

842676

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

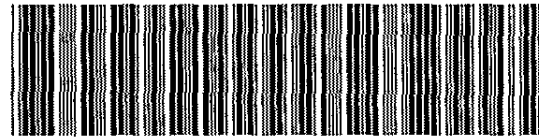
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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
07 SEP -7 PM 12:45

Name chs
(1a, 9.7.07)

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Plaza Insurance Company (f/k/a National Alliance Insurance Company)
(Name of Corporation)

DOCUMENT NUMBER: 842676

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Laurann Sage

(Name of Contact Person)

Plaza Insurance Company

(Firm/Company)

700 W. 57th Street, Suite 350

(Address)

Kansas City, MO 64112

(City/State and Zip Code)

For further information concerning this matter, please call:

Laurann Sage

(Name of Contact Person)

at (816) 412-2836

(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



PLAZA
INSURANCE COMPANY

700 W. 47TH ST
SUITE 350
KANSAS CITY, MO 64112
816.412.2800
816.412.7550 (FAX)

September 4, 2007

Irene Albritton
Document Specialist
Florida Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

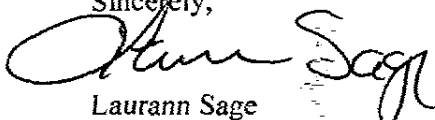
RE: Plaza Insurance Company (f/k/a National Alliance Insurance Company)
Ref. Number 842676
Name Change

Dear Ms. Albritton:

As requested in your letter dated August 3, 2007, please find enclosed a Certified Certificate of Corporate Records showing the name change from National Alliance Insurance Company to Plaza Insurance Company.

If you have any additional questions, please contact me at 816-412-2836 or lsage@rhkc.com

Sincerely,


Laurann Sage
Senior Compliance Counsel

SECRETARY OF STATE
DIVISION OF CORPORATIONS
07/26/17 PM 12:45

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)

842676

(Document number of corporation (if known))

1. National Alliance Insurance Company

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

2. Missouri

(Incorporated under laws of)

3. 2/26/1979

(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? June 21, 2007

5. Plaza Insurance Company

(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

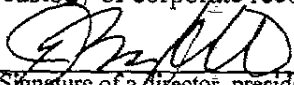
(New duration)

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

N/A

(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)

Jerry W. Brumfield

(Typed or printed name of person signing)

Secretary

(Title of person signing)

STATE OF MISSOURI



Robin Carnahan
Secretary of State

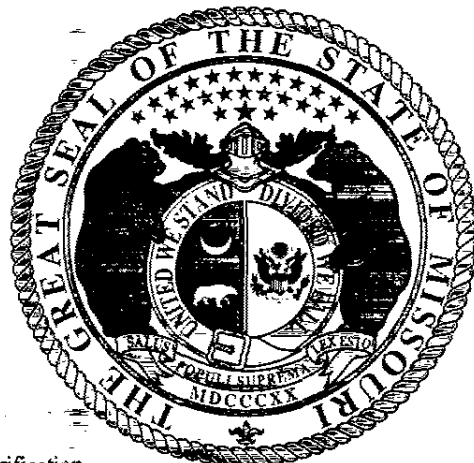
I00360912

CERTIFICATE OF CORPORATE RECORDS

PLAZA INSURANCE COMPANY

I, ROBIN CARNAHAN, Secretary of the State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office for which certification has been requested.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 6th day of August, 2007



Robin Carnahan

Certification Number: 9954 Secretary of State

Verify this certificate online at <http://www.sos.mo.gov/businessentity/verification>

File Number:

100360912

Date Filed: 07/23/2007

Robin Carnahan

Secretary of State

SUMMARY ARTICLES OF MERGER

Under The General and Business Corporation Law of Missouri, the undersigned constituent corporations hereby certify as follows.

1. The names of the constituent corporations are National Alliance Insurance Company, a Missouri corporation ("NAIC"), and Affinity Group Plans, Inc., a Delaware corporation ("Affinity").

