

836021

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

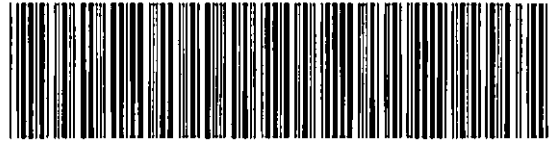
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OK to file per  
Darlene Connel

CP 11/15/19

Office Use Only



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NOV 15 2019

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Transamerica Casualty Insurance Company  
Name of Corporation

**DOCUMENT NUMBER:** 836021

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Crystal J. Mowrer

Name of Contact Person

Transamerica Casualty Insurance Company

Firm/Company

4333 Edgewood Road NE

Address

Cedar Rapids, Iowa 52499

City/State and Zip Code

crystal.mowrer@transamerica.com

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

For further information concerning this matter, please call:

Crystal J. Mowrer

at (319) 355-7906

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



Transamerica Casualty Insurance Company  
6400 C Street SW  
Cedar Rapids Iowa 52499

**VIA FEDERAL EXPRESS**

October 22, 2019

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32399-0326

**RE:** REDOMESTICATION OF TRANSAMERICA CASUALTY INSURANCE COMPANY  
An Ohio domiciled insurer (NAIC #10952) ("TCIC")  
From the State of OHIO  
To the State of IOWA  
Effective Date: September 30, 2018

Dear Sir and/or Madam:

Pursuant to information received from the Office of Insurance Regulation regarding the redomestication of Transamerica Casualty Insurance Company, I have enclosed the following documentation:

Item 1 Cover Letter obtained from the Florida Department of State, Division of Corporations website;

Item 2 Filing fees - - \$52.50 check for filing fee, Certificate of Status and Certified Copy;

Item 3 The *Restated Articles of Incorporation and Articles of Redomestication of Transamerica Casualty Insurance Company* - - certified by the State of Iowa.

We respectfully request that the official effective date of the redomestication - - September 30, 2018 - - be recognized in whatever documentation the State of Florida maintains regarding this matter.

If you have any questions or need anything further in order to file this redomestication, please contact me at (319) 355-7906 or via email at [Crystal.Mowrer@transamerica.com](mailto:Crystal.Mowrer@transamerica.com).

Sincerely,

TRANSAMERICA CASUALTY INSURANCE COMPANY

Crystal J. Mowrer  
Lead Paralegal  
Corporate Secretarial and Governance

encs

**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)**

836021

(Document number of corporation (if known))

1. Transamerica Casualty Insurance Company

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

2. Ohio

(Incorporated under laws of)

3. 03/24/1976

(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? \_\_\_\_\_

5. \_\_\_\_\_  
(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.

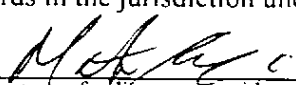
\_\_\_\_\_  
(New duration)

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

Iowa

\_\_\_\_\_  
(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)

Matthew Krigbaum

(Typed or printed name of person signing)

Vice President

(Title of person signing)

581060

RESTATED ARTICLES OF INCORPORATION AND ARTICLES OF  
REDOMESTICATION  
OF  
TRANSAMERICA CASUALTY INSURANCE COMPANY

Pursuant to Iowa Code Sections 490.1006 and 490.1007, the undersigned Corporation adopts the following Restated Articles of Incorporation and Articles of Redomestication:

1. The name of the Corporation is Transamerica Casualty Insurance Company.
2. The Restated Articles of Incorporation and Articles of Redomestication adopted are as attached as Exhibit 1.
3. The date of adoption of the Restated Articles of Incorporation and Articles of Redomestication was August 14, 2018, to be effective September 30, 2018.
4. The Restated Articles of Incorporation and Articles of Redomestication were approved by the shareholders. The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately, and the number of votes of each voting group indisputably represented is as follows:

DESIGNATION OF GROUP	SHARES OUTSTANDING	VOTES ENTITLED TO BE CAST	VOTES REPRESENTED
Common	396,563	396,563	396,563

The total number of undisputed votes cast for the amendment was:

<u>VOTING GROUP</u>	<u>VOTES FOR</u>
Common	396,563

The number of votes cast for the Restated Articles of Incorporation and Articles of Redomestication by each voting group was sufficient for approval by that voting group.

TRANSAMERICA CASUALTY INSURANCE COMPANY

By

Jay Orlandi  
Secretary

8

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SECRETARY OF STATE  
IOWA

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RESTATED ARTICLES OF INCORPORATION  
AND  
ARTICLES OF REDOMESTICATION  
OF  
TRANSAMERICA CASUALTY INSURANCE COMPANY  
PURSUANT TO THE PROVISIONS OF  
IOWA CODE CHAPTERS 490 AND 515

