENWORTH RESIDENTIAL MORTGAGE ASSURANCE CORPORATION

the original of which was filed in this office on the 15th day of September, 2009.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 2nd day of March, 2010.

Elaine F. Marshall

Secretary of State



SOSID: 1115613
Date Filed: 9/15/2009 10:59:00 AM
Elaine F. Marshall
North Carolina Secretary of State
C200925800069

ARTICLES OF REDOMESTICATION
AND
ARTICLES OF AMENDMENT
OF
VEREX ASSURANCE, INC.
TO BE RENAMED
GENWORTH RESIDENTIAL MORTGAGE ASSURANCE CORPORATION

The undersigned corporation pursuant to action by the corporation's Board of Directors and its sole shareholder and the approvals of the Commissioners of Insurance of the States of Wisconsin and North Carolina, do adopt these Articles of Redomestication and Articles of Amendment for the purpose of redomesticating Verex Assurance, Inc. from the State of Wisconsin to the State of North Carolina, pursuant to North Carolina General Statutes § 58-7-60 , and for the purpose of amending the Articles of Incorporation of Verex Assurance, Inc.

1. The name of the corporation is Verex Assurance, Inc.
2. The following amendment to the Articles of Incorporation of the corporation was adopted by the sole shareholder on the 8th day of September, 2009, in the manner prescribed by law: Each Article in the Articles of Incorporation of the corporation is deleted in its entirety and the following is substituted in lieu thereof and supercedes the original Articles of Incorporation and all amendments thereto:

FIRST, The name of the corporation is Genworth Residential Mortgage Assurance Corporation.

SECOND, The period of duration of this corporation is perpetual.

THIRD, The date of incorporation of the corporation in the State of Wisconsin was August 11, 1961 and the date of incorporation of the redomesticated corporation in the State of North Carolina shall also be August 11, 1961, pursuant to North Carolina General Statute § 58-7-60.

FOURTH, The purposes for which this corporation is organized are as follows:

- (a) to transact mortgage guaranty insurance and any other of the kinds of insurance described in and as authorized by Section 58-7-15 of the General Statutes of North Carolina as it now exists or hereafter may be amended.

(b) To engage in the business of reinsuring the kinds of insurance business which it is authorized to write and issue by the terms of section (a) of this Article.

(c) In addition to the foregoing purposes, the corporation shall have the power to engage in such other kind or kinds of business to the extent necessarily or properly incidental to the kind or kinds of insurance business which it is authorized to conduct, and in furtherance of the foregoing purposes, shall have the following powers:

1. To invest its assets in any manner authorized by the laws of North Carolina for investment of assets of North Carolina insurance companies.
2. To purchase, lease and otherwise acquire, hold, mortgage, convey, pledge and otherwise dispose of all kinds of property, both real and personal, both in this state and in all other states, territories and dependencies of the United States.
3. To vote any and all securities held by it.
4. To make contracts and incur liabilities.
5. To conduct its business and exercise its powers granted in any state, territory, district or possession of the United States or in any foreign country.
6. To purchase or otherwise acquire, hold and reissue shares of its own capital stock from time to time and to such an extent and in such a manner and upon such terms as its Board of Directors shall determine.
7. To perform all acts which may be necessary or expedient for the proper and successful prosecution of the purposes for which the corporation is created.
8. In the interest of an effectual prosecution of its business, the corporation shall have the right to acquire rights, privileges, property and assets such as are exercised by or permitted for any co-partnership or person engaged in business and which now or hereafter may be authorized by law to the full extent permitted to corporations organized under the laws of the State of North Carolina.

FIFTH, The paid- in capital of the corporation shall be not less than \$1,000,000, the paid- in surplus of the corporation shall be not less than \$1,500,000.

SIXTH, The authorized number of shares of the corporation shall be 320, all of which shall be common shares with par value of \$12,500 each.

SEVENTH, No holder of any shares of the corporation shall have any pre-emptive rights to subscribe for or to purchase any shares of the corporation of any class, whether such shares or such class be now or hereafter authorized, or to purchase or subscribe for securities convertible into or exchangeable for shares of any class or to which shall be attached or appertained any warrants or rights entitling the holder thereof to purchase or subscribe for shares of any class.

