

839390

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

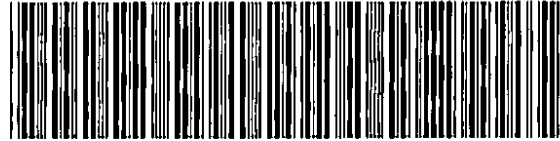
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

641

Office Use Only



400308608334

FILED

18 JAN 31 AM 10:24

CLERK OF SUPERIOR COURT
JALAPASS, FLORIDA

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2018 JAN 31 PM 2:07

CLERK OF SUPERIOR COURT
JALAPASS, FLORIDA

FEB 06 2018

S. YOUNG



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 1, 2018

CORPORATION SERVICE COMPANY
ROXANNE TURNER

RESUBMIT

Please give original
submission date as file date.

SUBJECT: OLD REPUBLIC SECURITY ASSURANCE COMPANY
Ref. Number: 839390

We have received your document for OLD REPUBLIC SECURITY ASSURANCE COMPANY and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date 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 the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Shelia H Young
Regulatory Specialist II


Letter Number: 818A00002137

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2018 FEB -5 PM 1:48

RECEIVED
TALALIASSEE, FLORIDA

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

ACCOUNT NO. : I20000000195
REFERENCE : 050813 4808966
AUTHORIZATION : 
COST LIMIT : \$ 35.00

ORDER DATE : January 31, 2018
ORDER TIME : 12:12 PM
ORDER NO. : 050813-005
CUSTOMER NO: 4808966

FOREIGN FILINGS

NAME: OLD REPUBLIC SECURITY
ASSURANCE COMPANY

☒ CORPORATE
☐ LIMITED PARTNERSHIP
☐ LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Roxanne Turner -- EXT# 62969

EXAMINER: _____

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)

839390

(Document number of corporation (if known))

1. Old Republic Security Assurance Company

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

2. Arizona

(Incorporated under laws of)

3. October 28, 1977

(Date authorized to do business in Florida)

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18 JAN 31 AM 10:24
TALLAHASSEE, 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.

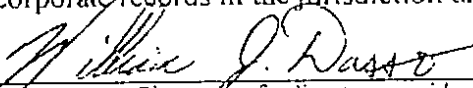
(New duration)

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

Illinois

(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)

William J. Dasso

(Typed or printed name of person signing)

Counsel

(Title of person signing)



STATE OF ILLINOIS
DEPARTMENT OF INSURANCE

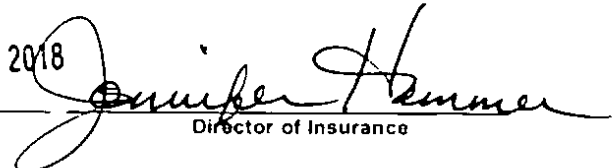
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001

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2018 FEB 21 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed this Seal in Springfield, Illinois.

Date: FEB 08 2018 
Director of Insurance

**ARTICLES OF REORGANIZATION
OF
OLD REPUBLIC SECURITY ASSURANCE COMPANY**

Pursuant to the provisions of Section 180, et seq. of the Illinois Insurance Code, Old Republic Security Assurance Company (the "Company"), a corporation duly organized and existing under the laws of Arizona has caused these Articles of Reorganization to be executed and filed on its behalf to reflect its re-domestication in Illinois. Said Articles of Reorganization were approved by resolutions duly adopted by the Board of Directors and the Sole Shareholder of the Company and read as follows:

ARTICLE I

The name of the Company shall be:

OLD REPUBLIC SECURITY ASSURANCE COMPANY

ARTICLE II

The address of the principal office of the Company in the State of Illinois shall be in the City of Chicago and County of Cook, and it shall have power to conduct its business wherever authorized by law. Its Board of Directors shall have power to establish other offices in this State and elsewhere in the United States and in any part of the world.

ARTICLE III

The duration of the Company shall be perpetual.

ARTICLE IV

The Company shall be authorized to write insurance under: Class 2 (a), (b), (c), (d), (e), (f), (g), (h), (i), (j) and (k) and Class 3 (a), (b), (c), (d), (e), (f), (g), (h) and (i) of Section 4 of the Illinois Insurance Code.

And the reinsurance of risks undertaken by it, and to assume by way of reinsurance similar risks taken by other insurers or other reinsurers.

And Further, to do such other business as a stock multi-line insurance company now is or hereafter may be permitted to do under the Illinois Insurance Code and for which the Corporation shall have the required capital and surplus.

