

# Independent Insurance Consultants

5002 Pony Chase • Austin, Texas 78727 • Fax: 512/257-8204

Kay Wells  
512/257-1453

853786

Donna L. Burns  
512/257-0448

December 30, 1998

700002731887--5  
-01/06/99--01052--004  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Florida Department of State  
Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

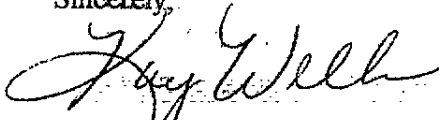
Re: Redomestication - Universal Underwriters Insurance Company  
Universal Underwriters Life Insurance Company

Dear Sirs:

Enclosed please find the redomestication documentation for the captioned companies. The change of domicile from Missouri to Kansas was effectuated by an amendment to the articles of incorporation. A check in the amount of \$43.75 (\$35 filing fee \$8.75 for a Certificate of Status) is included with this filing.

If you have any questions concerning these items, please feel free to contact me at 512/257-1453.

Sincerely,



Kay Wells  
Consultant

/kw

enclosures

FILED  
99 JAN -6 AM 8:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend.  
1-13-99  
CC

**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.)

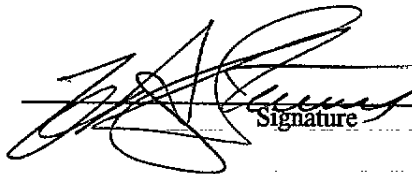
**SECTION I**  
**(1-3 MUST BE COMPLETED)**

FILED  
99 JAN -6 AM 8:1  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Universal Underwriters Insurance Company  
Name of corporation as it appears on the records of the Department of State.
2. Kansas (formerly Missouri)  
Incorporated under laws of
3. 3/11/59  
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.
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.
- Kansas  
\_\_\_\_\_  
New Jurisdiction

  
Signature

12/18/98  
Date

Curtis R. Starnes  
Typed or printed name

Secretary  
Title



# STATE OF KANSAS

INSURANCE DEPARTMENT

## Certificate

I, KATHLEEN SEBELIUS, Commissioner of Insurance of Kansas, do hereby certify that the following  
and hereto attached is a true copy of

LETTER APPROVING REDOMESTICATION

AND

CERTIFICATE OF AUTHORITY

ISSUED TO

UNIVERSAL UNDERWRITERS INSURANCE COMPANY

OF

OVERLAND PARK, KANSAS

FOR THE PERIOD

APRIL 1, 1998

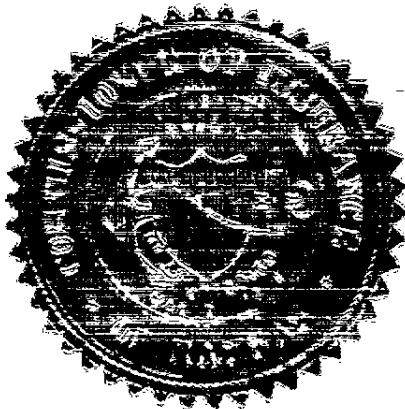
UNTIL SUCH CERTIFICATE IS SUSPENDED, REVOKED OR TERMINATED  
BY THE COMMISSIONER OF INSURANCE OF KANSAS

the original of which is now on file and a matter of record in this office.

In Witness Whereof, I, KATHLEEN SEBELIUS, Commissioner of Insurance of  
Kansas, have hereto affixed by signature and the seal of the Commissioner  
of Insurance, in the city of Topeka, Kansas, this 27th day of

October

1998



*Kathleen Sebelius*

Commissioner of Insurance.

By \_\_\_\_\_

Assistant Commissioner.



Kathleen Sebelius  
Commissioner of Insurance  
**Kansas Insurance Department**

April 24, 1998

Ms. Mary Ann Heckman  
Universal Underwriters Insurance Company  
6363 College Boulevard  
Overland Park, KS 66211

Re: Redomestication of Universal Underwriters Insurance Company from Missouri to Kansas

Dear Ms. Heckman:

The above captioned matter has been referred to this division for completion.

We are enclosing an amended Certificate of Authority issued April 24, 1998, effective April 1, 1998, which reflects the change in the registered corporate office address to Overland Park, Kansas. Also enclosed is your previous certificate which has been canceled effective April 1, 1998.

If you have any questions regarding this transaction, please contact this office.

