

842676

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

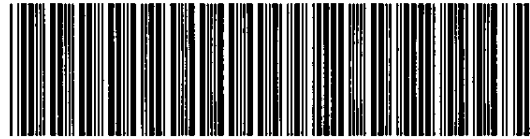
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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02/14/14--01028--019 \*\*35.00

FILED  
14 FEB 24 PM 4:58  
CLERK OF SUPERIOR COURT  
DISTRICT OF COLUMBIA

*Amend  
(Jurist. Change)*

*02-24-14*

*DC*

PL



FEB 24 2014

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 17, 2014

SUSAN BOWRON-WHITE  
STATE AUTO INS. COMPANIES  
2955 N. MERIDIAN ST.  
INDIANAPOLIS, IN 46208

SUBJECT: PLAZA INSURANCE COMPANY  
Ref. Number: 842676

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must be provided from the State of Iowa evidencing the conversion filed converting the Missouri corporation to the State of Iowa along with the date this occurred.

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.

Darlene Connell  
Regulatory Specialist II

Letter Number: 414A00003554



HOME

AUTO

BUSINESS

FL

February 11, 2014

Florida Office of Insurance Regulation  
Ms. Sara Gerard  
200 East Gaines Street  
Tallahassee, FL 32399-0329

RE: *Additional Information Related to the Redomestication of Plaza Insurance Company*

Dear Ms. Gerard:

Per your e-mail of February 3, 2014, we are enclosing the following information you requested related to the redomestication of Plaza Insurance Company.

1. A copy of the filing of the amended Articles of Incorporation being filed with the Florida Secretary of State.
2. A certified copy of Iowa's approval accepting the redomestication.
3. A copy of Missouri's approval of redomestication.
4. We have contacted the National Association of Insurance Commissioners to update the new address. The contact person for the financial statement did not change.

Please let me know if you need any additional information. I can be contacted at (317) 931-7156 or [Pam.Smith@stateauto.com](mailto:Pam.Smith@stateauto.com).

Sincerely,

A handwritten signature in cursive script that reads 'Pam Smith'.

Pamela J. Smith  
Administrative Assistant to General Counsels

Enclosures

## COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: Plaza 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:

Susan Bowron-White

Name of Contact Person

State Auto Ins. Companies

Firm/Company

2955 N. Meridian Street

Address

Indianapolis, IN 46208

City/State and Zip Code

sue.bowron-white@stateauto.com

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

For further information concerning this matter, please call:

Susan Bowron-White

Name of Contact Person

at ( 317 ) 931-7213

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)**

842676

(Document number of corporation (if known))

1. Plaza Insurance Company

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

2. Missouri

(Incorporated under laws of)

3. 02/26/1979

(Date authorized to do business in Florida)

FILED  
14 FEB 24 PM 4:58  
CORPORATION  
RECORDS  
DIVISION

**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

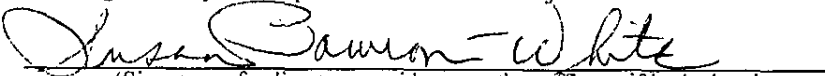
(New duration)

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

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)

Susan Bowron-White

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

# IOWA

No: W00884788

Date: 01/06/2014

## SECRETARY OF STATE

490 DP-468335  
PLAZA INSURANCE COMPANY

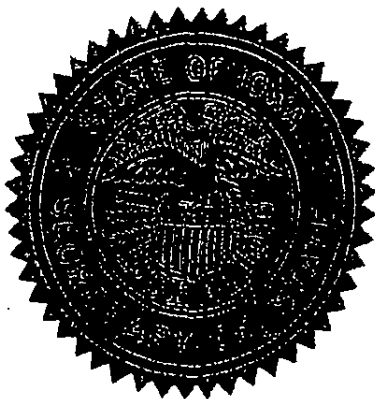
### ACKNOWLEDGEMENT OF DOCUMENT FILED

The Secretary of State acknowledges receipt of the following document:

Articles of Incorporation

The document was filed on Dec 3 2013 9:22AM, to be effective as of Dec 3 2013 9:22AM.

The amount of \$50.00 was received in full payment of the filing fee.



