

857908

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(Address)

(Address)

(City/State/Zip/Phone #)

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MAY 28 2019

R. WHITE

JUN 15 2019

FILED  
2019 MAY 28 AM 9:03  
STATE OF ARIZONA  
TOLSON

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** ADVANTAGE WORKERS COMPENSATION INSURANCE COMPANY  
Name of Corporation

**DOCUMENT NUMBER:** 857908

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

BRENDA SWEET

Name of Contact Person

ADVANTAGE WORKERS COMPENSATION INS CO

Firm/Company

PO BOX 571918

Address

SALT LAKE CITY, UT 84157-1918

City/State and Zip Code

BSWEET@WCF.COM

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

For further information concerning this matter, please call:

BRENDA SWEET

Name of Contact Person

at ( 385 ) 351-8445

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)**

857908

(Document number of corporation (if known))

1. ADVANTAGE WORKERS COMPENSATION INSURANCE COMPANY

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

2. UTAH (previously Indiana)  
(Incorporated under laws of)

3. 9/28/1983  
(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.

Utah  
(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.

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

DENNIS V LLOYD

(Typed or printed name of person signing)

SECRETARY

(Title of person signing)

FILED  
2019 MAY 28 AM 9:03  
SECRETARY OF STATE  
TALLAHASSEE, FL



Utah Department of Commerce  
Division of Corporations & Commercial Code  
160 East 300 South, 2nd Floor, S.M. Box 146705  
Salt Lake City, UT 84114-6705  
Phone: (801) 530-4849  
Toll Free: (877)526-3994 Utah Residents  
Fax: (801) 530-6438  
Web Site: <http://www.commerce.utah.gov>

Registration Number: 4840216-0142

May 14, 2019

Business Name: ADVANTAGE WORKERS COMPENSATION INSURANCE COMPANY

Registered Date: SEPTEMBER 4, 1981

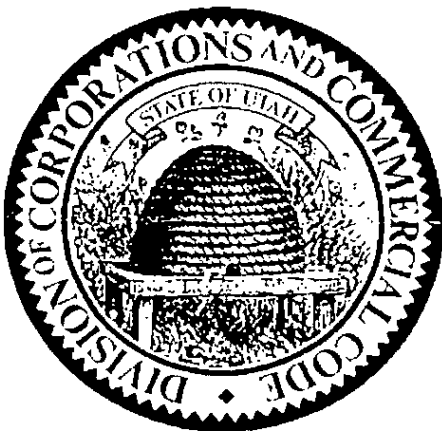
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## CERTIFIED COPY OF ARTICLES OF DOMESTICATION & ARTICLES OF INCORPORATION

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE ("DIVISION") HEREBY CERTIFIES THAT THE ATTACHED IS TRUE, CORRECT, AND COMPLETE COPY OF THE ARTICLES OF DOMESTICATION & ARTICLES OF INCORPORATION DATED SEPTEMBER 4, 2018 OF

ADVANTAGE WORKERS COMPENSATION INSURANCE COMPANY

AS APPEARS OF RECORD IN THE OFFICE OF THE DIVISION.



Jason Sterzer  
Director  
Division of Corporations and Commercial Code

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Div. of Professional Licensing  
(801)530-6628

Real Estate  
(801)530-6747

Public Utilities  
(801)530-6651

Securities  
(801)530-6600

Consumer Protection  
(801)530-6601

State of Utah  
Department of Commerce  
Division of Corporations & Commercial Code  
Articles of Domestication

0-Att. .... 02/24/2018

Receipt Number: 7481190

Amount Paid \$37 00

RECEIVED

SEP 04 2018

## DOMESTICATION

Pursuant to Utah Code 16-10a-1533, any foreign corporation may become a domestic company by filing Articles of Domestication.

**1. The Articles of Domestication shall include:**

- a) All the requirements applicable to:

Articles of Incorporation (Utah Code Section 16-6a-105 or 16-10a-202)

The Articles above must be attached to this document along with the non-refundable processing fee of: \$37.00:

The Articles need not name or be signed by the Incorporators or Organizers of the Foreign Company, and any reference to the Registered Office, Agent, or Managers shall be the Registered Office and Agent in Utah. Officers and Directors currently in office at the time of filing the Articles of Domestication must be included:

- b) The date and state where the subject entity was first formed, organized;

September 4, 1981

Iowa

Date \_\_\_\_\_

State / Jurisdiction

- c) The name of the foreign company immediately prior to the filing Articles of Domestication:

Advantage Workers Compensation Insurance Company

4840216-0143

- d) Any jurisdiction that constituted the seat, location of incorporation, principal place of business, or central administration of the corporation immediately prior to the filing of the Articles of Domestication;

## Indiana

- e) The articles of domestication were adopted by the company's board of directors and approved by its shareholders or members;

- f) Under penalties of perjury, I declare that these Articles of Domestication has been examined by me and is, to the best of my knowledge and belief, true, correct and *complete*

\_\_\_\_\_  
Authorized Signer Signature

Corporate Secretary

Title

**2. Additional filing requirements:**

One (1) copy, signed by an authorized officer for a corporation. If the filer requests a copy of the Articles of Domestication an additional exact copy of the filed document along with a return-addressed envelope with adequate first-class postage must also be submitted.

Under GRANIA (63-2-201), all registration information maintained by the Division is classified as public record. For confidentiality purposes, the business entity physical address may be provided rather than the residential or private address of any individual affiliated with the entity.

