

839522

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

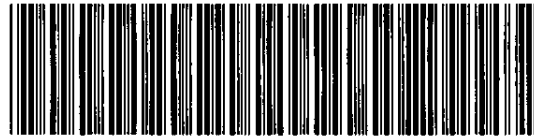
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400250549054

RECEIVED

13 AUG 28 PM 1:53

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13 AUG 28 PM 4:03

DEPT OF COMMERCE

SECRETARY OF STATE
DEPT OF COMMERCE

*Amend
Changing
From OH to Calif.*

08/29/13

Dc



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 751097 4353914

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 35.00

ORDER DATE : August 2, 2013

ORDER TIME : 11:07 AM

ORDER NO. : 751097-010

CUSTOMER NO: 4353914

FOREIGN FILINGS

NAME: SEECHANGE HEALTH INSURANCE
COMPANY

XX CORPORATE
 LIMITED PARTNERSHIP
 LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

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)

839522

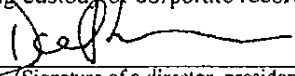
(Document number of corporation (if known))

1. SeeChange Health Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. Ohio 3. 11/14/77
(Incorporated under laws of) (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.
California
(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)

Daniel Boivin

(Typed or printed name of person signing)

Vice President and Secretary

(Title of person signing)

FILED
13 AUG 28 PM 4 03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of California
Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME:

SEECCHANGE HEALTH INSURANCE COMPANY

FILE NUMBER: C3223728
FORMATION DATE: 08/10/2009
TYPE: DOMESTIC CORPORATION
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

I, DEBRA BOWEN, Secretary of State of the State of California,
hereby certify:

The records of this office indicate the entity is authorized to
exercise all of its powers, rights and privileges in the State of
California.

No information is available from this office regarding the financial
condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate
and affix the Great Seal of the State of
California this day of August 02, 2013.

Debra Bowen

DEBRA BOWEN
Secretary of State

[REDACTED]

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
01/15/2013	201301500027	Miscellaneous Filing (MS)	25.00	00		00	.00

Receipt

This is not a bill. Please do not remit payment.

WILKE, FLEURY, HOFFELT, GOULD, & BIRNEY, LLP
ATTN: LATIKA SHARMA
400 CAPITOL MALL, 22ND FLOOR
SACRAMENTO, CA 95814

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted

783445

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

SEECHANGE HEALTH INSURANCE COMPANY

and, that said business records show the filing and recording of:

Document(s):

Miscellaneous Filing

Document No(s):

201301500027



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus,
Ohio this 14th day of January, A.D.
2013.

A handwritten signature in cursive script that reads "Jon Husted".

Ohio Secretary of State



Form 530A Prescribed by:
Ohio Secretary of State

JON HUSTED
Ohio Secretary of State

Central Ohio: (614) 466-3910
Toll Free: (877) SOS-FILE (767-3453)
www.OhioSecretaryofState.gov
Bussanv@OhioSecretaryofState.gov

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 670
Columbus, OH 43216

Expedite Filing (Two-business day processing
time requires an additional \$100.00).
P.O. Box 1390
Columbus, OH 43216

Foreign For-Profit Corporation Application for License

Filing Fee: \$125
(151-FLF)

RECEIVED

JAN 14 2013

SECRETARY OF STATE

The application is made to procure a ☒ Permanent License ☐ Temporary License (valid for six months)

Attach Certificate of Good Standing from the Jurisdiction of formation (see instructions)

Name of Corporation: SeeChange Health Insurance Company

(Name must match the name on the Certificate of Good Standing)

Assumed name under which the corporation will do business, if its corporate name is not available in Ohio
(Must attach "Resolution of Foreign Corporation to Qualify Under An Assumed Name" Form 591)

Not applicable

Under the Laws of the Jurisdiction of

California

Jurisdiction of Formation

Date of Incorporation in Jurisdiction of Formation

08/10/2009

(Date must match the date provided on
the Certificate of Good Standing)

Date of Incorporation

The location of the principal office (non-Ohio) is:

12711 Ventura Boulevard

Mailing Address

Studio City

City

CA

State

91604

ZIP Code

If there is a principal office within Ohio, the location is

None

Mailing Address

City

State

ZIP Code

A brief summary of the corporate purpose(s) to be exercised within Ohio

SeeChange Health Insurance Company is an insurance company that will provide health coverage to

residents of Ohio.

