

845188

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

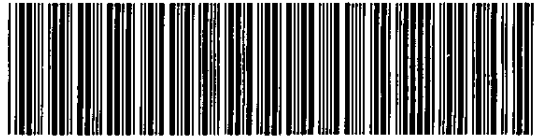
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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02/25/18--01019--029 **35.00

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10 FEB 25 AM 8:59
2018

Amend.

P. CONNELL MAR 04 2010



Washington International Insurance Company

650 Elm Street, 6th Floor
Manchester, NH 03101-2524
Phone: 603-644-6606 Fax: 603-644-6696

Vickie A. Bauer
NAS Insurance Group
Executive Assistant

February 24, 2010

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Amendment
Washington International Insurance Company (WIIC)
NAIC # 32778

To Whom It May Concern:

Per my discussion with your Department today, I am sending the following documents on behalf of WIIC regarding the redomestication from Arizona to New Hampshire which was effective September 30, 2008:

- Completed Cover Letter
- Profit Corporation Application form – Foreign Profit Corporation
- Certificate of Compliance
- Certified Amended Articles of Incorporation
- Certified copy of redomestication approval from New Hampshire
- Approval letter from Florida Office of Insurance Regulation
- Check in the amount of \$35.00

Upon receipt and review, please contact me at 603-644-6606 or vickie_bauer@nasins.com should you have any questions or need additional information.

Sincerely,

Vickie A. Bauer
Executive Assistant

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Washington International Insurance Company
Name of Corporation

DOCUMENT NUMBER: 845188

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Vickie A. Bauer
Name of Contact Person

% North American Specialty Insurance Company
Firm/Company

650 Elm Street, 6th Floor
Address

Manchester, NH 03101
City/State and Zip Code

vickie_bauer@nasins.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Edward D. Stys at (603) 644-6676
Name of Contact Person 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)

845188

(Document number of corporation (if known))

1. Washington International Insurance Company
(Name of corporation as it appears on the records of the Department of State)

2. Arizona
(Incorporated under laws of)

3. 02/08/1980
(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.

New Hampshire (from Arizona)
(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.

Edward D. Stys
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Edward D. Stys
(Typed or printed name of person signing)

Vice President & Treasurer
(Title of person signing)



OFFICE OF INSURANCE REGULATION

KEVIN M. McCARTY
COMMISSIONER

**FINANCIAL SERVICES
COMMISSION**

CHARLIE CRIST
GOVERNOR

ALEX SINK
CHIEF FINANCIAL OFFICER

BILL MCCOLLUM
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

March 30, 2009

Vickie A Bauer
Washington International Insurance Company
650 Elm st. 7th Floor
Manchester, NH 03101

E-mail address: Vickie_Bauer@nasins.com

**Re: Redomestication of Washington International Insurance Company from Arizona
to New Hampshire**

Dear Mrs. Bauer:

This is to acknowledge that all pertinent filings concerning the above referenced redomestication have been received and processed. The Florida Office of Insurance Regulation officially recognizes the redomestication on March 30, 2009.

Thank you for your assistance in finalizing this matter.

Sincerely,

Lan Nguyen

Lan Nguyen
Insurance Examiner

...

LAN NGUYEN • EXAMINER
200 EAST GAINES STREET • TALLAHASSEE, FLORIDA 32399-0329 • (850) 413-5261 • FAX (850) 488-2935
website: www.florir.com • lan.nguyen@florir.com

Affirmative Action / Equal Opportunity Employer

Applicant Name: Washington International Insurance Company

NAIC No.:32778
FEIN: 36-2860812

**Uniform Certificate of Authority Application (UCAA)
CERTIFICATE OF COMPLIANCE**

State of New Hampshire Office of Commissioner
(Domiciliary state of applicant) (Commissioner, Superintendent, Officer)

I, Roger A. Sevigny, hereby certify that I am the*
(name)
Commissioner of the State of New Hampshire
(position)

and have supervision of insurance business in said State and as such I hereby certify that

WASHINGTON INTERNATIONAL INSURANCE COMPANY
(name of Insurer)

