

819436

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

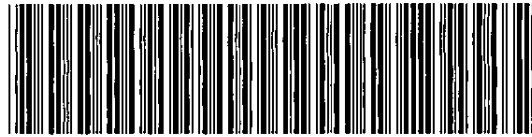
(Business Entity Name)

(Document Number)

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RECEIVED
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DIVISION OF CORPORATIONS
17 MAY -2 PM 4:31

RECEIVED
2017 MAY -2 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 03 2017
C McNAIR

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
17 MAY -2 PM 4:31

ACCOUNT NO. : I20000000195
REFERENCE : 6242187 7788239
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 35.00

ORDER DATE : May 2, 2017
ORDER TIME : 12:40 PM
ORDER NO. : 624218-005
CUSTOMER NO: 7788239

FOREIGN FILINGS

NAME: ULLICO LIFE INSURANCE COMPANY

XX CORPORATE
LIMITED PARTNERSHIP
LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Ullico Life Insurance Company
Name of Corporation

DOCUMENT NUMBER: 819436

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Rachel Fish, Chief Administrative Officer

Name of Contact Person

Clover Insurance Company

Firm/Company

Harborside Plaza Ten, 3 Second Street

Address

Jersey City, New Jersey 07311

City/State and Zip Code

registeredagent@cloverhealth.com

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

For further information concerning this matter, please call:

James Allis at (616) 322-7747
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) |
|---|---|--|---|

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

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
17 MAY -2 PM 4:31

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)

819436

(Document number of corporation (if known))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
17 MAY -2 PM 4:31

1. Ullico Life Insurance Company

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

2. Texas

(Incorporated under laws of)

3. 03/14/1966

(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? April 20, 2016

5. Clover 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 Jersey

(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)

Vivek Garipalli

(Typed or printed name of person signing)

President, CEO and Secretary

(Title of person signing)

State of New Jersey



DEPARTMENT OF BANKING AND INSURANCE

I, **RICHARD J. BADOLATO**, Commissioner of Banking and Insurance of the State of New Jersey do hereby certify that the annexed is a true and exact copy of the

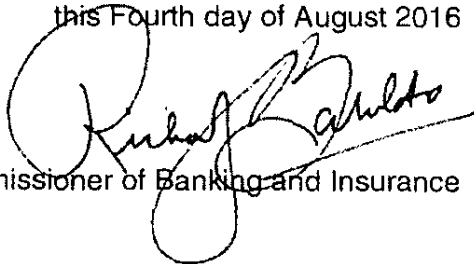
*****ORDER NO. A16-108
IN THE MATTER
of the
TRANSFER OF DOMICILE
of
ULLICO LIFE INSURANCE COMPANY
ORDER OF REDOMESTICATION
dated
APRIL 20, 2016*****

as taken from and compared with the original Order now remaining on file in this Department.

In Testimony Whereof, I have hereunto set my hand

and affixed my official Seal, at Trenton

this Fourth day of August 2016


Commissioner of Banking and Insurance

ORDER NO. A16-108

STATE OF NEW JERSEY
DEPARTMENT OF BANKING AND INSURANCE

IN THE MATTER OF THE TRANSFER OF DOMICILE) ORDER OF
OF ULLICO LIFE INSURANCE COMPANY) REDOMESTICATION

This matter having been opened by the Commissioner of the New Jersey Department of Banking and Insurance ("the Commissioner") pursuant to the authority of N.J.S.A. 17:1-15 and 17B:17-12.1, and all powers expressed or implied therein, and upon the application of Ullico Life Insurance Company ("Ullico" or "the insurer"), for approval to transfer its domicile to the State of New Jersey from the State of Texas; and

IT APPEARING that the insurer is a foreign admitted stock insurer domiciled in the State of Texas; and

IT FURTHER APPEARING that pursuant to N.J.S.A. 17B:17-12.1, a life/health insurer formed under the laws of another state and admitted to transact business in this State may become a domestic insurer upon written approval of the Commissioner, upon the Commissioner's determination that the insurer has complied with all applicable requirements of Title 17B of the Revised Statutes relating to the formation of a domestic insurer of the same type; and

