

822259

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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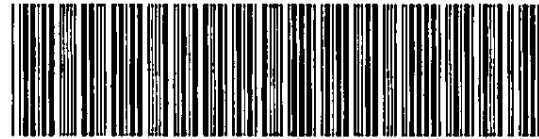
(Business Entity Name)

(Document Number)

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APR 10 2019
S. YOUNG

FILED
19 APR -1 AM 8:12
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Yosemite Insurance Company

Name of Corporation

DOCUMENT NUMBER: 822259

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Maura Tepper

Name of Contact Person

Enstar (US) Inc.

Firm/Company

411 Fifth Avenue, 5th Floor

Address

New York, NY 10016

City/State and Zip Code

maura.tepper@enstargroup.com

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

For further information concerning this matter, please call:

Maura Tepper

at (212) 790-9859

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

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)

822259

(Document number of corporation (if known))

FILED
19 APR -1 AM 8:13
TALLAHASSEE, FLORIDA

1. Yosemite Insurance Company

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

2. Indiana

(Incorporated under laws of)

3. December 31, 1968

(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? N/A

5. N/A

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

N/A

(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.

Oklahoma

(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)

Nadja Stavenhagen

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

OKLAHOMA INSURANCE DEPARTMENT

FIVE CORPORATE PLAZA
3625 NW 56TH, SUITE 100
OKLAHOMA CITY, OK 73112
WWW.OID.OK.GOV



FINANCIAL DIVISION
PHONE: 405.521.3966
FAX: 405.522.2640

GLEN MULREADY
INSURANCE COMMISSIONER

ARTICLES OF INCORPORATION

I, Glen Mulready, Insurance Commissioner of the State of Oklahoma, do hereby certify that the following and hereto attached is a true copy of the Articles of Incorporation for:

YOSEMITE INSURANCE COMPANY

as filed and approved by this Department.

IN TESTIMONY WHEREOF, I have
hereunto set my Hand and affixed the
Official Seal of the Insurance Commissioner
at the City of Oklahoma City, State of
Oklahoma, this 22nd day of March, 2019.



A handwritten signature in black ink, appearing to read "Glen Mulready".

INSURANCE COMMISSIONER
Glen Mulready

A handwritten signature in black ink, appearing to read "Ryan Rowe".

Financial Analyst
Ryan Rowe

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

YOSEMITE INSURANCE COMPANY

Yosemite Insurance Company (hereinafter referred to as the "Corporation"), desiring to amend and restate its Articles of Incorporation in connection with its change of domicile from the State of Indiana to the State of Oklahoma (in accordance with the applicable provisions of the Indiana Insurance Code and the Oklahoma Insurance Code), submits the following Amended and Restated Articles of Incorporation:

ARTICLE I

The name of the Corporation is Yosemite Insurance Company.

ARTICLE II

The post office address of the Corporation's principal office at the time of effectiveness of these Amended and Restated Articles of Incorporation is 601 South Boulder Avenue, Suite 500, Tulsa, OK 74119, and the Corporation is authorized to transact the business of insurance in all counties, states and countries where the Corporation is licensed to transact the business of insurance at the time of effectiveness of these Amended and Restated Articles of Incorporation.

ARTICLE III

The Corporation is authorized to transact the following kinds of insurance:

ACCIDENT, & HEALTH, PROPERTY, CASUALTY, MARINE, VEHICLE

ARTICLE IV

The period during which the Corporation shall continue is perpetual.

ARTICLE V

The authorized shares of capital stock of the Corporation consist of Two Million (2,000,000.00) shares of Common Stock with an aggregate par value of Ten Million Dollars (\$10,000,000.00), each with a par value of Five Dollars (\$5.00) per share.

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OKLAHOMA

ARTICLE VI

Following the payment in full to the Corporation for the purchase of stock in the Corporation and the issuance of such stock to a stockholder, no further amounts may be assessed against such stock. The stock shall be "fully-paid and non-assessable stock".

ARTICLE VII

The Corporation shall transact business as a stock company in accordance with Article III of these Amended and Restated Articles of Incorporation. From and after the time of effectiveness of these Amended and Restated Articles of Incorporation, the Corporation shall be recognized as a company formed under the Oklahoma Insurance Code.

ARTICLE VIII

Subject to any relevant law or regulation, there shall be no limitations on the Corporation's right to incur indebtedness.

ARTICLE IX


The names and addresses of the original incorporators of the Corporation are as follows:

<u>Names</u>	<u>Addresses</u>
Ralph N. Larson	355 Hillsborough Boulevard Hillsborough, California
Charles S. Williams	2325 Divisadero San Francisco 15, California
Kenneth G. Woolsey	1144 Winsor Avenue Piedmont, California
Robert S. Waligore	1461 Alvarado Burlingame, California

ARTICLE X

All process in any action or proceeding may be served upon the following registered agent: The Corporation Company, 1833 South Morgan Road, Oklahoma City, OK 73128.

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ARTICLE XI

The name and address of each Director of the Corporation at the time of effectiveness of these Amended and Restated Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Paul Michael James Brockman	150 2 nd Avenue North, 3rd Floor St. Petersburg, FL 33701
Jennifer Miu	411 Fifth Avenue, 5 th Floor New York, NY 10016
Teresa Marie Reali	475 Kilvert Street, Suite 330 Warwick, RI 02886
Robert Francis Redpath	411 Fifth Avenue, 5 th Floor New York, NY 10016
Richard Seelinger	1111 Third Avenue, Suite 1450 Seattle, WA 98101


The term of office of each of the above-named Directors shall be not less than two (2) months after the effective date of these Amended and Restated Articles of Incorporation and not more than one (1) year after the effective date of these Amended and Restated Articles of Incorporation.