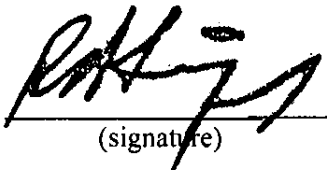
of Manchester, New Hampshire is duly organized under the laws of said State and is authorized
(state)

to transact the business of Accident & Health and Property & Casualty
(lines of insurance)**

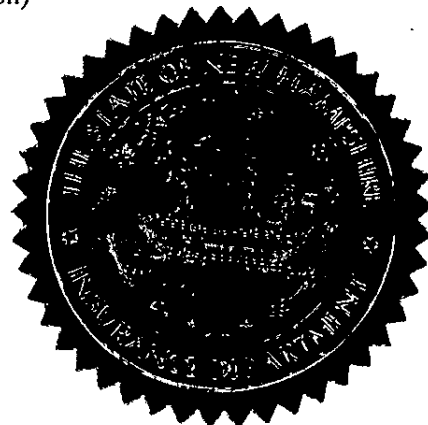
(Paragraphs I, II, IV, V, VI, VII, of RSA 401: 1) insurance in this State

IN TESTIMONY WHEREOF, I have hereunto set my hand at Concord, New Hampshire
(location)

on this 24th day of February A.D. 2010.
(month)


(signature)

Roger A. Sevigny, Commissioner
(printed name)



*Insurance Commissioner, Officer or Superintendent of Insurance authorized to certify to the insurance business within the domiciliary state.

**Lines of Insurance as shown on Form 3 of UCAA

The State of New Hampshire



Office of the Insurance Commissioner

IT IS HEREBY CERTIFIED that the annexed copy of the Restated Articles Agreement/Incorporation of

WASHINGTON INTERNATIONAL INSURANCE COMPANY

Has been compared with the original on file in this Department and that it is a correct transcript there from and of the whole of said original.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Insurance Department at the City of Concord, this 24th day of February 2010.



Roger A. Seigny
Insurance Commissioner

By: _____

Thomas S. Burke

Thomas S. Burke, CPA
Chief Examiner

STATE OF NEW HAMPSHIRE

RESTATED ARTICLES AGREEMENT/INCORPORATION,
INCLUDING DESIGNATED AMENDMENT(S)

PURSUANT TO THE PROVISIONS OF RSA 401:6, THE UNDERSIGNED INSURANCE COMPANY, PURSUANT TO RESOLUTION(S) DULY ADOPTED BY ITS BOARD OF DIRECTORS AND SOLE SHAREHOLDER, HEREBY ADOPTS THE RESTATED ARTICLES OF AGREEMENT/INCORPORATION SET FORTH BELOW, INCLUDING DESIGNATED AMENDMENT(S).

These Articles effect the redomestication to New Hampshire of Washington International Insurance Company, which was initially incorporated in Arizona on February 3, 1976.

- FIRST: The name of the corporation is Washington International Insurance Company (the "Corporation").
- SECOND: The number of shares the Corporation is authorized to issue is 100,000 shares of Common Stock, \$300.00 par value per share.
- THIRD: The address of the registered office of the Corporation is 650 Elm Street, Manchester, New Hampshire 03101 and the name of its registered agent at such address is Robert M. Solitro.
- FOURTH: The capital stock will be sold or offered for sale within the meaning of RSA 421-B (New Hampshire Securities Act).
- FIFTH: The Corporation is empowered to transact any and all lawful business for which corporations may be incorporated and the principal purposes for which the Corporation is formed are (i) to conduct the kinds of insurance business set forth in Paragraphs I, II, IV, V, VI and VII of Section 401:1 of the New Hampshire Revised Statutes Annotated, as such may be amended from time to time, (ii) to conduct reinsurance business of the kinds of insurance set forth in Paragraphs I, II, IV, V, VI and VII of Section 401:1 of the New Hampshire Revised Statutes Annotated, as such may be amended from time to time, and (iii) to conduct such insurance, reinsurance or other business as the Corporation may now or hereafter be permitted to transact under Title XXXVII of the New Hampshire Revised Statutes Annotated, as such may be amended from time to time.
- SIXTH: No officer or director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any action taken or any failure to take action as an officer or director, except for (1) the amount of a financial benefit received by a director or an officer to which he or she is not entitled, (2) for any intentional infliction of harm on the Corporation or the shareholders, (3) a violation of Section 293-A:8.33 of the Business Corporation Act of the State of New Hampshire, or (4) any intentional violation of criminal law. If the Business Corporation Act of the State of New Hampshire is amended to authorize corporate action further eliminating or limiting the personal liability of officers or directors, then the liability of an officer or director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Business Corporation Act of the State of New Hampshire as so amended. No repeal or amendment of this Article SEVENTH shall adversely affect any right or protection of an officer or director of the