2. An agreement and plan of merger under which Affinity merges with and into NAIC has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to the General Corporation Law of the State of Delaware and pursuant to Chapter 351 of The General and Business Corporation Law of Missouri.

3. The name of NAIC, the surviving corporation, will be Plaza Insurance Company, a Missouri corporation.

4. The merger has effected an amendment of the articles of incorporation of NAIC, the surviving corporation, namely, Articles I, IV, V, VI, and XII of NAIC's Articles of Incorporation shall be amended so that as amended, such articles shall be as follows:

"ARTICLE I

The name of the corporation is Plaza Insurance Company.

ARTICLE IV

The location of the principal office of the corporation shall be 700 W. 47th Street, Suite 300, Kansas City, Missouri 64112.

ARTICLE V

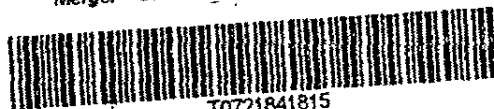
The registered office of the corporation is at 700 W. 47th Street, Suite 300, Kansas City, Missouri 64112. The registered agent of the corporation is Terry L. Younghanz.

ARTICLE VI

The corporation's Board of Directors shall consist of not less than nine but not more than 25 members and such number shall be fixed in the manner provided in the corporation's bylaws.

The current Board of Directors of the corporation consists of the following individuals:

State of Missouri
Merger - General Business - Domestic Page(s)



T0721841815

William Rose
700 W. 47th Street, Suite 300, Kansas City, Missouri 64112

Todd Hart
700 W. 47th Street, Suite 300, Kansas City, Missouri 64112

Paul Burke
700 W. 47th Street, Suite 300, Kansas City, Missouri 64112

Terry L. Younghanz
700 W. 47th Street, Suite 300, Kansas City, Missouri 64112

Jerry Brumfield
700 W. 47th Street, Suite 300, Kansas City, Missouri 64112

Jessica E. Buss
700 W. 47th Street, Suite 300, Kansas City, Missouri 64112

Thomas V. Warthen
700 W. 47th Street, Suite 300, Kansas City, Missouri 64112

Joan E. Goode
700 W. 47th Street, Suite 300, Kansas City, Missouri 64112

Douglas E. Goode
700 W. 47th Street, Suite 300, Kansas City, Missouri 64112.

ARTICLE XII

Article XII is deleted in its entirety."

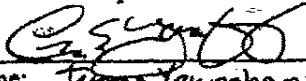
5. The merger will be effective on the date these summary articles of merger are filed by the Secretary of State of the State of Missouri.

6. The executed agreement and plan of merger is on file at 700 W. 47th Street, Suite 300, Kansas City, MO 64112, the principal place of business of the surviving corporation.

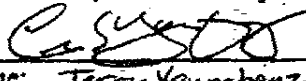
7. A copy of the agreement and plan of merger will be furnished by NAIC, the surviving corporation, on request and without cost, to any shareholder of any of the constituent corporations.

In affirmation thereof, the facts stated above are true and correct (the undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo):

AFFINITY GROUP PLANS, INC.,
a Delaware corporation

By: 
Name: Terry Youngman
Title: President
Date: 8/3/07

NATIONAL ALLIANCE INSURANCE
COMPANY, a Missouri corporation

By: 
Name: Terry Youngman
Title: President
Date: 8/3/07

DOUGLAS M. OMMEN, DIRECTOR



**DEPARTMENT OF INSURANCE, FINANCIAL
INSTITUTIONS AND PROFESSIONAL REGISTRATION**

P.O. Box 690, Jefferson City, Mo. 65102-0690

IN RE: Proposed Acquisition of
National Alliance Insurance Company
By
Rockhill Insurance Company