Appointment of Agent

The corporation hereby appoints the following as its statutory agent upon whom process against the corporation may be served in Ohio.

CSC-Lawyers Incorporating Service

Name

50 W. Broad St, Suite 1800

Mailing Address

Columbus

City

Ohio

State

43215

ZIP Code

- ☐ If the agent is an individual and using a P.O. Box, check this box to confirm the agent is an Ohio resident.

The entity above irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the Ohio Secretary of State if:

- A. an agent is not appointed, or
- B. an agent is appointed but the authority of that agent has been revoked, or
- C. the agent cannot be found or served after the exercise of reasonable diligence.

Pursuant to Ohio Revised Code 1703.29 (A), a foreign corporation is required to pay an additional \$250 fee if the application is being made to enable the corporation to prosecute or defend a legal action. Please see Ohio Revised Code or the instructions for more information.

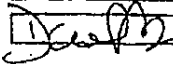
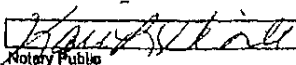
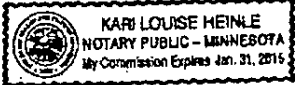
- ☒ No, the corporation is not filing for this purpose and an additional fee is not included.
- ☐ Yes, the application is being filed for this purpose and the additional \$250 fee is included with the filing fee.

If yes then:

Pursuant to Ohio Revised Code 1703.29(B), a foreign corporation that began transacting business in Ohio prior to 2009 without a license may be required to provide a certificate from the tax commissioner which states that the corporation has paid all franchise taxes which it should have paid had it qualified to do business in this state.

Did the corporation begin transacting business in Ohio prior to 2009?

- ☐ Yes, the D4 certificate from the tax commissioner is attached.
- ☐ No, the corporation began transacting business in 2009 or later, therefore, a D4 certificate is not required.

DANIEL J. BOIVIN		, being first duly sworn, deposes and says that he/she is the	
Name of Officer			
SECRETARY / CLO	of	SEACHANGE HEALTH INS. CO.	
Officer Title		Corporation	
the corporation described in the foregoing application; and that the statements contained in said application are true and correct to best of my knowledge and belief.			
Name	DANIEL J. BOIVIN		
Signature			
Sworn before me and subscribed on	1-9-2013	Date	
			
	Notary Public		
NOTARY SEAL		Expiration Date of Notary's Commission	
		1-31-15	
KARI LOUISE HEINE NOTARY PUBLIC - MINNESOTA My Commission Expires Jan. 31, 2015		Date	

STATE OF CALIFORNIA

DAVE JONES, Insurance Commissioner

DEPARTMENT OF INSURANCE

Corporate and Regulatory Affairs Bureau
45 Fremont Street, 24th Floor
San Francisco, CA 94105



August 21, 2012

Micahel G. Polis
Wilke, Fleury, Hoffelt, Gould & Birney, LLP
400 Capitol Mall, 22nd Floor
Sacramento, CA 95814

SUBJECT: Certificate of Authority - California
Permanent No. 1826-7*
SeeChange Health Insurance Company

Dear Mr. Polis:

Transmitted herewith is the Amended Certificate of Authority, No. 1826-7 issued August 17, 2012 and effective August 17, 2012. All insurers must contact the Secretary of State at 1500 11th Street, 3rd Floor, Sacramento, CA 95814, in order to obtain a Certificate of Qualification as required by California Corporations Code §2105 before transacting an insurance business in California. Failure to do so will be in violation of Insurance Code §701 and will be grounds for revoking the Certificate of Authority pursuant to the covenants made in the application therefor and the conditions contained therein.

This Certificate of Authority does not permit the writing of any insurance contracts within this State until you are in full compliance with the provisions of Proposition 103 (California Insurance Code §1861 et seq.). It is the licensee's responsibility to obtain prior approval of its rates in accordance with those provisions. The classes of insurance which are exempt from the Proposition 103 rate filing requirements include reinsurance, life, title, marine (certain types), disability, workers' compensation, mortgage and insurance transacted by county mutual life insurers. Proposition 103 rate filing applications must be submitted to the Department of Insurance, Rate Filing Bureau, 45 Fremont Street, San Francisco, CA 94105. Workers compensation, title and certain disability rates are subject to filing or approval under other laws.

