

857204

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ MAIL

(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

change of jurisdiction

*AMEND
TRB
6-7*

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Response Worldwide Direct Auto Insurance Company
(Name of corporation)

DOCUMENT NUMBER: 857204

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

David I. Schonbrun

(Name of person)

Response Insurance Company

(Name of firm/company)

500 South Broad Street

(Address)

Meriden, CT 06450

(City/state and zip code)

For further information concerning this matter, please call:

David I. Schonbrun

(Name of person)

at (203) 634-7253

(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
409 E. Gaines Street
Tallahassee, FL 32399

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)

857204

(Document number of corporation (if known))

1. Response Worldwide Direct Auto Insurance Company

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

2. Ohio

(Incorporated under laws of)

3. 7/26/83

(Date authorized to do business in Florida)

FILED
05 JUN - 6 AM 9 23
SECRETARY OF STATE
TALLAHASSEE, 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? 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)

N/A

(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.

Connecticut

(New jurisdiction)


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

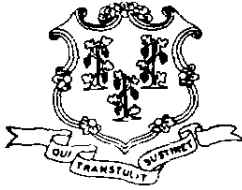
August P. Alegi

(Typed or printed name of person signing)

5/25/05

(Date)

Vice President, General Counsel
(Title of person signing) and Secretary



State of Connecticut

Insurance Department

FILING #0002885898 PG 01 OF 13 VOL B-00738
FILED 03/21/2005 08:30 AM PAGE 00510
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

This is to Certify, that

- the redomestication of Response Worldwide Direct Auto Insurance Company, an Ohio Company, pursuant to Section 38a-58a Connecticut General Statutes, is approved, and
- the attached Certificate of Redomestication and Amended and Restated Certificate of Incorporation effecting its change of domicile is approved.

Witness my hand and official seal, at HARTFORD,

this 3rd day of March, 2005

Susan F. Cogswell

Insurance Commissioner

CERTIFICATE OF REDOMESTICATION**INSURANCE COMPANY REDOMESTICATION TO CONNECTICUT**

Office of the Secretary of the State

30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 / Rev. 12/1999

Certificate of Authorization from Insurance Commissioner and a certified copy of the original Articles of Incorporation must be filed with this certificate.

Space For Office Use Only

FILING #0002885898 PG 02 OF 13 VOL B-00738
FILED 03/21/2005 08:30 AM PAGE 00511
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

1. NAME OF INSURANCE COMPANY:

Response Worldwide Direct Auto Insurance Company

2. CHARTER HISTORY OF CORPORATION (including date and place of incorporation, name change information and information regarding change of domicile state):

On November 13, 1961, Commonwealth Fire & Casualty Insurance Company was incorporated in Kentucky. The corporation changed its name to:

- Capital Enterprise Insurance Company, effective May 15, 1981
- Providian Property and Casualty Insurance Company, effective July 1, 1995
- Worldwide Direct Auto Insurance Company, effective October 16, 1998; and
- Response Worldwide Direct Auto Insurance Company, effective May 27, 2003.

On June 27, 2002, the Company redomesticated from Kentucky to Ohio.

3. APPROVALS:

The corporation's redomestication to Connecticut was approved by the Insurance Commissioner of the State of

Ohio

(State from which corporation is redomesticating)

The corporation's redomestication was approved by the Insurance Commissioner of the State of Connecticut as demonstrated by such Commissioner's Certificate of Approval included herewith.

(Please reference an 8 1/2 X 11 attachment if additional space is needed)

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FILED 03/21/2005 08:30 AM PAGE 00512
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

4. VOTE INFORMATION (check and complete A. or B.):

X

A.

The insurance company has authority to issue capital stock. The resolution of redomestication was adopted by its board of directors and approved by its shareholders as follows (provide at minimum the total number of shareholder votes cast in favor of the resolution and the total number of votes cast against the resolution or if no shareholder approval was required, provide a statement to that effect):

The insurance company's sole shareholder, Warner Insurance Company, approved the resolution of redomestication upon written consent, as of October 11, 2004.

B.

The corporation is a mutual insurance company. The resolution of redomestication was adopted by its board of directors and approved by its members as follows (provide at minimum the total number of member votes cast in favor of the resolution and the total number of votes cast against the resolution or if no membership approval was required, provide a statement to that effect):

5. CERTIFICATE OF INCORPORATION:

The corporation's amended and restated Certificate of Incorporation is attached hereto.

6. EXECUTION:

Signed this 28th day of February, 20 05.