RESTATED ARTICLES AGREEMENT/INCORPORATION OF
WASHINGTON INTERNATIONAL INSURANCE COMPANY

Corporation for or with respect to acts or omissions occurring prior to such repeal or modification.

EIGHTH: The amendments and restatement were adopted as of September 3, 2008

NINTH: (Check one)

- ☐ A. The amendment was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.
- ☒ B. The amendments were approved by the sole shareholder.

| Designation (class or series) of voting group | Total number of votes cast: | | OR | Total number of undisputed votes cast FOR |
|---|-----------------------------|---------|----|---|
| | FOR | AGAINST | | |
| Common | 14,000 | -0- | | 14,000 |

SIXTH: If shareholder action was required, the number cast for the amendment by each voting group was sufficient for approval by each voting group.

Dated: September 17, 2008

WASHINGTON INTERNATIONAL INSURANCE
COMPANY

By: Edward D. Stys
Edward D. Stys, Vice President

APPROVED:

[Signature]
NEW HAMPSHIRE INSURANCE COMMISSIONER
This 26th day of September, 2008.

**FORM SRA - Addendum to Business Organization and Registration Forms
Statement of Compliance with New Hampshire Securities Laws**

Part I - Business Identification and Contact Information

Business Name: Washington International Insurance Company
Business Address (include city, state, zip): 650 Elm Street, Manchester, NH 03101-2524
Telephone Number: (603) 644-6600 E-mail: ed_stys@nasins.com
Contact Person: Edward D. Stys, Vice President
Contact Person Address (If Different): _____

Part II - Check ONE of the following items in Part II If more than one item is checked, this form will be rejected.
[PLEASE NOTE: Most small businesses registering in New Hampshire qualify for the exemption in Part II, Item 1 below.
However, you must insure that your business meets all of the requirements spelled out in A), B), and C)]:

1. ☒ Ownership interests in this business are exempt from the registration requirements of the state of New Hampshire because the business meets ALL of the following three requirements:
 - A. This business has 10 or fewer owners; and
 - B. Advertising relating to the sale of ownership interests has not been circulated; and
 - C. Sales of ownership interests - if any - will be completed within 60 days of the formation of this business.
2. ☐ This business will offer securities in New Hampshire under another exemption from registration or will notice file for federal covered securities. Enter the citation for the exemption or notice filing claimed - _____
3. ☐ This business has registered or will register its securities for sale in New Hampshire. Enter the date the registration statement was or will be filed with the Bureau of Securities Regulation - _____
4. ☐ This business was formed in a state other than New Hampshire and will not offer or sell securities in New Hampshire.

Part III - Check ONE of the following items in Part III:

1. ☐ This business is not being formed in New Hampshire.
2. ☒ This business is being formed in New Hampshire and the registration document states that any sale or offer for sale of ownership interests in the business will comply with the requirements of the New Hampshire Uniform Securities.

Part IV - Certification of Accuracy

(NOTE: The information in Part IV must be certified by: 1) all of the incorporators of a corporation to be formed; or 2) an executive officer of an existing corporation; or 3) all of the general partners or intended general partners of a limited partnership; or 4) one or more authorized members or managers of a limited liability company; or 5) one or more authorized partners of a registered limited liability partnership or foreign registered limited liability partnership.)