California has adopted comprehensive regulations governing claims handling. See Title 10, California Code of Regulations, Section 2695.1 et seq., for insurer duties, which include the training of employees and agents. Additionally, pursuant to Insurance Code Section 1875.20, every insurer admitted to do business in this State shall maintain a Special Investigative Unit ("SIU") to investigate possible fraudulent claims by insureds or by persons making claims for services or repairs against policies held by insureds. Insurers are required to file a written statement with the Department attesting to the

Consumer Hotline (800) 927-HELP • Producer Licensing (800) 967-9331

Micahel G. Polis
August 21, 2012
Page 2

existence and maintenance of a SIU within the organization. Failure to comply may subject insurers to fines and penalties. See California Code of Regulations, Section 2698.40, et seq.

California insurance regulations may be obtained by calling Barclay's Law Publishers at (800) 888-3600 and ordering a copy of Title 10, Chapter 5, of the California Code of Regulations. California insurance statutes may be obtained by calling West Publishing Company at 1-800-328-9352 and ordering a copy of the California Insurance Code.

If Life, Disability or Workers' Compensation will be written, see the following:

Disability (including "health"), group life, individual life supplemental benefits, variable life and annuity, credit life, credit disability and workers' compensation insurance policy forms must be approved before use. Individual life policies and individual and group annuities with indeterminate premiums, contributions or values must be filed before use; other individual life policies and individual and group annuities are generally exempt from filing. The procedures for filing policy forms are found in Title 10, California Code of Regulations §§2200 through 2218.10; see §2206 for filing locations. Licensees should become familiar with these regulations before submitting forms for approval.

California-based insurers must also receive approval of all separate account pension, retirement or profit-sharing plans.

For newly licensed domestic insurers who are requested to apply for an NAIC company code, please go to <http://www.naic.org/docs/CompanyAppFDR.pdf> to use the most current application. This may be updated without notice so please check that website periodically.

Very truly yours,



Gloria R. Munar
Legal Division
(415) 538-4437

* This is the company's permanent number. It must be used on all correspondence (including "Action Notice") addressed to the Department's License Bureau; otherwise, the computer will reject the notice. Please do not send correspondence to the License Bureau until at least one week after receipt of your Certificate of Authority to allow time for computer processing of the company name.

Enclosure(s)

Consumer Hotline (800) 927-HELP • Producer Licensing (800) 967-9331

No. 1826-7

STATE OF CALIFORNIA
DEPARTMENT OF INSURANCE
SAN FRANCISCO

Amended
Certificate of Authority

THIS IS TO CERTIFY, That, pursuant to the Insurance Code of the State of California.

SeeChange Health Insurance Company

of California, organized under the laws of California, subject to its Articles of Incorporation or other fundamental organizational documents, is hereby authorized to transact within this State, subject to all provisions of this Certificate, the following classes of insurance:

Life and Disability

as such classes are now or may hereafter be defined in the Insurance Laws of the State of California.

THIS CERTIFICATE is expressly conditioned upon the holder hereof now and hereafter being in full compliance with all, and not in violation of any, of the applicable laws and lawful requirements made under authority of the laws of the State of California as long as such laws or requirements are in effect and applicable, and as such laws and requirements now are, or may hereafter be changed or amended

IN WITNESS WHEREOF, effective as of the 17th day of August, 2012, I have hereunto set my hand and caused my official seal to be affixed this 17th day of August, 2012.



Dave Jones
Insurance Commissioner

Valerie J. Sarfaty
Valerie J. Sarfaty

By

STATE OF CALIFORNIA
DEPARTMENT OF INSURANCE
SAN FRANCISCO

Nº 08753

Amended
Certificate of Authority

THIS IS TO CERTIFY THAT, Pursuant to the Insurance Code of the State of California,

SeeChange Health Insurance Company

of Ohio, organized under the
laws of Ohio, subject to its Articles of Incorporation or
other fundamental organizational documents, is hereby authorized to transact within the State, subject to
all provisions of this Certificate, the following classes of insurance:

Life and Disability

as such classes are now or may hereafter be defined in the Insurance Laws of the State of California.

THIS CERTIFICATE is expressly conditioned upon the holder hereof now and hereafter being in
full compliance with all, and not in violation of any, of the applicable laws and lawful requirements made
under authority of the laws of the State of California as long as such laws or requirements are in effect
and applicable, and as such laws and requirements now are, or may hereafter be changed or amended.

