

846082

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

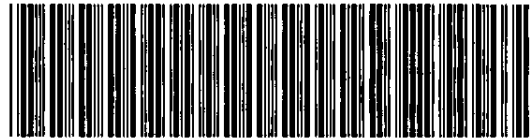
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amendment
jurisdiction change*

JAN 21 2016

D CUSHING

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Continental General Insurance Company
Name of Corporation

DOCUMENT NUMBER: 846082

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kayla Cooper

Name of Contact Person

Keating Muething & Klekamp PLL

Firm/Company

1 E. 4th Street, Suite 1400

Address

Cincinnati, Ohio 45202

City/State and Zip Code

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

For further information concerning this matter, please call:

Kayla Cooper

Name of Contact Person

at (513) 579-6400

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

FILED
16 JAN 19 PM 3:27
TALLAHASSEE, FL
SECRETARY OF STATE

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)

846082

(Document number of corporation (if known))

1. CONTINENTAL GENERAL INSURANCE COMPANY

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

2. Nebraska

(Incorporated under laws of)

3. 5/28/1980

(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.

Ohio

(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.

Michael Mazur
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Michael Mazur

(Typed or printed name of person signing)

CEO

(Title of person signing)

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the paper to which this is attached is a true and correct copy from the original record now in my official custody as Secretary of State.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
7th day of January, A.D. 2016.*

Ohio Secretary of State

Jon Husted

Validation Number:

201600701644



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
10/27/2008	200829802534	DOMESTIC ARTICLES/FOR PROFIT (ARF)	*****	300.00	.00	.00	5.00

Receipt

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

KEATING MUETHING & KLEKAMP PLL
ONE EAST FOURTH STREET SUITE 1400
CINCINNATI, OH 45202-375

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State,

1814405

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

CONTINENTAL GENERAL INSURANCE COMPANY

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

Document(s)

DOMESTIC ARTICLES/FOR PROFIT

Document No(s):

200829802534



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 24th day of May, A.D.
1961.

Ohio Secretary of State



Prescribed by:

Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us
e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)

☒ Yes PO Box 1380
Columbus, OH 43216
*** Requires an additional fee of \$100 ***
☐ No PO Box 670
Columbus, OH 43216

INITIAL ARTICLES OF INCORPORATION

(For Domestic Profit or Nonprofit)

Filing Fee \$125.00

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

(CHECK ONLY ONE (1) BOX)

<input checked="" type="checkbox"/> (1) Articles of Incorporation Profit (113-ARP) ORC 1701	<input type="checkbox"/> (2) Articles of Incorporation Nonprofit (114-ARN) ORC 1702	<input type="checkbox"/> (3) Articles of Incorporation Professional (170-ARP) Profession _____ ORC 1785
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Complete the general information in this section for the box checked above.

FIRST: Name of Corporation Continental General Insurance Company

SECOND: Location Cincinnati Hamilton
(City) (County)

Effective Date (Optional) _____ Date specified can be no more than 90 days after date of filing. If a date is specified, the date must be a date on or after the date of filing.
(mm/dd/yyyy)

☒ Check here if additional provisions are attached

Complete the information in this section if box (2) or (3) is checked. Completing this section is optional if box (1) is checked.

THIRD: Purpose for which corporation is formed

Complete the information in this section if box (1) or (3) is checked.

FOURTH: The number of shares which the corporation is authorized to have outstanding (Please state if shares are common or preferred and their par value if any) 6,500,000 Common \$1.00 Per Share
(No. of Shares) (Type) (Par Value)

(Refer to instructions if needed)

Completing the information in this section is optional.

FIFTH: The following are the names and addresses of the individuals who are to serve as Initial Directors.

(Name)

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

(City)

(State)

(Zip Code)

(Name)

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

(City)

(State)

(Zip Code)

(Name)

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

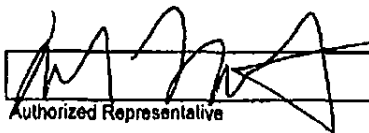
(City)

(State)

(Zip Code)

REQUIRED

Must be authenticated
(signed) by an authorized
representative
(See Instructions)


Authorized Representative


Mark F. Muething
(print name)

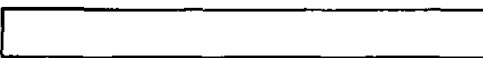
10/22/08

Date



Authorized Representative

(print name)


Date


Authorized Representative

(print name)


Date


Complete the information in this section if box (1) (2) or (3) is checked.