Very truly yours,

Bill Wempe CIE  
Fire and Casualty Supervisor

BW:rs  
Enclosure



# STATE OF KANSAS

INSURANCE DEPARTMENT

## AMENDED Certificate of Authority

UNIVERSAL UNDERWRITERS INSURANCE COMPANY

a corporation organized under the laws of KANSAS

registered corporate office at OVERLAND PARK, KANSAS

has complied with all the requirements of the insurance laws of this state applicable to said company, and the said company is hereby authorized and empowered, through this Certificate of Authority, to transact the following lines of business, to wit:

\* FIRE \* WINDSTORM & HAIL \* EXTENDED COVERAGE \* ADDITIONAL PERILS  
ON GROWING CROPS \* HAIL ON GROWING CROPS \* SPRINKLER LEAKAGE \*  
BUSINESS INTERRUPTION \* EARTHQUAKE \* INLAND MARINE \* AUTOMOBILE  
PHYSICAL DAMAGE \* HOMEOWNERS POLICIES \* ACCIDENT & HEALTH \*  
AUTOMOBILE LIABILITY \* GENERAL LIABILITY \* WORKERS' COMPENSATION  
\* FIDELITY, SURETY & FORGERY BONDS \* GLASS \* BURGLARY, THEFT &  
ROBBERY \* BOILER & MACHINERY \* AIRCRAFT LIABILITY \*

REINSURANCE ONLY: \* WATER DAMAGE \* FLOOD \*

within the State of Kansas from the 1st day of April, 1998 until such certificate is suspended, revoked or terminated by the Commissioner of Insurance of Kansas.

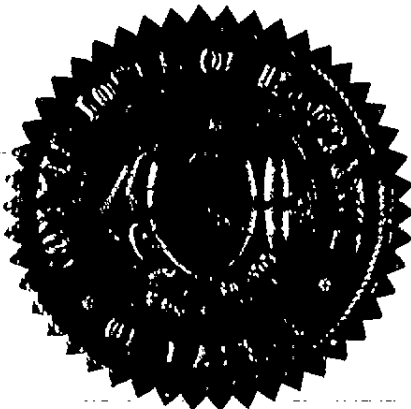
In Witness Whereof, I KATHLEEN SEBELIUS, Commissioner of Insurance of Kansas, have hereto affixed my signature and the seal of the Commissioner of Insurance, in the city of Topeka, Kansas, this 24th day of

April 19 98

Commissioner of Insurance.

By \_\_\_\_\_

Assistant Commissioner.



# State of Missouri



Department of Insurance

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## Certified Copy

*I, Jay Angoff, Director of the Department of Insurance, State of Missouri, do hereby certify that the annexed pages are a true and correct copy of the original*

**CONTINGENT APPROVAL OF REDOMESTICATION**

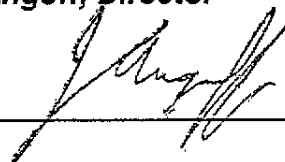
**FOR**

**UNIVERSAL UNDERWRITERS INSURANCE COMPANY**

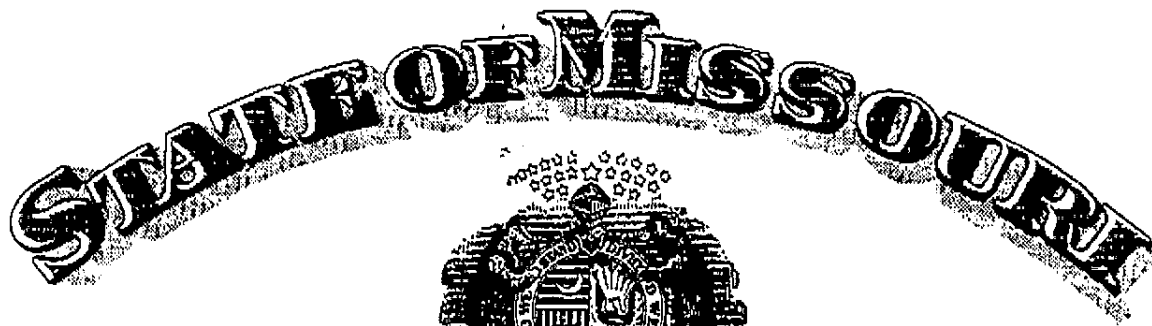
*Which said original is now of file in this department.*

*IN WITNESS WHEREOF, I have hereunto set my hand and caused to be affixed the Seal of said Department. Done at my office in the City of Jefferson, this 25th day of August, 1998.*

**Jay Angoff, Director**



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DEPARTMENT OF



INSURANCE

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

IN RE:  
REDOMESTICATION OF UNIVERSAL  
UNDERWRITERS INSURANCE COMPANY

CONTINGENT APPROVAL OF REDOMESTICATION

Based on the application of Universal Underwriters Insurance Company ("UUIC"), I, Jay Angoff, Director of the Missouri Department of Insurance, find and conclude that:


1. UUIC is a Missouri domestic insurance company and has a certificate of authority to transact the business of insurance, pursuant to Chapter 379 RSMo 1994.
2. UUIC has requested the approval of the Director to transfer its domicile to Kansas pursuant to Section 375.908.2 RSMo 1994.
3. UUIC is admitted to transact business in the state of Kansas.
4. The proposed transfer would not be contrary to the interests of the policyholders of the UUIC.