August P. Alegi

Vice President, General
Counsel, and Secretary

Print or type name of signatory

Capacity of signatory

Signature



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
06/28/2002	200217900082	DOMESTIC ARTICLES/FOR PROFIT (ARF)	125.00	100.00	.00	.00	00

Receipt

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

FILING #0002885898 PG 04 OF 13 VOL B-00738
FILED 03/21/2005 08:30 AM PAGE 00513
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

BRICKER & ECKLER
100 S. THIRD STREET
EMILY WEAR
COLUMBUS, OH 43215

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

1326700

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

WORLDWIDE DIRECT AUTO INSURANCE COMPANY

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

Document(s)

DOMESTIC ARTICLES/FOR PROFIT

Document No(s):

200217900082



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 13th day of November,
A.D. 1961.

J. Kenneth Blackwell
Ohio Secretary of State

ARTICLES OF INCORPORATION AND REDOMESTICATION
OF
WORLDWIDE DIRECT AUTO INSURANCE COMPANY

RECEIVED
SECRETARY OF STATE
2002 JUN 27 PM 3:33
CLERK

PREAMBLE. The undersigned corporation desires to transfer its corporate domicile from the Commonwealth of Kentucky to the State of Ohio pursuant to the 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 November 13, 1961, in the Commonwealth of Kentucky.

On November 13, 1961, Commonwealth Fire and Casualty Insurance Company was incorporated in Kentucky. The corporation changed its name to Capital Enterprise Insurance Company on May 14, 1981, to Providian Property and Casualty Insurance Company on June 30, 1995, and to Worldwide Direct Auto Insurance Company on October 16, 1998. The corporation remains domiciled in Kentucky.

These Articles supersede the existing Articles of Incorporation.

FIRST. The name of the corporation is Worldwide Direct Auto Insurance Company.

SECOND. 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.

THIRD. The corporation is organized for the purpose of making, and it shall have the full power and authority to make and undertake, all of the kinds of insurance and reinsurance (except with respect to life insurance, contracts for the payment of annuities and title insurance) which are now or may hereafter be permitted to domestic stock fire, marine and casualty companies under the laws of the State of Ohio. The corporation shall have the power and authority to make and undertake any and all kinds of insurance and reinsurance (except with respect to life insurance, contracts for the payment of annuities and title insurance) in other states and outside the United States of America, its territories and possessions, so long as all other applicable requirements of law are met.

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.

FOURTH. The maximum number of voting common shares which the corporation is authorized to issue shall be Fifteen Thousand (15,000) with a par value of One Hundred Seventy-Five Dollars (\$175) each. The capital and surplus of the corporation shall be in the aggregate amount of not less than Five Million Dollars (\$5,000,000), which aggregate shall include paid-in capital

of not less than One Million Dollars (\$1,000,000) and contributed surplus of not less than One Million Dollars (\$1,000,000).

FIFTH. The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation and Redomestication this 29th day of March, 2002.

WORLDWIDE DIRECT AUTO INSURANCE COMPANY

By: Eve Cutler Rosen
Eve Cutler Rosen
Vice President

By: Ronald C. Hayes
Ronald C. Hayes
Assistant Secretary



**Attorney General
Betty D. Montgomery**

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FILED 03/21/2005 08:30 AM PAGE 00516
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

June 24, 2002

The Honorable Kenneth Blackwell
Secretary of State
Corporations Department
180 E. Broad Street, 16th Flr.
Columbus, Ohio 43215

ATTN: Patrick Hole
Legal Department

Re: Articles of Incorporation and Redomestication for World
Wide Direct Auto Insurance Company

Dear Sir:

I have reviewed the March 29, 2002, Articles of Incorporation and Redomestication, for World Wide Direct Auto Insurance Company. I have consulted with the Ohio Department of Insurance which has expressed its approval of the articles in question.

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

Sincerely,

BETTY D. MONTGOMERY
Attorney General

A handwritten signature in cursive script, appearing to read "Scott Myers".

SCOTT MYERS
Assistant Attorney General
Health and Human Services Section
30 E. Broad Street, 26th Flr.
Columbus, Ohio 43215-3428
(614) 466-8600

SM:mnw
Enclosures
cc: Steve Vamos



State of Ohio

Department of Insurance

2100 Stella Court Columbus, Ohio 43215-1067
(614) 644-2658 www.ohioinsurance.gov

Rob Taft
Governor

J. Lee Covington II
Director

HEALTH & HUMAN
JUN 24 2002
SERVICES SECTION

(614) 644-2640

Fax (614) 644-3742

steve.vamos@ins.state.oh.us

June 20, 2002

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

Re: World Wide Direct Auto Insurance Company
Articles of Incorporation and Redomestication

Dear Mr. Myers:

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

Based upon my review, the Department extends its preclearance to the Articles of Incorporation and Redomestication which, upon filing with the Secretary of State, will change the company's state of domicile from Kentucky 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.