The undersigned, TRANSAMERICA CASUALTY INSURANCE COMPANY, a corporation organized under the laws of the State of Ohio, for the purpose of continuing its existence, without interruption, as a corporation organized under the laws of the State of Iowa, does hereby elect, pursuant to the laws of the State of Iowa (Iowa Code Sections 490.902 and 515.78), to become redomesticated as an Iowa corporation. Upon the taking of effect of these Articles, Transamerica Casualty Insurance Company shall be and continue to be possessed of all privileges, franchises, and powers to the same extent as if it had been originally incorporated under the laws of the State of Iowa; and all privileges, franchises, and powers belonging to said corporation, and all property, real, personal, and mixed, and all debts due on whatever account, all certificates of authority, agent appointments, outstanding insurance policies, capital structure, and all choses in action, shall be and the same are hereby ratified, approved, confirmed, and assured to Transamerica Casualty Insurance Company, with like effect and to all intents and purposes as if it had been originally incorporated under the laws of the State of Iowa. Without limitation of the foregoing, Transamerica Casualty Insurance Company's initial date of authorization as an insurer in Ohio, November 15, 1957, shall be preserved.

For purposes of setting forth its charter as an Iowa corporation and consolidating all amendments into a single document, Transamerica Casualty Insurance Company hereby adopts the following Restated Articles of Incorporation and Articles of Redomestication:

SECTION 1. The name of the Corporation shall be Transamerica Casualty Insurance Company and the Corporation shall have the following purposes and powers:

(a) To transact the general business of insurance, other than life insurance, in any of the kinds of insurance set forth in and as authorized by Iowa Code Chapter 515 as it now exists or may hereafter be amended.

(b) To hold, invest, reinvest, and lend the funds of the Corporation in all permitted types of securities, including but not limited to the purchase of bonds, notes, or other evidences of indebtedness, the purchase of common and preferred stock, the making of loans secured by mortgages or deeds of trust, the purchase of ground rents, the making of policy loans, and deposits in a checking or savings account, under certificates of deposit or any other form in banks, trust

companies, or savings and loan associations; and to sell or otherwise dispose of any such investments.

(c) To lease, purchase, hold, and convey all real and personal property in any way connected with the conduct of the business.

(d) To borrow or raise money for the use of the Corporation in any manner permitted by law.

(e) To conduct and transact the business of the Corporation.

(f) To maintain offices and agencies in any state, territory, or possession of the United States, the District of Columbia, or any foreign country.

(g) To sue and be sued, appear, prosecute, and defend to final payment and execution any suits brought by or against the Corporation.

(h) To have a corporate seal and alter the same at any time by direction of the Board of Directors.

The foregoing enumeration of the purposes, powers, and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and the Corporation shall have all the general corporate powers conferred from time to time upon corporations by the laws of the State of Iowa.

**SECTION 2.** The Corporation shall have not fewer than five (5) nor more than twelve (12) Directors, who shall act as such until the next annual meeting of shareholders, or until their successors are duly chosen and qualify, which number may be increased or decreased pursuant to the By-Laws of the Corporation.

**SECTION 3.** The total number of shares of stock which the Corporation has authority to issue is Five Hundred Thousand Six Hundred Forty-Five (500,645) shares of Common Stock with par value of Twenty-Two Dollars (\$22) per share. The aggregate par value of all such shares is Eleven Million Fourteen Thousand One Hundred Ninety Dollars (\$11,014,190.00).

Each outstanding share of Common Stock shall be entitled to one (1) vote upon any matter submitted to a vote at a meeting of shareholders and shall have equal rights with each other share of Common Stock in respect of dividends and voting and in liquidation.

So long as the Corporation is subject to registration under Iowa Code Section 521A.4, no annual or cumulative dividend shall be paid by the Corporation to shareholders, nor shall any other distribution be made to shareholders, without complying with the requirements of Iowa Code Sections 521A.5.

**SECTION 4.** The annual meeting of the Corporation shall be held on the fourth Monday of April in each year, at Cedar Rapids, Iowa, or at such other place as the Board of Directors shall

from time to time designate, at which annual meeting the Directors shall be elected, and public notice shall be given of such meeting by the Secretary as required by law; and, in case of a failure to elect Directors at any meeting, the same may be adjourned from time to time until such election shall be effected or completed.

**SECTION 5.** The Directors shall continue in office until the expiration of the terms for which they are respectively elected, and until a new election shall be made, and they shall have the power to fill any vacancy in the Board which may happen by death or otherwise for the remainder of the term of the member of the Board so dying or otherwise causing such vacancy as aforesaid. The Directors may adopt such By-Laws and other rules and regulations for discharging the various functions and conducting and transacting the business and affairs of the Corporation as they shall deem useful and exercise all corporate powers of the Corporation not inconsistent with other provisions of these Articles or the constitution or laws of the State of Iowa.

**SECTION 6.** The Directors shall have power to choose a Chairman of the Board of Directors, a President, one or more Vice Presidents, a Secretary, a Treasurer, a Controller, and such other officers as they may deem necessary for the transaction of the business of the Corporation; they shall prescribe the term of office and duties of such officers and take such security from them as they may think proper for the faithful discharge of their respective duties; and such Directors shall manage the affairs, funds, property, and business of the Corporation, with a majority of the entire Board constituting a quorum for the transaction of business.