ORDER

Based on the foregoing findings and conclusions, the proposed transfer of domicile of UUIC to Kansas is APPROVED, CONTINGENT upon UUIC receiving approval to redomesticate to Kansas from the State of Kansas Department of Insurance. The effective date of this Order shall coincide with the effective date of the amended Certificate of Authority as approved by the State of Kansas.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of my office in Jefferson City, Missouri, this 26th day of March, 1998.



  
Jay Angoff, Director  
Department of Insurance  
State of Missouri



# STATE OF KANSAS

INSURANCE DEPARTMENT

## Certificate

I, KATHLEEN SEBELIUS, Commissioner of Insurance of Kansas, do hereby certify that the following  
and hereto attached is a true copy of

ARTICLES OF INCORPORATION

AND AMENDMENTS THERETO

OF

UNIVERSAL UNDERWRITERS INSURANCE COMPANY

OF

OVERLAND PARK, KANSAS

the original of which is now on file and a matter of record in this office.

In Witness Whereof, I, KATHLEEN SEBELIUS, Commissioner of Insurance of  
Kansas, have hereto affixed by signature and the seal of the Commissioner  
of Insurance, in the city of Topeka, Kansas, this \_\_\_\_\_ 19th \_\_\_\_\_ day of

June

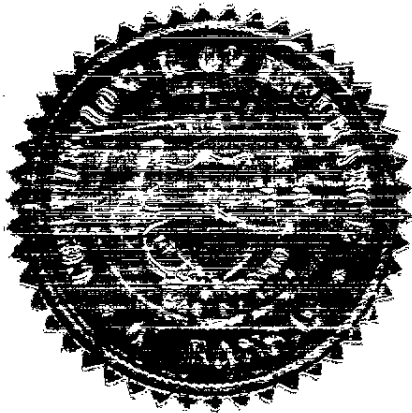
19 98

*Kathleen Sebelius*

Commissioner of Insurance.

By \_\_\_\_\_

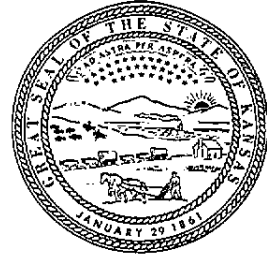
Assistant Commissioner.





2819402  
STATE OF KANSAS

OFFICE OF  
SECRETARY OF STATE  
RON THORNBURGH



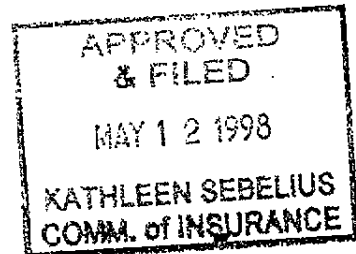
To all to whom these presents shall come, Greetings:

I, RON THORNBURGH, Secretary of State of the State of Kansas,  
do hereby certify that the attached is a true and correct  
copy of an original on file and of record in this office.

STATE OF KANSAS }  
COUNTY OF JOHNSON } SS  
FILED FOR RECORD

1998 APR 17 P 3:47.6

1800 SARA F. ULLMANN  
REGISTER OF DEEDS



IN TESTIMONY WHEREOF:

I hereto set my hand and cause to  
be affixed my official seal. Done  
at the City of Topeka, this day,  
April 1, 1998



*Ron Thornburgh*

RON THORNBURGH  
SECRETARY OF STATE

6 pages are attached to this certification.

98 APR 1 PM 2 06

259-612-0

FILED  
SECRETARY OF STATE  
KANSAS

Secretary of State/Corporation Division **Form**

# Certificate of Domestication **CD**

RECEIVED  
& FILED  
MAY 12 1998  
KATHLEEN SEBELIUS  
COM. OF INSURANCE

1. Name of corporation: Universal Underwriting Insurance Company

2. Home state of incorporation: Missouri

3. Date of original incorporation: January 25, 1982 2881 02 04-07-1998 20:24:00  
2596120

4. Principal place of business: 6363 College Boulevard, Overland Park, KS 66211  
51 NEW CORPORATION  
Street Address City State Zip

5. Resident agent and registered office in Kansas: Curt Starnes  
Name of Resident Agent

6363 College Boulevard, Overland Park, Kansas 66211  
Street Address (Cannot be a P.O. Box) City State Zip

The corporation hereby redomesticates itself in Kansas as a Kansas domiciled insurance corporation. The corporation has received approval from the Kansas Insurance Department to redomesticate in Kansas, evidenced by the stamp of approval on this certificate.