IT FURTHER APPEARING that, pursuant to N.J.S.A. 17B:17-12.1d, prior to granting approval for any foreign insurer to become a domestic insurer, the Commissioner may conduct whatever investigations, examinations or hearings he deems necessary, and may subject the issuance of his approval to the conditions and restrictions

that he determines are reasonable and necessary for the protection of the company's policyholders and the public; and

IT FURTHER APPEARING that, immediately upon the redomestication of Ullico to New Jersey, Clover Insurance Company, a New Jersey domiciled health insurer and affiliate of Ullico, intends to merge with Ullico pursuant to N.J.S.A. 17B:18-60; and

IT FURTHER APPEARING that the insurers provided various documents to the New Jersey Department of Banking and Insurance ("the Department") for review in connection with the application to transfer its domicile, including a plan of redomestication; and

IT FURTHER APPEARING that, by letter dated April 15, 2016, the Texas Department of Insurance notified the Department that it had no objection to the anticipated request from Ullico to transfer its domicile from the State of Texas to the State of New Jersey; and

IT FURTHER APPEARING that the insurer is admitted to transact business in this State; and

IT FURTHER APPEARING that the insurer has demonstrated compliance with all applicable requirements of Title 17B of the revised Statutes, except for meeting the applicable capital and surplus requirements for a domestic insurer with life and health authorities pursuant to N.J.S.A. 17B:18-68; and

IT FURTHER APPEARING that pursuant to N.J.S.A. 17B:18-69, the insurer has requested a temporary waiver of the capital and surplus requirements and has demonstrated that upon the immediate and subsequent merger with Clover that is

approved by the Order Approving Merger, the merged insurer shall meet the capital and surplus requirements of N.J.S.A. 17B:18-68; and

IT FURTHER APPEARING that upon review of the application, the insurer's request to transfer its domicile to the State of New Jersey and be designated a domestic life/health insurer should be approved;

NOW THEREFORE IT IS on this 20th day of April, 2016,

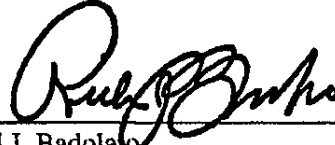
ORDERED that the application of the insurer to transfer its domicile to the State of New Jersey and to be designated a domestic life/health insurer be, and is hereby, approved, subject to the following conditions:

1. The transfer of domicile shall not be construed to alter either the existing respective rights, franchises and interests, or the duties, obligations and liabilities of the insurer, except as otherwise provided by law. The insurer shall continue to be subject to all the liabilities, claims and demands against it that were in existence prior to the transfer of domicile. Any action or proceeding in which the insurer is a party that is pending at the time of the consummation of the transfer of domicile shall not abate or discontinue by reason of the transfer of domicile; but shall be prosecuted to a final resolution in the same manner as if the transfer of domicile had not taken place;

2. Pursuant to N.J.S.A. 17B:17-12.1, the insurer shall be deemed a domestic life/health insurer effective upon the issuance of this Order, and will be concurrently issued a Certificate of Authority deeming the insurer authorized to transact the business of insurance in this State;

3. Pursuant to N.J.S.A. 17B:18-37, the insurer shall maintain a deposit as set forth therein; and

4. Pursuant to N.J.S.A. 17B:18-68, the insurer shall maintain levels of capital and surplus as set forth therein.



Richard J. Badolato
Acting Commissioner

order redomestication of ullico life ins co jc/inoord

State of New Jersey



DEPARTMENT OF BANKING AND INSURANCE

I, **RICHARD J. BADOLATO**, Commissioner of Banking and Insurance of the State of New Jersey do hereby certify that the annexed is a true and exact copy of the

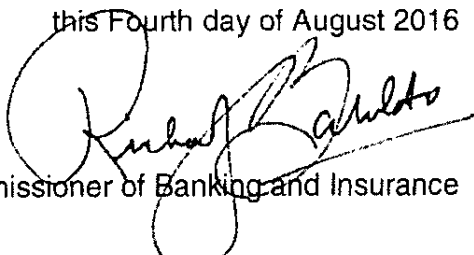
*****ORDER NO. A16-109
IN THE MATTER
of the
MERGER
of
ULLICO LIFE INSURANCE COMPANY
and
CLOVER INSURANCE COMPANY
ORDER APPROVING MERGER
dated
APRIL 20, 2016*****

as taken from and compared with the original Order now remaining on file in this Department.