I (We) certify that the information provided in this form is true and complete. (Original signatures only)

Name (print): Edward D. Stys

Signature: Edward D. Stys

Date: September 17, 2008

The State of New Hampshire



Office of the Insurance Commissioner

IT IS HEREBY CERTIFIED that the annexed copy of the Redomestication Finding and Final Order Docket No.: Ins No. 08-069-AP of

WASHINGTON INTERNATIONAL INSURANCE COMPANY

Has been compared with the original on file in this Department and that it is a correct transcript there from and of the whole of said original.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Insurance Department at the City of Concord, this 24th day of February 2010.



Roger A. Seigny
Insurance Commissioner

By: Thomas S. Burke
Thomas S. Burke, CPA
Chief Examiner

IN THE MATTER OF
Application for Approval of Redomestication of Foreign Insurer
By Washington International Insurance Company

Docket No.: Ins No. 08-069-AP

FINDINGS AND FINAL ORDER

The New Hampshire Insurance Commissioner Roger A. Sevigny (the "Commissioner") pursuant to RSA 405:62 and 405:64, has carefully considered the application of Washington International Insurance Company (Washington International) filed on September 15, 2008, as supplemented from time to time (the "Application"). The Application seeks approval for the redomestication of Washington International from Arizona, its current state of domicile to New Hampshire.

The Examination Division of the New Hampshire Insurance Department (the "Department") has completed a thorough review of the Application and has reviewed additional documentary information provided by the Applicant at the Department's request. Based upon the Application and the accompanying documents, the following findings of fact and conclusions of law have been reached:

FINDINGS OF FACT AND CONCLUSIONS OF LAW

1. Washington International is an Arizona corporation. All of the outstanding stock of Washington International is owned by North American Specialty Insurance Company ("NAS"), a New Hampshire insurance corporation with its statutory home office at 650 Elm Street, Manchester, NH 03101.
2. Washington International has proposed that it be redomesticated as a New Hampshire domestic insurance company by amending and restating its Articles of Incorporation to designate New Hampshire as its state of corporate domicile, effective as of September 30, 2008.
3. Based upon all of the material filed in this matter, the Commissioner finds that Washington International has complied with all requirements of New Hampshire law relative to the organization and licensing of a domestic insurer and has designated its principal place of business (statutory home office) in New Hampshire, and accordingly is qualified for redomestication as a New Hampshire domestic insurance company, pursuant to RSA 405:62 and 405:64.
4. Having considered the prototype policy forms in use by Washington International and in light of the fact that only the home office address will change, no forms filing will be necessitated by the redomestication.



NOW THEREFORE, it is hereby ORDERED by the New Hampshire Insurance Commissioner that:

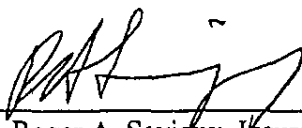
- A. The Application by Washington International for redomestication to New Hampshire, pursuant to and in accordance with RSA 405:62, is hereby **APPROVED**, with the redomestication to be effective as of September 30, 2008.
- B. The proposed Restated Articles of Incorporation Including Designated Amendments of Washington International, which were submitted as part of this proceedings, are hereby approved. Upon endorsement by the Commissioner, the duly certified Restated Articles of Incorporation shall be filed by Washington International with the New Hampshire Secretary of State as provided in RSA 401:8.
- C. Pursuant to RSA 405:64, the redomestication of Washington International shall have the following effects:
 - i. The Certificates of Authority, licenses, producers' appointments, rates and all other incidents of authority to engage in the business of insurance of Washington International that are in existence as of the date hereof, shall continue in full force and effect so long as Washington International remains duly qualified to transact the business of insurance in New Hampshire.
 - ii. The outstanding policies of Washington International shall remain in full force and effect and need not be endorsed as to its new state of domicile or new location; and
 - iii. Washington International may continue to use existing policy forms until such time as applicant has filed new policy forms with, and has had such forms approved by, the New Hampshire Insurance Department.

NEW HAMPSHIRE INSURANCE
DEPARTMENT

Date:

9-26-08

By:



Roger A. Sevigny, Insurance Commissioner