**SECTION 7.** The Directors shall have power by vote of a majority of the Board of Directors to elect an Executive Committee composed of the Chairman of the Board and three or more members of the Board of Directors, an Investment Committee of at least three members who shall be selected from the members of the Board of Directors or officers of the Corporation, and such other committees as may be deemed advisable by the Board; and the Directors shall have the power to prescribe the powers and duties of the Executive Committee, the Investment Committee, and all other committees by resolution or in the By-Laws of the Corporation.

**SECTION 8.** The present post office address of the place at which the principal office of the Corporation is located in this state is Cedar Rapids, Iowa 52499. The present Registered Agent of the Corporation is Sheila Luken, whose post office address is c/o Transamerica Casualty Insurance Company, 4600 C Street SW, Cedar Rapids, Iowa 52499. Said Registered Agent is a citizen of the State of Iowa and actually resides therein.

**SECTION 9.** The duration of the Corporation is perpetual.

**SECTION 10.** A Director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except liability for any of the following: (1) the amount of a financial benefit received by a director to which the director is not entitled, (2) an intentional infliction of harm on the Corporation or the shareholders, (3) a violation of Section 490.833 of the Iowa Business Corporation Act, or (4) an intentional violation of criminal law. If the Iowa Business Corporation Act is amended after these Articles become effective to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of the Director of the



Corporation shall be eliminated or limited to the fullest extent permitted by the Iowa Business Corporation Act, as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

Service on the Board of Directors of the Corporation, or as an officer or employee thereof, or any such service at the request of the Corporation in a like position on behalf of any other corporation, partnership, joint venture, trust, employee benefit plan, or other entity, is deemed by the Corporation to have been undertaken and carried on in reliance by such persons in the full exercise by the Corporation of all powers of indemnification which are granted to it under the Iowa Business Corporation Act as amended from time to time. Accordingly, the Corporation shall exercise all of its permissive powers whenever, as often as necessary, and to the fullest extent possible to indemnify such persons. Such indemnification shall be limited or denied only when and to the extent that the Iowa Business Corporation Act or other applicable legal principles limit or deny the Corporation's authority so to act. This provision and the indemnification provisions of the Iowa Business Corporation Act (to the extent not otherwise governed by controlling precedent) shall be construed liberally in favor of the indemnification of such persons.

IN WITNESS WHEREOF, the undersigned President has executed this instrument and the Secretary of the Corporation has affixed the corporate seal of the Corporation hereto and attested said seal of this 13 day of August, 2018.




Blake S. Bostwick, President

STATE OF COLORADO )

COUNTY OF Denver )

The foregoing instrument was acknowledged before me this 13 day of August, 2018 by the President of Transamerica Casualty Insurance Company.

  
Notary Public

My commission expires:

4/13/20

\_\_\_\_\_  
Jay Orlandi, Secretary

STATE OF MARYLAND )

COUNTY OF \_\_\_\_\_ )

The foregoing instrument was acknowledged before me this \_\_\_\_ day of August, 2018 by the Secretary of Transamerica Casualty Insurance Company.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

IN WITNESS WHEREOF, the undersigned President has executed this instrument and the Secretary of the Corporation has affixed the corporate seal of the Corporation hereto and attested said seal of this \_\_\_\_\_ day of August, 2018.

\_\_\_\_\_  
Blake S. Bostwick, President

STATE OF COLORADO    )  
                                  )  
COUNTY OF \_\_\_\_\_)

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of August, 2018 by the President of Transamerica Casualty Insurance Company.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

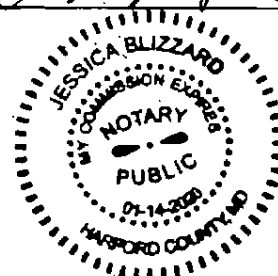
  
\_\_\_\_\_  
Jay Orlandi, Secretary

STATE OF MARYLAND    )  
                                  )  
COUNTY OF Hartford )

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of August, 2018 by the Secretary of Transamerica Casualty Insurance Company.

  
\_\_\_\_\_  
Notary Public

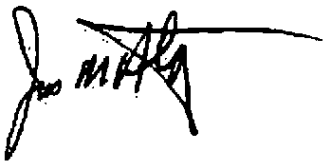
My commission expires: 1/14/2020



## COMMISSIONER CERTIFICATE OF APPROVAL

Pursuant to the relevant provisions of the Iowa Code, the undersigned approves the  
**Restated Articles of Incorporation and Articles of Redomestication of Transamerica  
Casualty Insurance Company.**

DOUG OMMEN  
Iowa Insurance Commissioner



JAMES N. ARMSTRONG  
Deputy Insurance Commissioner

Date: 8/22/2018



FILED  
IOWA  
SECRETARY OF STATE  
8-22-18  
9:40 AM  
W01189585



STATE OF IOWA  
Secretary of State Office

C # 1084

I hereby certify that this is a true and complete  
document(s) to which the seal is affixed as read in  
this office beginning August 22, 2018  
to and including the date below.

Dated July 10, 2019

[Signature]  
Secretary of State

By Diane Binschette



8 pgs