

# 827031

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
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From:

Account Name : C T CORPORATION SYSTEM  
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Please retain original filing  
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**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

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*change of name & jurisdiction*

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
COMMERCIAL LOAN INSURANCE CORPORATION**

Certificate of Status	0
Certified Copy	0
Page Count	04.17
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*AMEND + NC  
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2/23*



February 23, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations

COMMERCIAL LOAN INSURANCE CORPORATION

3003 OAK RD

WALNUT CREEK, CA 94597US

SUBJECT: COMMERCIAL LOAN INSURANCE CORPORATION

REF: 827051

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE DOCUMENT TO EVIDENCE THE CHANGE OF JURISDICTION IS STILL NOT PROPER. PLEASE SUBMIT EVIDENCE FROM THE STATE OF ARIZONA SHOWING THE FILING OF THE REDOMESTICATION AND THE DATE,

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson  
Document Specialist Supervisor

FAX And. #: H10000040175  
Letter Number: 910A00004408

RECEIVED  
2010 FEB 23 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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)**

827051

(Document number of corporation (if known))

1. Commercial Loan Insurance Corporation

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

2. Wisconsin

(Incorporated under laws of)

3. 11/16/1971

(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? November 11, 2009

5. FMI Mortgage Assurance Co.

(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.


Not applicable

(New duration)

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

Arizona

(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)

Christopher G. Brannetti

(Typed or printed name of person signing)

Secretary

(Title of person signing)

FILED  
10 JAN 28 PM 2:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# STATE OF ARIZONA



## Office of the CORPORATION COMMISSION

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

I, ERNEST G. JOHNSON, EXECUTIVE DIRECTOR OF THE ARIZONA CORPORATION COMMISSION, DO HEREBY CERTIFY THAT THE RECORDS IN THIS OFFICE SHOW:

**\*\* COMMERCIAL LOAN INSURANCE CORPORATION.\*\***

WAS INCORPORATED ON THE 21TH DAY OF DECEMBER, 1966 .

I FURTHER CERTIFY THAT THE ABOVE NAMED CORPORATION CHANGED ITS NAME TO:

**\*\* PMI MORTGAGE ASSURANCE CO. \*\***

ON THE 11TH DAY OF NOVEMBER, 2009, AS PROVIDED BY LAW.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, Capital, this 25 Day of January, 2010 A.D.



*Ernest G. Johnson*  
Executive Director

By: *[Signature]*

# STATE OF ARIZONA



## Office of the CORPORATION COMMISSION

I, Ernest G. Johnson, Executive Director of the Arizona Corporation Commission, do hereby certify that the attached copy of the following document:

### ARTICLES OF DOMESTICATION

consisting of 10 pages, is a true and complete copy of the original of said document on file with this office for:

**COMMERCIAL LOAN INSURANCE CORPORATION**  
ACC file number: -1568679-8

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this date: December 8, 2009.



  
Executive Director

By:   
Ratib Nasich

AZ CORPORATION COMMISSION  
FILED

NOV 11 2009

ARTICLES OF DOMESTICATION

FILE NO. - 15886798

of

COMMERCIAL LOAN INSURANCE CORPORATION

The undersigned, pursuant to the provisions of A.R.S. § 10-201 *et seq.*, and for the purpose of setting forth its charter as an Arizona corporation pursuant to A.R.S. §§10-223 and 20-231, adopts the following Articles of Domestication, which supersede and take the place of any prior articles of incorporation and any amendments thereto:

ARTICLE I

The name of the Corporation is: Commercial Loan Insurance Corporation. In connection with the filing of these Articles of Domestication, the Corporation will file Articles of Amendment to change its name to PMI Mortgage Assurance Co.

ARTICLE II

The Corporation was originally incorporated in the State of Wisconsin on December 21, 1966 as Commercial Loan Insurance Corporation.

ARTICLE III

The official in charge of corporate filings in the jurisdiction in which the Corporation was previously incorporated will be provided with a copy of the Articles of Domestication filed in the State of Arizona.

ARTICLE IV

The period of the Corporation's existence is perpetual.