I declare under penalty of perjury under the laws of the state of Kansas that the foregoing is true and

correct. Executed on this 3rd day of April, 1998  
Day Month Year

K.F. Goldstein  
President/Vice President  
K.F. Goldstein

Approved for filing:  
Kathleen Sebelius  
Kathleen Sebelius  
Commissioner of Insurance

Attest: C.R. Starnes  
Secretary/Asst. Secretary  
C.R. Starnes

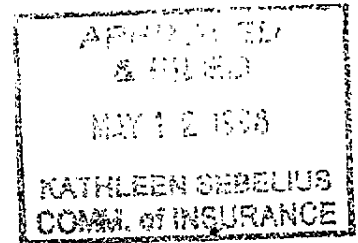
Date: 4/6/98

### INSTRUCTIONS

1. The Certificate of Domestication must be filed along with Restated Articles of Incorporation to effect an insurance company's redomestication to the state of Kansas.
2. Both the Certificate of Domestication and the Restated Articles of Incorporation must be approved by the Insurance Commissioner as evidenced by the Commissioner's stamp of approval before they are filed with the Secretary of State.
3. The filing fee is \$20 per document.
4. The requirements for Restated Articles of Incorporation are stated in K.S.A. 17-6605.

BOOK 5551 PAGE 332

**AMENDED  
ARTICLES OF INCORPORATION  
OF  
UNIVERSAL UNDERWRITERS INSURANCE COMPANY**



**ARTICLE I**

The name of the corporation is UNIVERSAL UNDERWRITERS INSURANCE COMPANY ("the Corporation").

**ARTICLE II**

The Corporation shall be a domestic insurance company organized as a stock corporation pursuant to Kansas Statutes Annotated, Subsection 40-310. The Corporation shall have (i) the authority to engage in the business of all types, kinds and classes of property, casualty and fire insurance and to issue insurance contracts and policies in connection therewith and (ii) all other rights, powers and privileges of a domestic stock insurance company which are not inconsistent with the Kansas Insurance Statutes, Chapter 40.

**ARTICLE III**

The Corporation shall have authority to issue a total of fifty thousand (50,000) shares of a single class of voting common stock with a par value of \$300.00 (three hundred dollars) each per share for a total value of \$15,000,000.

**ARTICLE IV**

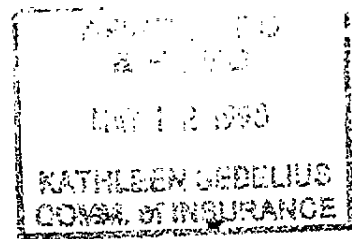
The name and mailing address of each incorporator of the Corporation are:

<u>Name</u>	<u>Mailing Address</u>
Curtis R. Starnes	6363 College Boulevard Overland Park, Kansas 66211

*Kathleen Sebelius*  
Approved for filing:

Kathleen Sebelius  
Commissioner of Insurance

Date: 3-31-98



ARTICLE V

The name and address of the Corporation's registered agent is C. R. Starnes, 6363 College Boulevard, Overland Park, Kansas 66211.

ARTICLE VI

The name and mailing address of each person who is to serve as a director of the Corporation until the next annual meeting of the stockholders of the Corporation or until his or her successor is duly elected and qualified is as follows:

<u>Name</u>	<u>Mailing Address</u>
David P. Bresnahan	12604 Ensley Lane Leawood, Kansas 66209
Kenneth F. Goldstein	6363 College Boulevard Overland Park, Kansas 66211
Peter Fierz	6363 College Boulevard Overland Park, Kansas 66211
Carolyn J. Gross	6363 College Boulevard Overland Park, Kansas 66211
Larry D. Jeffries	6363 College Boulevard Overland Park, Kansas 66211
Jerome P. McAndrews	6363 College Boulevard Overland Park, Kansas 66211
Michael W. McHugh	6363 College Boulevard Overland Park, Kansas 66211
Joan R. Ruff	6363 College Boulevard Overland Park, Kansas 66211
Michael J. Ryan	6363 College Boulevard Overland Park, Kansas 66211
Curtis R. Starnes	6363 College Boulevard Overland Park, Kansas 66211