  
MATT SCHULTZ, SECRETARY OF STATE



Printed on  
Recycled Paper

468335

RECEIVED  
SECRETARY OF STATE  
IOWA

13 DEC -3 AM 9:21

\$50.00 KARS 2 10

ARTICLES OF INCORPORATION OF  
PLAZA INSURANCE COMPANY  
(An Existing Missouri Corporation Redomesticating to Iowa)  
PURSUANT TO THE PROVISIONS OF THE IOWA CODE  
(Iowa Code §§ 515.78 and 490.902)

Plaza Insurance Company, a corporation currently domiciled under the laws of the State of Missouri, 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 §§ 515.78 and 490.902), to become redomesticated as an Iowa corporation. Upon the taking of effect of these Articles of Incorporation, Plaza Insurance Company shall be and continue to be possessed of all privileges, franchises, and powers to the same extent as if it had been, at all times during its corporate existence, 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 Plaza Insurance Company, with like effect and to all intents and purposes as if it had been, at all times during its corporate existence, incorporated under the laws of the State of Iowa. Without limitation of the foregoing, Plaza Insurance Company shall be given recognition as a domestic insurance company of the State of Iowa for all purposes, from the date of its initial incorporation of July 20, 1972 in its original domiciliary state.

For the purpose of setting forth its Articles as an Iowa corporation, Plaza Insurance Company hereby adopts the following Articles of Incorporation.

1. Name. The name of the corporation shall be Plaza Insurance Company.

2. Location. The street address of the corporation's registered office and principle place of business shall be 1300 Woodland Avenue, West Des Moines, Polk County, Iowa 50265, and the name of the registered agent located at that address is Brian J. Blauw.

3. Purpose. The corporation is formed for the purpose of conducting the business of and acting as, an insurance company with the power to write such kinds of insurance and reinsurance as is comprised under Section 515.48 of the Iowa Code, as now in force or hereafter amended. The corporation shall have the power to do all acts and things necessary, convenient or expedient to carry out the purposes for which it was formed.



4. Period of Duration. The period of duration of the corporation is perpetual.

5. Corporate Powers. The corporation shall assume all of the rights, powers and privileges now or hereafter granted to such corporate bodies, under and by virtue of the laws of the State of Iowa. The corporate powers shall be exercised by the duly constituted Board of Directors in accordance with the Articles and Bylaws of the corporation and the laws of the State of Iowa.

6. Incorporator. The incorporator of the corporation is Susan Bowron-White, 2955 North Meridian Street, Indianapolis, Indiana 46208.

7. Board of Directors. The Board of Directors of the corporation shall consist of the nine (9) persons named below who are presently serving as Directors of the corporation and who shall continue to serve as Directors of the corporation until the next annual meeting of shareholders of the corporation or until their successors are duly elected and qualified.

The nine (9) current Directors of the corporation are:

1. Alison Coolbrith
2. Michael J. Fiorile
3. James E. Kunk
4. Paul J. Otte
5. Robert P. Restrepo, Jr.
6. Marsha P. Ryan
7. Edwin J. Simcox
8. Dwight E. Smith
9. Roger P. Sugarman

The post office address for each Director is:

518 East Broad Street  
Columbus, Ohio 43215

8. Shares. The maximum number of shares which the corporation is authorized to have outstanding is two million (2,000,000), all of which shall be shares of voting common stock, with a par value of \$2.25 per share.

9. Limitation of Liability. The private property of the stockholders, officers and directors of the corporation shall be exempt from and not be subject to the payment of corporate debt and liabilities to any extent whatsoever. This Article shall not be amended or repealed without the unanimous consent of the stockholders of the corporation in writing.



**10. Indemnification and Liability.**

**Section 1.** The corporation shall indemnify, to the fullest extent not prohibited by Iowa law, any person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer or employee of the corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee or member of any other corporation, or any partnership, joint venture, trust, committee or other enterprise or organization. The indemnification provided by this Article 9 shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under the Articles of Incorporation or Bylaws, or any agreement, vote of shareholders or disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, trustee, officer, employee or member and shall inure to the benefit of the heirs and personal representatives of such a person.

**Section 2.** A director of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability for (i) the amount of a financial benefit received by a director to which the director is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of Iowa Code §490.833; or (iv) an intentional violation of criminal law.

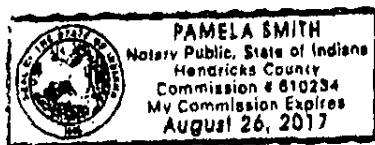
**IN WITNESS WHEREOF**, the undersigned Assistant Secretary has hereunto subscribed her name this 12<sup>th</sup> day of August 2013.

  
Susan Bowron-White


State of Indiana     )  
                                  )ss  
County of Marion    )

Susan Bowron-White, Assistant Secretary of the corporation being personally known to me, and having been duly sworn according to law, does hereby affirm that she executed the aforesaid Articles of Incorporation of Plaza Insurance Company as her free act and deed.

Sworn to and subscribed before me this 12<sup>th</sup> day of August 2013.