In Testimony Whereof, I have hereunto set my hand

and affixed my official Seal, at Trenton

this Fourth day of August 2016


Commissioner of Banking and Insurance

ORDER NO. A16-109

STATE OF NEW JERSEY
DEPARTMENT OF BANKING AND INSURANCE

IN THE MATTER OF THE MERGER OF	)	ORDER
ULLICO LIFE INSURANCE COMPANY	)	APPROVING
AND CLOVER INSURANCE COMPANY	)	MERGER

This matter having been opened by the Commissioner of the New Jersey Department of Banking and Insurance ("the Commissioner") pursuant to the authority of N.J.S.A. 17:1-15, 17:27A-2 and 17B:18-60, and all powers expressed or implied therein, and upon the application of Clover Insurance Company ("Clover"), for approval to merge with Ullico Life Insurance Company ("Ullico"); and

IT APPEARING that Clover is a single-state New Jersey domiciled stock health insurer and, effective with the Order of Redomestication issued immediately preceding this Order, Ullico is a domestic stock insurer with the authority to write life and health business in 40 states; and

IT FURTHER APPEARING that both insurers are affiliated and ultimately controlled by Clover Health Investments Corp.; and

IT FURTHER APPEARING that immediately upon Ullico's transfer of domicile to New Jersey, Clover and Ullico seek to merge pursuant to N.J.S.A. 17B:18-60g, which provides that upon such merger or consolidation all the rights, franchises, and interest of the insurers so merging or consolidating, in and to every species of property and things in action belonging to them, or either of them, shall be deemed to be transferred to and vested in the insurer resulting from such merger or consolidation, without any other deed

or transfer, and the merged or consolidated insurer shall hold and enjoy the same to the same extent as if the merging or consolidating insurers, or either of them, had continued to retain their titles and transact business; and

IT FURTHER APPEARING that the application requested that the merged domestic insurer shall transact business under the name of Clover, shall be vested with the licenses and authorities of Ullico, and shall operate under Ullico's NAIC Company Code #86371; and

IT FURTHER APPEARING that N.J.S.A. 17:18-60 provides that a domestic stock insurer may merge or consolidate with one or more domestic or foreign stock insurers unless the Commissioner finds the proposed merger: (1) is contrary to law; (2) inequitable to the stockholders of any insurer involved; (3) would substantially reduce the security of and service to be rendered to policyholders of the domestic insurer in this State or elsewhere; or (4) involves the merger of a domestic insurer into a nonadmitted foreign insurer;

IT FURTHER APPEARING that N.J.S.A. 17:27A-2d provides for the Commissioner's approval of any merger or other acquisition of control of a domestic insurer after holding a public hearing; and

IT FURTHER APPEARING that N.J.S.A. 17:27A-2f(2)(a) provides an exemption to N.J.S.A. 17:27A-2 when an offer, request, invitation, agreement or acquisition is made, which the Commissioner by Order shall find as not having been made or entered into for the purpose, and not having the effect, of changing or influencing the control of a domestic insurer; and

IT FURTHER APPEARING that there is no change in control of the ultimate controlling parties of Clover Health Investments Corp., or the merging insurers; and

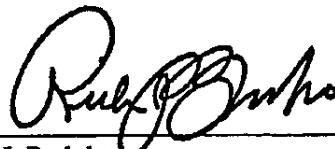
IT FURTHER APPEARING that upon review of the merger application, and the Commissioner has determined that the merger of Clover and Ullico should be approved as the plan does not violate the standards set forth in N.J.S.A. 17B:18-60 and constitutes an intra-holding company system restructuring that does not constitute a change of control of the insurer;

NOW, THEREFORE IT IS on this 20th day of April, 2016,

ORDERED that:

1. The application for the merger of Clover and Ullico is hereby approved;
2. Effective the date of this Order, the merged domestic insurer shall continue to transact business under the name of Clover, will be vested with the licenses and authorities of Ullico, and shall operate under Ullico's NAIC Company Code #86371; and

2. Based upon the finding that the proposed transaction involves an intra-system reorganization that has no effect on the ultimate control or ownership of the merged domestic insurer, this transaction is hereby exempted from the statutory filing and public hearing requirements of N.J.S.A. 17:27A-1 et seq. in accordance with N.J.S.A. 17:27A-2f(2).



Richard J. Badolato
Acting Commissioner

order merger of ullico and clover jc/inoord