Approved for filing:  
*Kathleen Sebelius*  
Kathleen Sebelius  
Commissioner of Insurance

Loren J. Alter

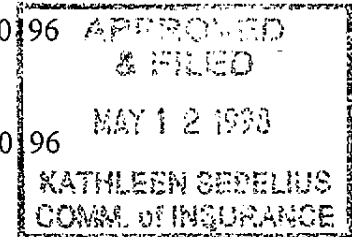
1400 American Lane  
Schaumburg, Illinois 60196

William H. Bolinder

1400 American Lane  
Schaumburg, Illinois 60196

David A. Bowers

1400 American Lane  
Schaumburg, Illinois 60196



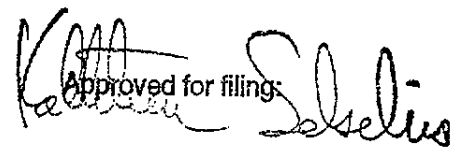
**ARTICLE VII**

No director of the Corporation shall have any personal liability to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director of the Corporation except as follows:

- (i) for any breach of such director's duty of loyalty to the Corporation or its stockholders;
- (ii) for acts or omissions not in good faith or which involve international misconduct or a knowing violation of law;
- (iii) under the provisions of Kansas Statutes Annotated 17-6424 and any amendments thereto; or
- (iv) for any transaction from which such director derived an improper personal benefit.

**ARTICLE VIII**

The Corporation shall, to the fullest extent permitted under Kansas Statutes Annotated, Section 17-6305 or any successor thereto (i) indemnify each person which the Corporation shall have the power to indemnify thereunder against liabilities and expenses incurred by such person and (ii) make advances of expenses incurred by such person in connection with such indemnification.

  
Approved for filing:

Kathleen Sebelius  
Commissioner of Insurance

**ARTICLE IX**

The original Articles of Incorporation of UNIVERSAL UNDERWRITERS INSURANCE COMPANY were filed under the laws of the State of Missouri, effective on January 25, 1982, and are attached hereto as Attachment A. The Restated and Amended Articles of Incorporation of the Corporation attached hereto as Attachment B were duly adopted by the stockholders of the Corporation and are filed herewith to effect the redomestication of the Corporation from Missouri to Kansas pursuant to V.A.M.S. 375.908 and 1997 Kansas Session Laws Chapter 25 House Bill 2329.

**ARTICLE X**

The Corporation was originally incorporated as a stock insurance corporation under the laws of the State of Missouri on January 25, 1982, and, upon the effective date of these Articles of Incorporation, shall become a Kansas stock insurance corporation, retaining such original date of incorporation.

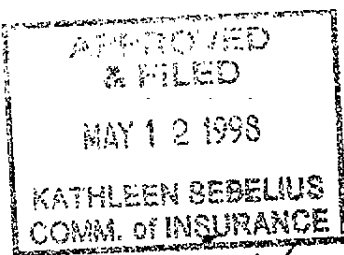
In testimony whereof, we have hereunto subscribed our names this 27th day of March, A.D. 1998.

UNIVERSAL UNDERWRITERS INSURANCE COMPANY

By: [Signature]  
President

ATTEST:

By: [Signature]  
Secretary

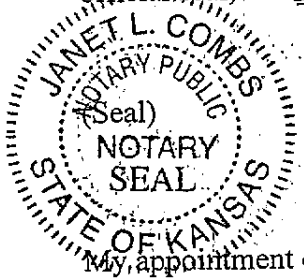


[Signature]  
Approved for filing:  
Kathleen Sebelius  
Commissioner of Insurance

Date: 3-31-98

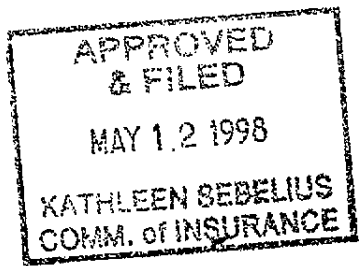
State of Kansas )  
 ) ss.  
County of Johnson )

Before me, a notary public in and for said county and state, personally appeared K. F. Goldstein in his capacity as President of Universal Underwriters Insurance Company and C. R. Starnes, as Secretary of Universal Underwriters Insurance Company, who are known to me to be the same persons who executed the foregoing Articles of Incorporation and duly acknowledged the execution of same. In witness whereof, I have hereunto subscribed my name and affixed my official seal, this 27th day of March A.D. 1998.



Janet L. Combs  
Notary Public

My appointment or commission expires July 8, 2000



Kathleen Sebelius  
Approved for filing.

Kathleen Sebelius  
Commissioner of Insurance

Date: 3-31-98  
EE51-337