ARTICLE XII

The name and address of each Officer of the Corporation at the time of effectiveness of these Amended and Restated Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Thomas John Balkan	150 2 nd Avenue North, 3 rd Floor St. Petersburg, FL 33701
Paul Michael James Brockman	150 2 nd Avenue North, 3rd Floor St. Petersburg, FL 33701
Lou Dimopoulos	Harborside 5 185 Hudson Street – Suite 2600 Jersey City, NJ 07311
Sharon Fletcher	475 Kilvert Street, Suite 330 Warwick, RI 02886

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Jennifer Miu	411 Fifth Avenue, 5 th Floor New York, NY 10016
Teresa Marie Reali	475 Kilvert Street, Suite 330 Warwick, RI 02886
Robert Francis Redpath	411 Fifth Avenue, 5 th Floor New York, NY 10016
Richard Seelinger	1111 Third Avenue, Suite 1450 Seattle, WA 98101
Nadja Stavenhagen	411 Fifth Avenue, 5 th Floor New York, NY 10016

The term of office of each of the above-named Officers shall be not less than two (2) months after the effective date of these Amended and Restated Articles of Incorporation and not more than one (1) year after the effective date of these Amended and Restated Articles of Incorporation.

ARTICLE XIII

Section 1. Management. The business of the Corporation shall be managed by a Board of Directors. The Directors shall have all of the qualifications, powers and authority and shall be subject to all limitations as set forth in the Oklahoma Insurance Code. The number of Directors of the Corporation shall not be less than three (3) nor more than twenty (20), the exact number to be specified from time to time in the manner provided by the Corporation's By-laws. The number of Directors at the time of effectiveness of these Amended and Restated Articles of Incorporation is five (5).

Section 2. Vacancy. Any vacancy on the Board of Directors caused by resignation, removal, death or other incapacity or increase in the number of Directors may, at the discretion of the Board, be filled by a majority vote of the remaining Directors (whether or not a quorum) or left unfilled until the next meeting of shareholders. The failure of the Board of Directors or the shareholders to fill one or more vacancies on the Board of Directors or to elect a full Board of Directors shall not in any way prevent or restrict the Board of Directors from exercising the powers of the Corporation or from directing its business or affairs.

Section 3. Removal of Directors. Any one or more members of the Board of Directors may be removed, with or without cause, only at a meeting of the shareholders or Directors called expressly for that purpose. Removal by the shareholders requires an affirmative vote of the holders of outstanding shares representing at least a majority of all the votes then entitled to be cast at an election of the Directors. Removal by the Board of Directors requires an affirmative vote of a majority of all Directors.

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NOV 27 2018 *MA*

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Section 4. Meeting of Directors. Meetings of the Board of Directors of the Corporation shall be held at such place, either within or without the State of Oklahoma, as may be authorized by the By-Laws or as specified in the notices of any such meetings or otherwise specified by the Board of Directors.

Section 5. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee of the Board, may be taken without a meeting, if the action is taken by all members of the Board or committee entitled to vote on the action, as the case may be. The action must be evidenced by one or more written consents describing the action taken, signed by each Director or committee member, as the case may be, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last Director or committee member, as the case may be, signs the consent, unless the consent specifies a different prior or subsequent effective date, in which case the action is effective on or as of the specified date. Such consent shall have the same effect as a unanimous vote of all members of the Board or of the committee, as the case may be, and may be described as such in any document.

ARTICLE XIV

Section 1. Shareholder Meetings. All meetings of shareholders shall be held at such place, within or without the State of Oklahoma, as designated by the Board of Directors or the officers of the Corporation calling the meeting.

Section 2. Action Without Meeting. Any action required or permitted to be taken at any meeting of the shareholders may be taken without a meeting, if the action is taken by all shareholders entitled to vote on the action. The action must be evidenced by one or more written consents describing the action taken, signed by each shareholder and delivered to the Corporation for inclusion in the minutes for filing with the corporate records. Action taken under this Section is effective when the last shareholder signs the consent, unless the consent specifies a different prior or subsequent effective date, in which case the action is effective on or as of the specified date. Such consent shall have the same effect as a unanimous vote of all shareholders and may be described as such in any document.

ARTICLE XV

All By-Laws of the Corporation may be amended or repealed, and new By-Laws may be made, by an affirmative vote of the majority of the votes cast at any annual or special shareholders' meeting by holders of outstanding shares of stock of the Corporation entitled to vote, or by an affirmative vote of a majority of the Directors present at any annual, regular or special meeting of the Board of Directors.

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ARTICLE XVI

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation or in any amendment hereto or to add any provision to these Amended and Restated Articles of Incorporation or to any amendment hereto in any manner now or hereafter prescribed or permitted by the provisions of the Oklahoma Insurance Code as from time to time in effect or by the provisions of any other applicable statute of the State of Oklahoma; and all rights conferred upon shareholders in these Amended and Restated Articles of Incorporation or any amendment hereto are granted subject to this reservation.

yosemite-articles-112718

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