ARTICLE V

There shall not be less than three (3) nor more than twenty-one (21) natural persons as directors of the Company as may be fixed by the By-laws, who are Shareholders, except where the Company is a wholly-owned subsidiary, and at least eighteen years of age, and at least three of whom are residents and citizens of Illinois. At least 20%, but not less than one, of the directors, if the Company is not subject to 215 ILCS 5/131.20b, shall be persons who are not officers or employees of the Company. A person convicted of a felony may not be a director, and all directors shall be of good character and known professional, administrative, or business ability, such business ability to include a practical knowledge of insurance, finance, or investment. The directors shall be classified with respect to the time for which they shall severally hold office by dividing them as equally as the total number of directors will permit into three

classes. All directors shall hold office until their successors are elected and qualified. At each annual meeting, the successors to the class of directors whose term then expires shall be elected to hold office for a term of three years, so that the term of office of only one class of directors shall expire in each year.

The directors shall take office immediately upon election and shall hold such office until their term of office expires and until their successors are elected and have qualified. Directors shall be chosen and elected by a plurality.

Any vacancy or vacancies occurring in the Board of Directors by reason of death, resignation, removal, or otherwise, and any directorship to be filled by reason of an increase in the number of directors may be filled by election at an annual meeting or at a special meeting of the shareholders called for that purpose. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. If because of any vacancy or vacancies in the Board of Directors, the number of Directors shall be less than three (3), the Company shall not for that reason be dissolved, but the vacancy or vacancies shall be filled as herein provided.

The shareholders by a majority vote at a meeting may remove any director.

ARTICLE VI

The amount of authorized capital of the Company shall be \$10,000,000; the aggregate number of common shares which the Company shall have authority to issue without further amendment of this Article shall be 100,000; the par value of each common share shall be \$100.00; the Board of Directors shall have the power by appropriate resolutions to authorize the issuance or sale at any time or from time to time of the whole or any part of the authorized, but unissued, portion of said common shares as additions to paid-up capital pursuant to one or more permits issued at any time or from time to time by the Director of Insurance of the State of Illinois.

No holders of common stock of this Company shall have any preemptive or other rights of subscription to any shares of common stock of this Company, issued or sold, whether of shares now, or hereafter authorized, except for any stock dividends legally declared by the Company.

The Board of Directors, in their discretion, may declare and pay dividends on the common stock for any dividend period of any fiscal year.

ARTICLE VII

The mode and manner in which the corporate powers are to be exercised shall be through the Board of Directors who shall have the power to do any and all acts a company may do under the laws and who shall have power to adopt By-laws not inconsistent with the law and these Articles concerning the government and regulation of the business and affairs of the Company and to alter and amend such By-laws in the manner therein provided.

ARTICLE VIII

The fiscal year of the Company shall commence January 1 and terminate December 31 of each year.

ARTICLE IX

The Company shall be bound by all the terms and provisions of the Illinois Insurance Code applicable to similar domestic companies organized or incorporated thereunder.

IN WITNESS WHEREOF, Old Republic Security Assurance Company has caused these Articles of Reorganization to be executed in its corporate name by its authorized officers as of December 31, 2015.

OLD REPUBLIC SECURITY ASSURANCE COMPANY

By: *Sal W. Mueller*

ATTEST
By: *[Signature]*

To be Effective December 31, 2015.

Approved <u>1/13/16</u>
State of Illinois Department of Insurance
by <u><i>Arne Melman Droubay</i></u> Acting Director of Insurance

STATE OF ILLINOIS

DEPARTMENT OF INSURANCE



WHEREAS, the OLD REPUBLIC SECURITY ASSURANCE COMPANY

located at City of Chicago, County of Cook in the State of **Illinois** was incorporated pursuant to the provisions of the "**Illinois Insurance Code**" applicable to said Company:


NOW, THEREFORE, I the undersigned, Director of Insurance of the State of Illinois, do hereby certify the said Company is authorized to transact its appropriate business as set forth under Clause(s)

(a), (b), (c), (d), (e), (f), (g), (h), (i), (j), (k) of Class 2
(a), (b), (c), (d), (e), (f), (g), (h), (i) of Class 3

of Section 4 of the "**Illinois Insurance Code**" in this State, in accordance with the laws thereof.

DEPARTMENT OF INSURANCE of the State
of Illinois;

DATE: January 12, 2017


ANNE MELISSA DOWLING
ACTING DIRECTOR OF INSURANCE



Certificate of Compliance