ARTICLE V

The purpose of the Corporation is the transaction of any and all lawful business for which insurance corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time, specifically to engage in the insurance business in the United States and its territories, both as a direct writer and reinsurer, relative to mortgage guaranty insurance as defined in A.R.S. section 20-1541, subject to the limitations contained A.R.S. Title 20, Chapter 6, Article 8.1.

ARTICLE VI

The aggregate number of shares which the Corporation shall have authority to issue is 200,000 shares of common stock consisting of one class only, having a par value of \$10.00 per share. Each share of capital stock shall be fully paid for before being issued.

PROPOSED ARTICLES AND/OR AMENDMENTS TO THE ARTICLES OF DOMESTICATION OF AN ARIZONA INSURANCE STATUTES. THE SAME IS NOT NOW IN CONFLICT WITH THAT OF ANY INSURER AUTHORIZED TO TRANSACT INSURANCE IN ARIZONA ON THIS DATE. November 10, 2009 PAGES: 7  
BY [Signature] FOR THE DIRECTOR OF FINANCIAL SERVICES, STATE OF ARIZONA

The Board of Directors of the Corporation shall have the power, by appropriate resolution, to authorize the issuance and sale, from time to time, of all or any part of the authorized but unissued shares of common stock. To the extent the authorized shares of the Corporation have not been issued, the Board of Directors may determine, in whole or part, the preferences, limitations and relative rights of any class of shares or one or more series within a class, in accordance with A.R.S. § 10-602. The shares of stock of the corporation, when issued, shall be non-assessable, except to the extent required by the Constitution, specifically, but not in limitation thereof, as provided by Article 14, Section 11 of the Constitution of the State of Arizona and the laws of the State of Arizona.

## ARTICLE VII

The affairs of the corporation shall be overseen by a Board of Directors consisting of not less than five (5) nor more than fifteen (15) directors as fixed in accordance with the Bylaws, and such officers as the said directors may at any time elect or appoint. The number of directors at the time of the filing of these Articles of Domestication shall be six (6). No officer or director need be a shareholder of this Corporation.

At each annual meeting of shareholders, to be held at the time and place fixed by the Bylaws, the shareholders shall elect directors in the manner prescribed by the Bylaws to hold office for the term specified in the Bylaws except as hereinafter provided. Each director so elected shall hold office until such director's successor is duly elected and qualified, or until such director's earlier death or resignation or removal pursuant to the Bylaws.

The names and addresses of the six (6) persons who are to serve as directors until the next annual meeting of the shareholders or until their resignation, death or until their successors are elected and qualify are:

L. Stephen Smith  
320 South Avenue  
Alamo, Ca 94507

Joanne M. Berkowitz  
213 Cheval Lane  
Walnut Creek, Ca 94596

Andrew D. Cameron  
2335 Corona Court  
Berkeley, Ca 94708

David H. Katkov  
161 Tracy Lane  
Alamo, Ca 94596

Donald P. Lofe, Jr.  
332 Pheasant Run Drive  
Danville, Ca 94506

Lloyd A. Porter  
100 Bayview Drive  
San Rafael, Ca 94901

The directors shall have the power to adopt, amend, alter and repeal the Bylaws, to manage the corporate affairs and make all rules and regulations expedient for the management of the affairs of the Corporation, to remove any officers for any cause, and to appoint from their own number an executive committee and other committees and vest said committee with all the powers permitted by the Bylaws.

#### ARTICLE VIII

To the fullest extent permitted by the Arizona Business Corporation Act (A.R.S. Title 10, chapters 1 through 18) as it now exists and as it may hereafter be amended:

- (a) no director shall be personally liable to this Corporation or any of its shareholders for money damages for any action taken or any failure to take any action as a director, except for liability: (i) for the amount of financial benefit received by a director to which the director is not entitled; (ii) for an intentional infliction of harm on the Corporation or the shareholders; (iii) pursuant to a violation of A.R.S. §10-833 of the Act, as amended; or (iv) for an intentional violation of criminal law; and
- (b) the Corporation shall indemnify each director for liability to any person for any action taken, or any failure to take any action, as a director, except liability for any of the exceptions described in (a)(i) through (iv), above.

Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a director of this Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

#### ARTICLE IX

Subject to the provisions of Article VIII, the private property of the shareholders, directors and officers of the corporation shall be forever exempt from debts and obligations of the Corporation.

#### ARTICLE X

Subject to the provisions of Article VIII and the further provisions of this Article X hereof, the Corporation shall indemnify any and all of its existing and former directors, officers, employees, and agents against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise, which



may arise or be incurred, rendered, or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as director, officer, employee, or agent of the Corporation, whether or not any action is or has been filed against them and whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the Corporation whether the legal action brought or threatened is a shareholder derivative action or brought by any other person.

Whenever any existing or former director, officer, employee, or agent shall report to the President of the Corporation or the Chairman of the Board that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise, in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as a director, officer, employee, or agent of the Corporation, the Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action such person acted, failed to act or refused to act willfully or with gross negligence or with fraudulent or criminal intent. If the Board of Directors determines in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933; and provided further, that the Corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall unreasonably refuse to permit the Corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action. This section shall apply to any liability of any spouse of any person to whom this section is applicable if the liability of said spouse is based on the conduct of the person covered by this action.

#### ARTICLE XI

The annual meeting of the shareholders of the Corporation shall be held at the principal office of the Corporation, or at such other place or places as shall be set forth in the notice of meeting on the fourth Thursday of April at 11:00 a.m. or on such other date and time as the Board of Directors or the President may determine, for the purpose of electing directors and for the transaction of such other business as may be brought before the meeting.

#### ARTICLE XII

The principal place of business of the Corporation in Arizona shall be care of J. Michael Low, Low & Cohen, PLLC, 2999 North 44<sup>th</sup> Street, Suite 550, Phoenix, Arizona 85018. The Corporation may have other places of business to transact business and its Board of Directors or shareholders may meet for the transaction of business, at such other place or places within or without the State of Arizona which its Board of Directors may designate.

#### ARTICLE XIII

J. Michael Low, of Low & Cohen, PLLC, located at 2999 North 44<sup>th</sup> Street, Suite 550, Phoenix, Arizona 85018, having been a bona fide resident of Arizona for at least three (3) years, is hereby appointed as the statutory agent for the Corporation in the State of Arizona, upon whom notices and processes including service of summons, may be served, and which, when so served shall have the effect of lawful personal service on the Corporation. The Board of Directors may revoke this appointment at any time, and shall fill the vacancy in such position whenever one exists.

#### ARTICLE XIV

The fiscal year of the Corporation shall be the calendar year.

#### ARTICLE XV

In no event shall the Corporation incur indebtedness in excess of the amount authorized by law.

#### ARTICLE XVI

The Bylaws of the Corporation may be repealed, altered amended, or substitute Bylaws may be adopted, by the directors or the shareholders, in accordance with the provisions contained in said Bylaws and to the extent permitted by applicable law.

#### ARTICLE XVII

The Corporation shall have a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Corporation, the State of incorporation, and the words, "Corporate Seal."

#### ARTICLE XVIII

These Articles of Domestication have been adopted by the Shareholder of the Corporation on October 8, 2009 and by the Board of Directors of the Corporation on October 8, 2009 in accordance with A.R.S. § 10-221. The transfer of domicile will not have the effect of changing the rights of the shareholders in the manner set forth in A.R.S. § 10-1004.

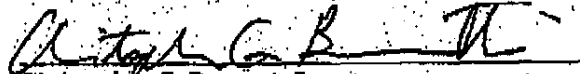
#### ARTICLE XIX

Upon transfer of domicile of the Corporation to Arizona, the Corporation accepts and will be subject to the laws of Arizona.

IN WITNESS WHEREOF, Commercial Loan Insurance Corporation, has caused the foregoing Articles of Domestication to be executed by its Secretary on October 8, 2009.

COMMERCIAL LOAN INSURANCE CORPORATION

By:



Christopher G. Brunetti, Secretary