

12/1/2020

843999

Division of Corporations
Florida Department of State
Division of Corporations
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STATE OF FLORIDA

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
RESERVE NATIONAL INSURANCE COMPANY**

Certificate of Status	0
Certified Copy	1
Page Count	04
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APR 28 2021

Electronic Filing Menu

Corporate Filing Menu

Help

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)

843999

(Document number of corporation (if known))

1. RESERVE NATIONAL INSURANCE COMPANY

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

2. Oklahoma

(Incorporated under laws of)

3. 8/28/1979

(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? _____

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. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _____

(Florida street address)

New Registered Office Address: _____, Florida

(City)

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

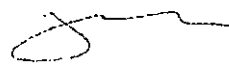
Signature of New Registered Agent, if changing

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9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	Add
_____	_____	_____	Remove
_____	_____	_____	Add
_____	_____	_____	Remove
_____	_____	_____	Add
_____	_____	_____	Remove
_____	_____	_____	Add
_____	_____	_____	Remove
_____	_____	_____	Add
_____	_____	_____	Remove

10. 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)

Jennifer M. Kopps-Wagner

(Typed or printed name of person signing)

Senior Vice President

(Title of person signing)

FILING FEE \$35.00




WHEREAS, Reserve National Insurance Company located in the city of Chicago State of Illinois, was incorporated pursuant to the provisions of the "Illinois Insurance Code" applicable to said Insurance Company.

NOW, THEREFORE, I, the undersigned Director of Insurance of the State of Illinois, do hereby certify that the said Insurance Company is authorized to transact its appropriate insurance business as set forth under Clause(s) (a) Life, (b) Accident & Health, (c) Legal Expense of Class 1 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: March 12, 2021


Dana Popish Severinghaus
Acting Director of Insurance



Certificate of Compliance



STATE OF ILLINOIS
DEPARTMENT OF INSURANCE

320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001



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:

4/14/21

Director of Insurance

ms

IL446-0135 (1/15)

ARTICLES OF REORGANIZATION
OF
RESERVE NATIONAL INSURANCE COMPANY

The undersigned, being the President and Secretary of Reserve National Insurance Company, for the purpose of re-domesticating Reserve National Insurance Company from the State of Oklahoma to the State of Illinois pursuant to the provisions of Article XII of the Illinois Insurance Code, hereby execute the following Articles of Reorganization:

ARTICLE 1

The name of the Company shall be Reserve National Insurance Company.

ARTICLE 2

The principal office of the Company shall be located in the City of Chicago, County of Cook, and State of Illinois. The Company was originally incorporated in the State of Oklahoma on September 19, 1956 under Title 36 §§ 702 and 703 of the Oklahoma Statutes.

ARTICLE 3

The duration of the Company shall be perpetual.

ARTICLE 4

The purpose of the Company is to transact the kinds of insurance business as enumerated in the paragraphs of Class 1 of Section 4 of the Illinois Insurance Code specified below:

Class 1. Life, Accident and Health.

(a) Life. Insurance on the lives of persons and every insurance appertaining thereto or connected therewith and granting, purchasing or disposing of annuities. Policies of life or endowment insurance or annuity contracts or contracts supplemental thereto which contain provisions for additional benefits in case of death by accidental means and provisions operating to safeguard such policies or contracts against lapse, to give a special surrender value, or special benefit, or an annuity, in the event, that the insured or annuitant shall become a person with a total and permanent disability as defined by the policy or contract, or which contain benefits providing acceleration of life or endowment or annuity benefits in advance of the time they would otherwise be payable, as an indemnity for long term care which is certified or ordered by a physician, including but not limited to, professional nursing care, medical care expenses, custodial nursing care, non-nursing custodial

care provided in a nursing home or at a residence of the insured, or which contain benefits providing acceleration of life or endowment or annuity benefits in advance of the time they would otherwise be payable, at any time during the insured's lifetime, as an indemnity for a terminal illness shall be deemed to be policies of life or endowment insurance or annuity contracts within the intent of this clause.

Also to be deemed as policies of life or endowment insurance or annuity contracts within the intent of this clause shall be those policies or riders that provide for the payment of up to 75% of the face amount of benefits in advance of the time they would otherwise be payable upon a diagnosis by a physician licensed to practice medicine in all of its branches that the insured has incurred a covered condition listed in the policy or rider.