  
NOTARY PUBLIC

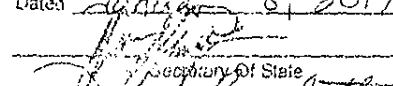


STATE OF IOWA  
Secretary of State Office

C. # 035

I hereby certify that this is a true and complete  
document(s) to which the seal is affixed as filed in  
this office beginning December 3, 2013  
to and including the date below.

Dated January 8, 2014

  
Secretary of State


By Deane Binstette

5pgs

## COMMISSION CERTIFICATE OF APPROVAL

Pursuant to the relevant provisions of the Iowa Code, the undersigned approves the Articles of Incorporation of **Plaza Insurance Company**. (Effective upon filing with the Iowa Secretary of State).

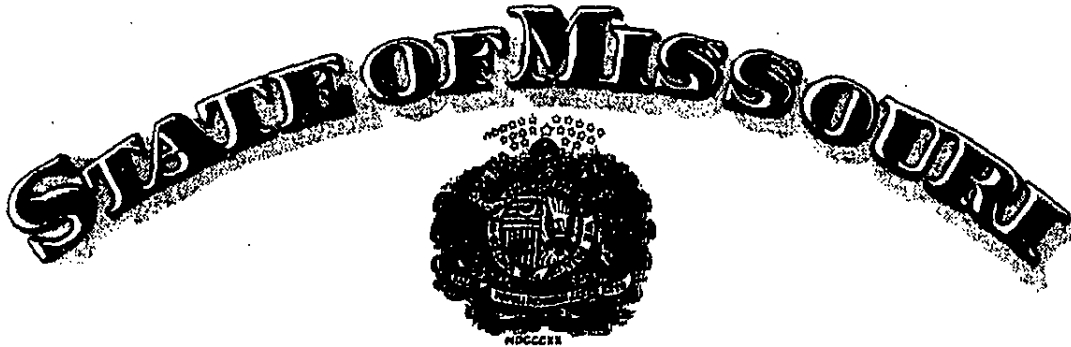
NICK GERHART  
Iowa Insurance Commissioner

  
By: JAMES N. ARMSTRONG  
Deputy Insurance Commissioner

Date: 12/3/13

FILED  
IOWA  
SECRETARY OF STATE  
12-3-13  
9:22 A  
W884788





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

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

Certified Copy

**I, John M. Huff, Director of the Department of Insurance, Financial Institutions  
and Professional Registration, do hereby certify that the annexed page are a true  
and correct copy of the original:**

**Final Order for Approval of Redomestication for  
Plaza Insurance**

**Signed and official seal affixed at my office in the City of Jefferson, this 17th day of January, 2014.**

A handwritten signature in black ink, appearing to read "John M. Huff", is written over a horizontal line.

John M. Huff, Director

A handwritten signature in black ink, appearing to read "Lorrie Fitzwater", is written over a horizontal line.

By: Lorrie Fitzwater

**IN THE DEPARTMENT OF INSURANCE, FINANCIAL  
INSTITUTIONS AND PROFESSIONAL REGISTRATION  
STATE OF MISSOURI**

**In Re:** )  
 )  
**REDOMESTICATION OF PLAZA INSURANCE** )  
**COMPANY (NAIC #30945)** )

**FINAL ORDER FOR APPROVAL OF REDOMESTICATION**

NOW, on this 17<sup>th</sup> day of JANUARY, 2014, Director John M. Huff, after consideration and review of the request of Plaza Insurance Company (NAIC #30945) (hereinafter "Plaza") to redomesticate to the State of Iowa issues the following Findings and Orders pursuant to section 375.908<sup>1</sup> and 20 CSR 200-17.300.

**Findings**

1. On August 14, 2013, Plaza Insurance Company sent a request to the Missouri Department of Insurance, Financial Institutions and Professional Registration (hereinafter "Department") to redomesticate to the State of Iowa.
2. Based on the request for redomestication, Plaza is a Missouri domestic insurance company and has a certificate of authority to transact the business of insurance in Missouri.
3. On August 14, 2013, Plaza provided the Department with a copy of Plaza's Certificate of Authority to do business in the State of Iowa issued by the Iowa Department of Insurance on June 1, 2012.
4. On August 20, 2013, Plaza provided the Department with a copy of Plaza's Certificate of Authority to do business in the State of Iowa issued by the Iowa Department of Insurance on June 1, 2013.
5. Plaza has satisfied all conditions for redomestication contained in the Order for Contingent Approval of Redomestication dated September 27, 2013.
6. The proposed transfer is *not* contrary to the interests of the policyholders of Plaza.

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<sup>1</sup> All references, unless otherwise noted, are to Missouri Revised Statutes 2000 as amended.