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of Continental General Insurance Company
hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by
statute to be served upon the corporation may be served. The complete address of the agent is

Mark F. Muething
(Name)
250 East Fifth Street
(Street) NOTE: P.O. Box Addresses are NOT acceptable.
Cincinnati, Ohio 45202
(City) (Zip Code)

Must be authenticated by an
authorized representative


Authorized Representative

10/22/08

Date

Authorized Representative

Date

Authorized Representative

Date

ACCEPTANCE OF APPOINTMENT

The Undersigned, Mark F. Muething, named herein as the
Statutory agent for, Continental General Insurance Company
, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature: 
(Statutory Agent)

ARTICLES OF INCORPORATION AND REDOMESTICATION
OF
CONTINENTAL GENERAL INSURANCE COMPANY

PREAMBLE

The undersigned corporation desires to transfer its corporate domicile from the State of Nebraska to the State of Ohio pursuant to approval of the Ohio Superintendent of Insurance under the authority of Section 3913.40 of the Ohio Revised Code, as it now exists or may hereafter be amended, and to be recognized as a corporation from its original date of incorporation of May 21, 1961, in the State of Nebraska.

On May 24, 1961, Continental General Insurance Company was incorporated in Nebraska. On July 1, 1964, the corporation amended its articles authorizing capital stock of 75,000 shares of \$3.00 par value per share. On April 25, 1966, the corporation amended its articles to increase its capital stock to 167,000 shares of \$3.00 par value per share. On April 16, 1968, the corporation amended its articles to increase its capital stock to 333,334 shares of \$3.00 par value per share. On May 5, 1970, the corporation amended its articles to increase its capital stock to 1,000,000 shares of \$1.00 par value per share. On April 26, 1973 the corporation amended its articles to increase its capital stock to 1,500,000 shares of \$1.00 par value per share. On April 21, 1986, the corporation amended its articles to increase its capital stock to 1,500,000 shares of \$3.00 par value per share. On April 23, 1986, the corporation amended its articles to increase its capital stock to 6,500,000 shares of \$1.00 par value per share. On November 9, 1987, the corporation filed Restated Articles of Incorporation with the State of Nebraska.

The undersigned, who is a citizen of the United States, does hereby certify:

ARTICLE 1. The name of the company shall remain Continental General Insurance Company.

ARTICLE 2. The place in the State of Ohio where its principal office is located is the City of Cincinnati, Hamilton County. The corporation shall have full power and authority to establish offices and agencies in said city and in other parts of the State of Ohio, and in other states and territories and in foreign countries.

ARTICLE 3. The purposes for which it is formed are:

(a) To make insurance upon the lives of individuals, and to transact every type of insurance allowed by Section 3911.01 of the Ohio Revised Code.

(b) To invest and reinvest its capital, surplus and accumulations in such investments as may now or in the future be permitted by laws as investments of legal

RECEIVED

AUG 07 2008

OFRS

reserve life insurance companies.

(c) To do all things necessary and proper to carry out the above purposes and to possess and have the right to exercise all powers and rights now or hereafter conferred by law upon domestic legal reserve life insurance companies under the laws of the State of Ohio.

The foregoing statement of purpose shall not be held to limit or restrict the powers of the corporation to carry on, and the corporation shall have the power to carry on, any other business it may lawfully do.

ARTICLE 4. All corporate powers of the Company shall be exercised by the Board of Directors and the Officers selected by the Board of Directors.

ARTICLE 5. The number of Directors shall be not less than five nor more than twenty-one with the number of Directors to be elected at any meeting of Stockholders to be fixed by the Stockholders at said meeting. A majority of the Directors must be citizens of the State of Ohio.

ARTICLE 6. This Company shall have such Officers as may from time to time be fixed by the Board of Directors. All Officers shall hold office for a term of one year unless sooner removed by the Board of Directors. A majority of the Officers shall be citizens of the State of Ohio.

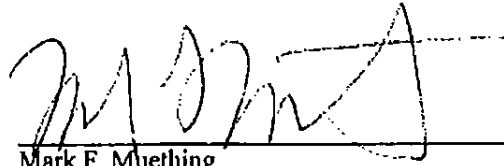
ARTICLE 7. Vacancies among Directors shall be filled by a majority vote of the remaining Directors, and the succeeding Directors shall fill the unexpired term of the Director he is replacing. Vacancies among Officers shall be filled by the President. The succeeding Officer shall serve until the next annual meeting.

ARTICLE 8. The total number of shares which the Company shall be authorized to have outstanding shall be 6,500,000. All of these shares shall be Common Stock with a par value of \$1.00 per share.

ARTICLE 9. No holder of any shares of the Company shall have any preemptive rights to subscribe for or to purchase any shares of the Company or any class whether such shares or such class be now or hereafter authorized to purchase or subscribe for securities convertible into or exchangeable for shares of any class or to which shall be attached or appertained any warrants or rights entitling the holder thereof to purchase or subscribe for shares of any class.

ARTICLE 10. The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 26th day of November,
2007.