Very truly yours,

A handwritten signature in black ink, appearing to read "Steve Vamos".

Stephen J. Vamos, III
Staff Counsel
Office of Legal Services

cc: Gary Burchfield

STATE OF OHIO
DEPARTMENT OF INSURANCE
2100 STELLA COURT
COLUMBUS, OH 43215-1067

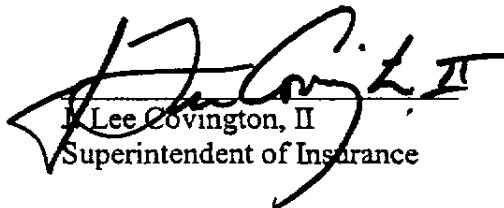
IN THE MATTER OF: :
: ORDER AND JOURNAL ENTRY
THE REDOMESTICATION OF: :
WORLDWIDE DIRECT AUTO :
INSURANCE COMPANY :

1. Worldwide Direct Auto Insurance Company, (the "Company") presently domiciled in the State of Kentucky, 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 other than life insurance in the state of Ohio.
2. The Company has designated its mailing address and principal place of business in this state as 580 Walnut Street, Cincinnati, Ohio, 45202-3180. The Company has designated the above address as the location of its minute books and corporate records.
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 Kentucky 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 in Kentucky (November 13, 1961).

June 27, 2002
Date


Lee Covington, II
Superintendent of Insurance

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
RESPONSE WORLDWIDE DIRECT AUTO INSURANCE COMPANY**

This Amended and Restated Certificate of Incorporation supercedes the existing Certificate of Incorporation.

FIRST. The name of the corporation is Response Worldwide Direct Auto Insurance Company.

SECOND. The place in the State of Connecticut where its principal office is located is the City of Meriden, New Haven 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 Connecticut, and in other states and territories and in foreign countries.

THIRD. The corporation is organized for the purpose of making, and it shall have the full power and authority to make and undertake, all of the kinds of insurance and reinsurance (except with respect to life insurance, contracts for the payment of annuities and title insurance) which are now or may hereafter be permitted to domestic stock fire, marine and casualty companies under the laws of the State of Connecticut. The corporation shall have the power and authority to make and undertake any and all kinds of insurance and reinsurance (except with respect to life insurance, contracts for the payment of annuities and title insurance) in other states and outside the United States of America, its territories and possessions, so long as all other applicable requirements of law are met.

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.

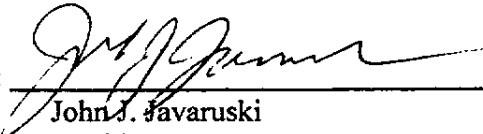
FOURTH. The maximum number of voting common shares which the corporation is authorized to issue shall be Fifteen Thousand (15,000) with a par value of One Hundred Seventy-Five Dollars (\$175) each. The capital and surplus of the corporation shall be in the aggregate amount of not less than Four Million Dollars (\$4,000,000), which aggregate shall include paid-in capital of not less than Two Million Dollars (\$2,000,000) and contributed surplus of not less than Two Million Dollars (\$2,000,000).

FIFTH. The duration of the corporation shall be perpetual.

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FILED 03/21/2005 08:30 AM PAGE 00520
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

IN WITNESS WHEREOF, the undersigned have executed this Amended and Restated
Certificate of Incorporation this 28th day of February, 2005.

RESPONSE WORLDWIDE DIRECT
AUTO INSURANCE COMPANY

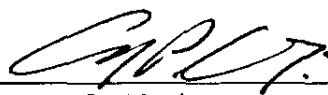
By: 
John J. Javaruski
President

By: 
August P. Alegi
Secretary

CERTIFICATION

I, August P. Alegi, Secretary of Response Worldwide Direct Auto Insurance Company, an Ohio corporation, hereby certify that the corporation's Board of Directors approved the redomestication of the corporation from Ohio to Connecticut during a meeting of the corporation's Board of Directors that was held on October 8, 2004.

Dated: Meriden, Connecticut
March 2, 2005



August P. Alegi
Secretary

CERTIFICATION

I, August P. Alegi, Secretary of Response Worldwide Direct Auto Insurance Company formerly known as Worldwide Direct Auto Insurance Company, an Ohio corporation, hereby certify that the corporation's Board of Directors approved the attached Amended and Restated Certificate of Incorporation upon the unanimous written consent of the members of the corporation's Board of Directors, as of February 28, 2005.

Dated: Meriden, Connecticut
March 2, 2005



August P. Alegi
Secretary