"Covered condition," as used in this clause, means: heart attack, stroke, coronary artery surgery, life threatening cancer, renal failure, alzheimer's disease, paraplegia, major organ transplantation, total and permanent disability, and any other medical condition that the Department may approve for any particular filing.

The Director may issue rules that specify prohibited policy provisions, not otherwise specifically prohibited by law, which in the opinion of the Director are unjust, unfair, or unfairly discriminatory to the policyholder, any person insured under the policy, or beneficiary.

(b) Accident and health. Insurance against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto, including stop-loss insurance. Stop-loss insurance is insurance against the risk of economic loss issued to a single employer self-funded employee disability benefit plan or an employee welfare benefit plan as described in 29 U.S.C. 100 et seq. The insurance laws of this State, including this Code, do not apply to arrangements between a religious organization and the organization's members or participants when the arrangement and organization meet all of the following criteria:

- (i) the organization is described in Section 501(c)(3) of the Internal Revenue Code and is exempt from taxation under Section 501(a) of the Internal Revenue Code;
- (ii) members of the organization share a common set of ethical or religious beliefs and share medical expenses among members in accordance with those beliefs and without regard to the state in which a member resides or is employed;
- (iii) no funds that have been given for the purpose of the sharing of medical expenses among members described in paragraph (ii) of this subsection (b) are held by the organization in an off-shore trust or bank account;
- (iv) the organization provides at least monthly to all of its members a written statement listing the dollar amount of qualified medical expenses that members have submitted for sharing, as well as the amount of expenses actually shared among the members;

(v) members of the organization retain membership even after they develop a medical condition;

(vi) the organization or a predecessor organization has been in existence at all times since December 31, 1999, and medical expenses of its members have been shared continuously and without interruption since at least December 31, 1999;

(vii) the organization conducts an annual audit that is performed by an independent certified public accounting firm in accordance with generally accepted accounting principles and is made available to the public upon request;

(viii) the organization includes the following statement, in writing, on or accompanying all applications and guideline materials:

"Notice: The organization facilitating the sharing of medical expenses is not an insurance company, and neither its guidelines nor plan of operation constitute or create an insurance policy. Any assistance you receive with your medical bills will be totally voluntary. As such, participation in the organization or a subscription to any of its documents should never be considered to be insurance. Whether or not you receive any payments for medical expenses and whether or not this organization continues to operate, you are always personally responsible for the payment of your own medical bills.";

(ix) any membership card or similar document issued by the organization and any written communication sent by the organization to a hospital, physician, or other health care provider shall include a statement that the organization does not issue health insurance and that the member or participant is personally liable for payment of his or her medical bills;

(x) the organization provides to a participant, within 30 days after the participant joins, a complete set of its rules for the sharing of medical expenses, appeals of decisions made by the organization, and the filing of complaints;

(xi) the organization does not offer any other services that are regulated under any provision of the Illinois Insurance Code or other insurance laws of this State; and

(xii) the organization does not amass funds as reserves intended for payment of medical services, rather the organization facilitates the payments provided for in this subsection (b) through payments made directly from one participant to another.

(c) Legal Expense Insurance. Insurance which involves the assumption of a contractual obligation to reimburse the beneficiary against or pay on behalf of the beneficiary, all or a portion of his fees, costs, or expenses related to or arising out of services performed by or under the supervision of an attorney licensed to practice in the jurisdiction wherein the services are performed, regardless of whether the payment is made by the beneficiaries individually or by a third person for them, but does not include the provision of or reimbursement for legal services incidental to other insurance coverages. The insurance laws of this State, including this Act do not apply to:

- (i) Retainer contracts made by attorneys at law with individual clients with fees based on estimates of the nature and amount of services to be provided to the specific client, and similar contracts made with a group of clients involved in the same or closely related legal matters;
- (ii) Plans owned or operated by attorneys who are the providers of legal services to the plan;
- (iii) Plans providing legal service benefits to groups where such plans are owned or operated by authority of a state, county, local or other bar association;
- (iv) Any lawyer referral service authorized or operated by a state, county, local or other bar association;
- (v) The furnishing of legal assistance by labor unions and other employee organizations to their members in matters relating to employment or occupation;
- (vi) The furnishing of legal assistance to members or dependents, by churches, consumer organizations, cooperatives, educational institutions, credit unions, or organizations of employees, where such organizations contract directly with lawyers or law firms for the provision of legal services, and the administration and marketing of such legal services is wholly conducted by the organization or its subsidiary;
- (vii) Legal services provided by an employee welfare benefit plan defined by the Employee Retirement Income Security Act of 1974;
- (viii) Any collectively bargained plan for legal services between a labor union and an employer negotiated pursuant to Section 302 of the Labor Management Relations Act as now or hereafter amended, under which plan legal services will be provided for employees of the employer whether or not payments for such services are funded to or through an insurance company.

ARTICLE 5

The corporate powers of the Company shall be exercised by, and its business and affairs shall be under the control of, a Board of Directors composed of not less than five (5) persons and not more than fifteen (15) natural persons who are at least eighteen (18) years of age and at least three (3) of whom are residents and citizens of the State of Illinois. The number of Directors to be elected from time to time shall be governed by the by-laws of the Company. The regular term of a Director shall be one year, and until a successor is duly elected and qualified.

In all elections for Directors, every shareholder of common shares shall have a right to vote in person or by proxy for the number of shares owned by the holder for as many persons as there are Directors to be elected or to cumulate such shares and give one candidate as many votes as the number of Directors multiplied by the number of shares of stock shall equal, or to distribute them on the same principle among as many candidates as the holder shall think fit.

Vacancies in the Board of Directors shall be filled by the shareholders at a meeting specially called for that purpose or at an annual meeting of the shareholders.

The Directors shall have the power to adopt and amend the by-laws of the Company not inconsistent with these Articles of Reorganization or provisions of law pertaining to the Company.

At any shareholders' meeting, a majority of the outstanding shares represented either in person or by proxy shall constitute a quorum for the transaction of business; provided that in case there shall be less than a quorum present at any meeting, those present may adjourn the meeting from time to time until a quorum is attained or may adjourn sine die.

ARTICLE 6

The amount of the Company's authorized capital shall be \$3,750,000.00, consisting of 500 shares of common stock having a par value of \$7,500.00 per share. There are 343 shares of common stock issued and outstanding as of the effective date of these Articles of Reorganization, and the Board of Directors shall have the authority to issue additional shares, not to exceed the authorized number of shares, or to reduce the issued and outstanding shares, without restating these Articles of Reorganization. The Company shall be conducted on the stock plan.

No present or future holder of common stock of the Company shall, as such holder, have any right to purchase or subscribe for any shares of stock of the Company of any class, or obligations or instruments which the Company may issue or sell that shall be convertible into or exchangeable for or entitle the holders thereof to subscribe for or purchase any shares of the Company of any class, other than such rights as the Board of Directors in its discretion may determine; all such pre-emptive rights being by each and all such present and future holders expressly waived and denied.

ARTICLE 7

All dividends or other distributions shall be paid from the earned surplus of the Company, and such dividends shall be declared at the direction of the Board of Directors.

ARTICLE 8

The Company shall be bound by all the terms and provisions of the Illinois Insurance Code.

ARTICLE 9

Upon the effective date of the reorganization of the Company, these Articles of Reorganization shall become the Articles of Incorporation of the Company, and the Company shall continue in existence as, and thereafter be, a domestic stock insurance company of the State of Illinois.

These Articles of Reorganization have been executed in duplicate this 1st day of November, 2019.

RESERVE NATIONAL INSURANCE
COMPANY

By: [Signature]
Charles R. Steele, President

ATTEST:

[Signature]
Jennifer M. Kopps-Wagner, Secretary

STATE OF Oklahoma)
) ss.
COUNTY OF Oklahoma

These Articles of Reorganization were executed in duplicate and acknowledged and sworn to before me this 1st day of November, 2019, by Charles R. Steele and Jennifer M. Kopps-Wagner, the President and Secretary, respectively, of Reserve National Insurance Company.

Kim Walrond
Print Name:
Kim Walrond
Notary Public in and for said
County and State

My commission expires:

4-20-2020

