

827051

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

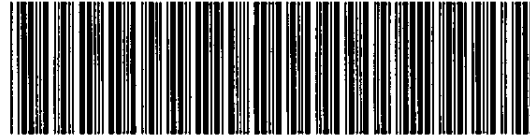
(Business Entity Name)

(Document Number)

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
15 MAR 23 AM 8:34

C.L.  
3-26-15

## COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: Arch Mortgage Guaranty Company

Name of Corporation

DOCUMENT NUMBER: 827051

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Sheryl Lawrence

Name of Contact Person

Arch Mortgage Guaranty Company

Firm/Company

3003 Oak Road

Address

Walnut Creek, CA 94597

City/State and Zip Code

slawrence@archmi.com

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

For further information concerning this matter, please call:

Sheryl Lawrence

Name of Contact Person

at ( 925 ) 658-6826

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)**

827051

(Document number of corporation (if known))

1. Arch Mortgage Guaranty Company

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

2. Arizona

(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? 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)

(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

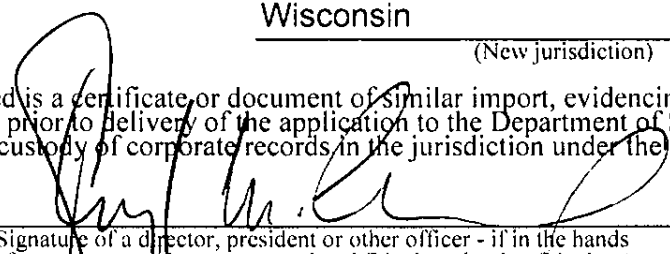
(New duration)

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

Wisconsin

(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)

Sheryl M. Lawrence

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

RECEIVED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
15 MAR 23 AM 8:34



**State of Wisconsin  
Office of the Commissioner of Insurance  
P.O. Box 7873  
Madison, Wisconsin 53707-7873**

**Certification of the Authenticity of Copy of Document on File**

**The Commissioner of Insurance of the State of Wisconsin certifies that the attached copy of**

**Restated Articles of Incorporation  
Filed October 1, 2014**

**For Arch Mortgage Guaranty Company**

**is a true and correct copy of the original now on file with the Office of the Commissioner of Insurance.**

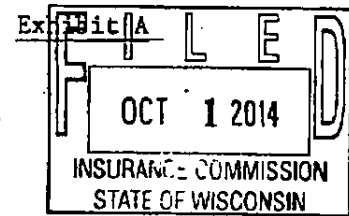
**Dated at Madison, Wisconsin, this 12<sup>th</sup> day of January, 2015**

A stylized, handwritten signature in black ink, likely belonging to the Commissioner of Insurance.

**Commissioner of Insurance**

**ARCH MORTGAGE GUARANTY COMPANY**

**RESTATED  
ARTICLES OF INCORPORATION**



Arch Mortgage Guaranty Company, pursuant to the provisions of Chapter 611 of the Wisconsin Statutes, hereby adopts these Restated Articles of Incorporation which supersede and take the place of the existing Articles of Domestication of Arch Mortgage Guaranty Company and any amendments thereto.

**ARTICLE I  
Name**

The name of the corporation is Arch Mortgage Guaranty Company.

**ARTICLE II  
Registered Office, Registered Agent and Domicile**

The initial location of the corporation's registered office shall be 33 East Main Street, Suite 900, Madison, Wisconsin 53703 and the initial registered agent of the corporation at that office shall be CT Corporation System. The corporation was organized under Chapter 611 of the Wisconsin Statutes and shall be domiciled in Wisconsin.

**ARTICLE III  
Duration**

The period of duration shall be perpetual.

**ARTICLE IV  
Purpose**

The primary purpose of this corporation shall be to transact the business of writing mortgage guaranty insurance. This corporation may also engage in business which is reasonably incidental to this business of insurance and any other lawful activity within the purposes for which a corporation may be organized under Chapter 611 of the Wisconsin Statutes, including owning subsidiary corporations, as permitted by law.

**ARTICLE V  
Board of Directors**

The corporate powers shall be exercised by, and the corporate business and affairs shall be under the control of, a Board of Directors composed of not less than three nor more than twenty-one natural persons who are at least twenty-one years of age. The Board of Directors shall be elected annually by the shareholders at a duly constituted meeting held for that purpose. Any vacancy in the Board of Directors may be filled by election at a special meeting of the shareholders called for that purpose. All directors elected by the shareholders shall hold office until the next annual meeting of the shareholders next succeeding their election and/or until their successors shall be elected and qualified, or until removed from office by a vote of the shareholders. In all elections for directors, every shareholder shall have the right to vote, in person, or by proxy.

## **ARTICLE VI**

### **Bylaws**

The Board of Directors shall have the sole power to make, alter, amend or repeal bylaws for the government and regulation of the corporation's affairs.

## **ARTICLE VII**

### **Authorized Capital**

The amount of the authorized capital of the corporation shall be \$4,000,000; the authorized number of common shares which the corporation shall have authority to issue without further amendment of this Article shall be 400,000; the par value of each share shall be \$10.00. The Corporation shall have one class of shares, known as "common," that has unlimited voting rights and that is entitled to receive the net assets of the Corporation upon liquidation.

The Board of Directors shall have the power, by appropriate resolution, to authorize the issuance or sale from time to time of the whole or any part of said shares of authorized but unissued common shares as additions to paid-up capital in accordance with the laws of the state of Wisconsin and the Rules, Regulations and Orders of the Wisconsin Office of the Commissioner of Insurance. Shareholders shall have no preemptive rights in any issue of shares of the corporation at any time.

## **ARTICLE VIII**

### **Dividends**

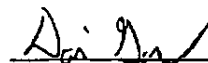
Dividends shall be payable from time to time in conformity with law, in the manner provided in the bylaws and the corporation shall have the right to issue both participating and nonparticipating policies in the discretion of the Board of Directors.

## **ARTICLE IX**

### **Voting**

The bylaws of the corporation may provide for a greater or lower quorum requirement or a greater voting requirement for shareholders of voting groups of shareholders than is provided by the Wisconsin Statutes.

**IN WITNESS WHEREOF**, the undersigned, duly elected officer of the corporation has executed these Restated Articles of Incorporation effective September 3, 2014.



David Gansberg  
President and Chief Executive Officer