EIGHTH, The address of the initial registered office in the State of North Carolina is 8325 Six Forks Road, Raleigh, North Carolina 27615; and the name of its initial registered agent at such address is Thomas F. Kleissler. (wake co)

NINTH, Six (6) directors presently constitute the Board of Directors, and the names and addresses of the persons to serve as the directors until the next meeting of the shareholders or until their successor or successors be elected and qualify are:

<u>NAME</u>	<u>ADDRESS</u>
James R. Bennison	508 Walters Drive, Wake Forest, NC
Rohit Gupta	2508 Wyatt Lane, Raleigh, NC
Georgette C. Nicholas	109 Clubstone Lane, Cary NC
Thomas K. Parrent	8301 Brass Mill Lane, Raleigh, NC
Jacqui M. Peace	339 Barnhill Road, Monroe CT
Kevin D. Schneider	2318 Beechridge Road, Raleigh, NC

TENTH, The names and addresses of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
John Taggart	921 Stone Falls Trail, Raleigh, NC

3. The number of shares of the Corporation outstanding at the time of such adoption was 274; and the number of shares entitled to vote thereon was 274.
4. The number of shares voted for such amendment was 274; and the number voted against such amendment was zero (0).
5. The amendment herein effected does not give rise to dissenter's rights to payment for the reason that the amendment does not change the corporation into a nonprofit corporation or cooperative organization and there are no shareholders entitled to any preference as to dividends or liquidation.

6. These Articles of Redomestication and Articles of Amendment shall be effective at 12:01 a.m. on September 15, 2009.

IN WITNESS WHEREOF, these Articles of Redomestication and Articles of Amendment are signed by the President, Secretary and Incorporators of the corporation this the 8th day of September, 2009.

VEREX ASSURANCE, INC.

By Kevin D. Schneider
Kevin D. Schneider, President

By John C. Taggart
John C. Taggart, Secretary

INCORPORATOR

By John C. Taggart
John C. Taggart

STATE OF NORTH CAROLINA

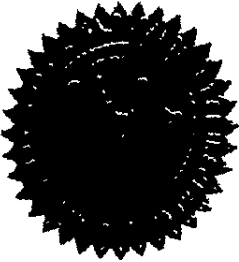
COUNTY OF WAKE

I, Angela W. Daniel, a notary public, hereby certify that on this the 8th day of Sept., 2009 personally appeared before me Kevin D. Schneider and John C. Taggart who, being by me first duly sworn, declare that he/she signed the foregoing Articles of Redomestication and Articles of Amendment of Verex Assurance, Inc. in the capacity indicated, that he was authorized so to sign, and that the statements therein are true.



Angela W. Daniel
Notary Public
My Commission Expires: 11-28-2012

I, Wayne Goodwin, Commissioner of Insurance in and for the State of North Carolina, do hereby certify that I have examined the attached Articles of Redomestication and Articles of Amendment of Verex Assurance, Inc., a Wisconsin corporation, redomesticating from Wisconsin to North Carolina and changing the name of the company to Genworth Residential Mortgage Assurance Corporation, and find said Articles of Redomestication and Articles of Amendment to be in compliance with applicable insurance laws, and do hereby approve and certify them to the Secretary of State of North Carolina for filing.



In testimony whereof, I have hereunto set my hand and affixed my official seal at the city of Raleigh, this the 11th day of September, 2009.

Commissioner of Insurance

By: Brenda C. Young
Brenda C. Young
Corporate Records Administrator
Financial Evaluation Division



NORTH CAROLINA

Department of The Secretary of State

CERTIFICATE OF EXISTENCE

I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify that

GENWORTH RESIDENTIAL MORTGAGE ASSURANCE CORPORATION

is a corporation duly incorporated under Chapter 58 of the North Carolina General Statutes, having been incorporated on the 11th day of August, 1961 with its period of duration being Perpetual.

I FURTHER certify that, as of the date set forth hereunder, the articles of incorporation of Selective Insurance Company are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 2nd day of March, 2010.

Elaine F. Marshall

Secretary of State