IN WITNESS WHEREOF, effective as of the 24th
day of March, 2010, I have hereunto
set my hand and caused my official seal to be affixed this
24th day of March, 2010



Amended Certificate of Authority



ODI

Ohio Department
of Insurance

John R. Kasich, Governor
Mary Taylor, Lt. Governor/Director

50 West Town Street
Third Floor - Suite 300
Columbus, OH 43215-4186
(614) 644-2658
www.insurance.ohio.gov

August 24, 2012

Latika Sharma
Wilke, Fleury, Hoffelt, Gould & Birney, LLP
Twenty-Second Floor
400 Capital Mall
Sacramento, California, 95814

Re: Redomestication of SeeChange Health Insurance Company from Ohio to California

Dear Ms. Sharma:

Enclosed are three certified copies of the signed Order and Journal Entry regarding the above Redomestication. In order to effectuate the Redomestication, you must file a copy of the Order with the office of the Secretary of State of Ohio. After filing, you must file a copy certified by the Secretary of State with our office.

It is the responsibility of the Company to coordinate the effective date of redomestication with the new state so that there is no lapse. The redomestication will not be effective until the Ohio Secretary of State's certification is received by this Department and confirmation of the effective date is received from the new state of domicile. The effective date in Ohio will then be recorded as the effective date in the new state, provided the date of acceptance into the new state is on or after the date of Ohio's Order. We will send the Company a new foreign company Ohio Certificate of Authority once the redomestication documentation is complete.

If you have any questions, you may call me at (614) 728-1074.

Sincerely,

Cam Piatt
Assistant Chief - Taxes, Admissions and Foreign Analysis

Enclosures

Accredited by the National Association of Insurance Commissioners (NAIC)
Consumer Hotline: 1-800-686-1526 Fraud Hotline: 1-800-686-1527 OSHIP Hotline: 1-800-686-1578
TDD Line: (614) 644-3745 (Printed in house)

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ODI

Ohio Department
of Insurance

John R. Kasich, Governor
Mary Taylor, LL Governor/Director

50 West Town Street
Third Floor - Suite 300
Columbus, OH 43215-4186
(614) 644-2658
www.insurance.ohio.gov

CERTIFICATION

I, Christi Washburn, Record Custodian for the Ohio Department of Insurance, do hereby certify that the attached Order and Journal Entry in the Redomestication of SeeChange Health Insurance Company, NAIC No. 63541, on file with the Ohio Department of Insurance, is a true and accurate copy of the original records maintained in the ordinary course of business by this Agency.

Signed and dated on this 24th day of August, 2012.



Christi Washburn, Record Custodian
Office of Records Information
Management and Security
Ohio Department of Insurance

Tynesia Dorsey
Chief Administrative Officer
Ohio Department of Insurance

Accredited by the National Association of Insurance Commissioners (NAIC)

Consumer Hotline: 1-800-686-1526

Fraud Hotline: 1-800-686-1527

OSHIP Hotline: 1-800-686-1578

TDD Line: (614) 644-3745

(Printed in house)

16630

STATE OF OHIO
DEPARTMENT OF INSURANCE
50 W. Town Street, Third Floor, Suite 300
Columbus, Ohio 43215

IN THE MATTER OF: : MARY TAYLOR
: LT. GOVERNOR/DIRECTOR
THE REDOMESTICATION OF :
SEECCHANGE HEALTH INSURANCE : ORDER AND JOURNAL ENTRY
COMPANY :
: (NAIC NO. 63541)

ORDER

1. SeeChange Health Insurance Company ("Company"), has applied to the Superintendent of Insurance for approval to redomesticate to the State of California pursuant to Section 3913.40 of the Ohio Revised Code. The Company currently has a certificate of authority to conduct the business of insurance in the State of California.
2. The Company has indicated that its new home office address will be 201 Mission Street, Suite 1310, San Francisco, California 94105.
3. No evidence has been submitted that the proposed transfer of domicile is not in the interest of the policyholders of the State of Ohio.

NOW THEREFORE IT IS ORDERED THAT:

1. The redomestication of the Company from Ohio to California is approved as of the date below.

This Order made and entered into the Journal of the Ohio Department of Insurance this 2 day of August, 2012.


Mary Taylor
Lt. Governor/Director