Case No. 070606319C

FINDINGS OF FACT, CONCLUSIONS OF LAW AND ORDER

Based on competent and substantial evidence on the whole record, I, Douglas M. Ommen, Director of the Department of Insurance, Financial Institutions and Professional Registration of the State of Missouri, find and conclude that:

1. On or about May 22, 2007, a Form A Registration Statement was filed with the Missouri Department of Insurance, Financial Institutions and Professional Registration (the "Department") on behalf of Rockhill Insurance Company ("Applicant"), in connection with the proposed acquisition of control of National Alliance Insurance Company ("NAIC"), a Missouri domestic insurance company. On June 19, 2007, the Department held a public hearing. Thomas H. Stahl appeared for the Applicant. Mark W. Stahlhuth appeared for the Department's Insurance Solvency and Company Regulation Division.
2. The Applicant will acquire control of the Insurers by acquiring substantially all the issued and outstanding shares of Affinity Group Plans, Inc., which owns all the issued and outstanding shares of NAIC. Effective upon the acquisition, Applicant plans to change the name of NAIC to Plaza Insurance Company and to merge Affinity Group Plans, Inc., into NAIC, with the result that Applicant will own all the issued and outstanding shares of NAIC.
3. A preponderance of the evidence on the whole record fails to show that:

A. After the acquisition of control of NAIC, by the Applicant, NAIC will not be able to satisfy the requirements for the issuance of licenses to write the lines of insurance for which it is presently licensed.

B. The effect of the acquisition of control of NAIC will be to substantially lessen competition in insurance, or tend to create a monopoly in this state.

C. The financial condition of the Applicant is such as might jeopardize the financial stability of NAIC or prejudice the interest of the policyholders of NAIC

D. The Applicant's plans or proposals, if any, to liquidate NAIC, to sell its assets, to consolidate or merge it with any person, or to make any other material change in its business or corporate structure or management, are unfair or unreasonable to policyholders of NAIC or contrary to the public interest.

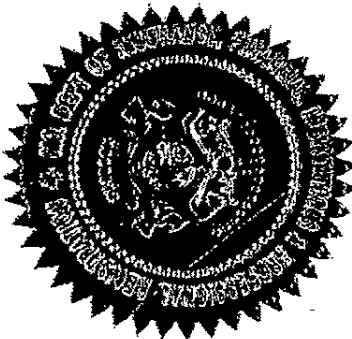
E. The competence, experience and integrity of the Applicant's management are such that it would be contrary to the interests of the policyholders of NAIC and of the public to permit the acquisition of NAIC by the Applicant.

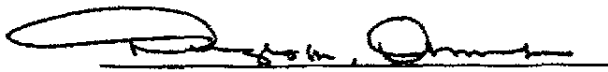
F. The proposed acquisition of NAIC by the Applicant is likely to be hazardous or prejudicial to the insurance buying public.

ORDER

Based on the foregoing findings and conclusions, the proposed acquisition of control of National Alliance Insurance Company by Rockhill Insurance Company, as submitted in the Form A Statement and stated in paragraph 2 above, is hereby APPROVED.

So ordered, signed and official seal affixed this 21st day of June, 2007.




DOUGLAS M. OMMEN, Director

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CERTIFICATE OF MERGER MISSOURI ENTITY SURVIVING

WHEREAS, Articles of Merger of the following entities:

**Affinity Group Plans, Inc. – A Delaware corporation not qualified
INTO:**

National Alliance Insurance Company – I00360912

Organized and existing under laws of Missouri and Delaware have been found to conform to law and approved by the Missouri Department of Insurance, have been received by the Missouri Secretary of State.

NOW, THEREOF, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned entities is effected, with

National Alliance Insurance Company – I00360912

as the surviving corporation.

The name subsequently changed to:

Plaza Insurance Company

IN TESTIMONY WHEREOF, I hereunto
Set my hand and cause to be affixed the
GREAT SEAL of the State of Missouri.
Done at the City of Jefferson, this
23rd day of July, 2007.

Robin Carnahan
Secretary of State