Mark F. Muething

2237323.1



Department of
Insurance

Ted Strickland, Governor
Mary Jo Hudson, Director

50 West Town Street
Third Floor - Suite 300
Columbus, OH 43215
(614) 844-2858
www.ohioinsurance.gov

614) 644-2640
FAX (614) 644-3742
steve.vamos@ins.state.oh.us

August 8, 2008

Melissa L. Wilburn
Assistant Attorney General
Health & Human Resources Section
Ohio Attorney General's Office
30 East Broad Street, 26th Floor
Columbus, Ohio 43215-3428

Re: Continental General Insurance Company
Articles of Incorporation and Redomestication

Dear Ms. Wilburn:

Enclosed please find the originally executed Articles of Incorporation and Redomestication of the above referenced company.

Based upon my review, the Department extends its pre-clearance to the Articles of Incorporation and Redomestication which, upon filing with the Secretary of State, will change the company's state of domicile from Nebraska to Ohio as of its original date of incorporation.

In your cover letter to the company, please inform the company that it must file a certified copy of the Superintendent's Order approving the redomestication together with the Articles of Incorporation, with the Ohio Secretary of State.

The cover letter should be addressed to Mark F. Muching, General Counsel, Great American, P.O. Box 120, Cincinnati, OH 45201.

Sincerely,

Stephen J. Vamos
Staff Counsel
Office of Legal Services

cc: Gary Burchfield



STATE OF OHIO
OFFICE OF THE ATTORNEY GENERAL
MARC DANN, ATTORNEY GENERAL

Health & Human Services Section
30 E. Broad St., 26th Fl.
Columbus, OH 43215-3400
Telephone: (614) 466-8600
Facsimile: (614) 466-6090
www.ngs.state.oh.us

September 3, 2008

Laura Riggs Kolman
Legal Department
Ohio Secretary of State
180 East Broad Street, 15th Floor
Columbus, Ohio 43215

Re: Continental General Insurance Company
Articles of Incorporation and Redomestication

Dear Ms. Kolman:

I have reviewed the September 2, 2008, Articles of Incorporation and Redomestication of the Continental General Insurance Company. I have also consulted with the Ohio Department of Insurance, which has expressed its approval of the Articles in question.

Based upon my examination of these Articles and my review of the relevant statutes, I find the Articles to be in accordance with the constitution and laws of the State of Ohio and of the United States.

Very truly yours,

NANCY H. ROGERS
Attorney General

MELISSA L. WILBURN, ESQ.
Assistant Attorney General
Health and Human Services Section
30 E. Broad Street, 26th Fl.
Columbus, Ohio 43215-3400
(614) 466-8600

MLW:swe
cc: Stephen J. Vamos, Esq.



Ohio Department of Insurance

50 W. Town St., 3rd Fl., Suite 300,
Columbus, OH 43215
(614) 644-2858

www.ohioinsurance.gov

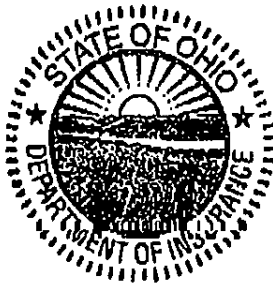
Ted Strickland, Governor
Mary Jo Hudson, Director

CERTIFICATION

I, Christl Washburn, an employee of the Ohio Department of Insurance, do hereby certify that the attached Order and Journal Entry for the Redomestication of Continental General Insurance Company, is a copy of the original records maintained in the ordinary course of business by this Agency.

Signed and dated on this 7th day of October, 2008.

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



Mary Jo Hudson, Director
Ohio Department of Insurance

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

IN THE MATTER OF: : MARY JO HUDSON
: SUPERINTENDENT OF INSURANCE
THE REDOMESTICATION OF :
CONTINENTAL GENERAL :
INSURANCE COMPANY : ORDER AND JOURNAL ENTRY

(NAIC No. 71404)

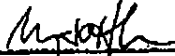
ORDER

1. The Continental General Insurance Company, (the "Company") presently domiciled in the State of Nebraska, has applied to the Superintendent of Insurance for approval to redomesticate to Ohio pursuant to §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 Ohio.
2. The Company has designated its principal place of business in this state as 250 East Fifth Street, Cincinnati, Ohio 45202 and its mailing address as PO Box 5420 Cincinnati, Ohio 45201-5420, telephone number (513) 333-5300.
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 Nebraska to Ohio is approved as of the date below.
2. The Company will be issued an amended certificate of authority that shows that it is domiciled in the State of Ohio as of its original date of incorporation (May 24, 1961).

3rd This Order made and entered into the Journal of the Ohio Department of Insurance this
day of October, 2008.



Mary Jo Hudson
Superintendent of Insurance