State of Utah  
Department of Commerce  
Division of Corporations and Commercial Code  
I hereby certify that the foregoing has been Read  
and approved as of this delayed effective date:  
1 day of Jan 2012  
In this office of this Division and hereby issued  
This Certificate thereof.

**Examiner**



10	2	0
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Jason Storzer  
Division Director

DOMESTICATION

484 0216-042

ARTICLES OF INCORPORATION

RECEIVED

of Advantage Workers Compensation Insurance Company

SEP 04 2018

Effective Date: January 1, 2019

Utah Div. of Corp. & Comm. Code

Pursuant to the provisions of Utah Code Annotated Title 16, Chapter 10a, § 1533, entitled *Domestication of Foreign Corporations*, the Utah Revised Business Corporation Act generally (the "RBCA") and Title 31A, Chapter 5, entitled *Domestic Stock and Mutual Insurance Companies* (the "Utah Insurance Code"), and specifically § 31A-5-203 thereof, the board of directors of Advantage Workers Compensation Insurance Company, a stock insurance corporation (the "Corporation"), adopted these Articles of Incorporation on August 29, 2018 (the "Articles") in connection with the Corporation's re-domestication from Indiana to Utah. The Corporation's sole shareholder approved these Articles of Incorporation on August 29, 2018.

ARTICLE I

*Original Incorporation*

The Corporation's original incorporation was on September 4, 1981 in Iowa. Effective August 3, 1989, the Corporation was domesticated in Indiana.

ARTICLE II

*Corporate Name and Principal Office Address*

The name of this Corporation is: Advantage Workers Compensation Insurance Company.

The Corporation's principal office address is: 100 W. Towne Ridge Parkway, Sandy, Utah 84070.

ARTICLE III

*Duration of Corporation*

This Corporation has a perpetual existence unless otherwise terminated according to applicable law.

ARTICLE IV

*Corporate Purposes and Powers*

The purpose of this Corporation is to exercise all rights and powers conferred on it under applicable law, and to conduct insurance business and any business reasonably incidental to its insurance business in Utah and other states.

ARTICLE V

*Capital Stock and Terms of Shares*

Section 1 – Capital Stock. The total number of shares the Corporation is authorized to issue is 1,000,000 shares of common stock with a par value of \$15.00 per share

Section 2 – Terms of Capital Stock.

Voting Rights. Each holder of common stock is entitled to one noncumulative, unlimited vote, in person or by proxy, for each share in the holder's name on the books of the

Corporation on each matter submitted to a vote at any meeting of the shareholders.

**Dividends.** The board of directors of the Corporation may declare and pay dividends on shares of common stock in proportion to the par value thereof. Dividends are payable to shareholders of record at the close of business of the date preceding the payment thereof as the board of directors may fix in declaring the dividend.

**Issuance.** The shares of common stock of the Corporation are transferable only on the corporate books and the Corporation will not make a transfer on the corporate books, and is not bound by a transfer, until the holder has produced and surrendered a properly endorsed certificate.

**Payment.** The Corporation will not issue shares of common stock until it has received payment in full in cash, property, or securities, as provided by the Utah laws. All shares, when issued, must be fully paid and non-assessable. The Corporation's board of directors will issue common stock when, and in amounts, as it may determine, subject to any required approval of any governmental officer or agency.

**Additional Capital Stock.** Upon the vote of the majority of the board of directors, the Corporation may, by amendment to these Articles of Incorporation, increase the authorized capital stock of the Corporation, or create other classes of stock with such designation, preferences, voting power, restrictions, or qualifications as the Corporation determines. The designations, preferences, voting powers, restrictions, or qualification of the classes of the newly created stock, may be the same or different as previously issued shares.

**No Preemptive Rights.** No holder of shares of common stock has any preemptive or preferential right of subscription to any class of stock of the Corporation, whether to current or future authorized shares, or to any obligations convertible into stock of the Corporation issued or sold.

**Dissolution.** In a dissolution, the property available for the distribution to shareholders will be distributed pro rata in proportion to the par value of the common stock shares.

## **ARTICLE VI**

### ***Directors***

A board of directors composed of a minimum of five people will manage and conduct the business of the Corporation through such officers and agents as the board of directors determines appropriate, subject to the requirements of the articles and applicable law. The number and election of directors will be as specified or fixed in the Corporation's bylaws.

## **ARTICLE VII**

### ***Limitation of Liability***

No director will be personally liable to the Corporation for monetary damages for conduct as a director, provided that this article does not eliminate or limit the liability of a director for any act or omission for which elimination of liability is not permitted under applicable law.

**ARTICLE VIII**  
**Registered Agent**

The registered agent of the Corporation is Dennis V. Lloyd, corporate secretary, 100 W. Towne Ridge Parkway, Sandy, UT 84070, whose signature consenting to this appointment appears at the end of this document. The board of directors may change its registered agent without amending these articles.

**ARTICLE IX**  
**Bylaws**

The board of directors of the Corporation has the power, subject to the articles and applicable law, to make, alter, amend or repeal bylaws providing for the regulation and management of the Corporation's business and affairs.

**ARTICLE X**  
**Amendment and Saving Clause**


The board of directors may amend these articles as provided by applicable law and subject to shareholder approval. In the event any provision of these articles, or any amendment hereafter adopted, is judged ultra-vires or otherwise invalid, the remaining provisions, powers, and conditions are deemed unaffected and in full force and effect.

IN WITNESS WHEREOF, the undersigned authorized officers of the Corporation have executed these Articles of Incorporation on October 2, 2018 and affirm:

That they are all officers herein; that they have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of their knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters they believe to be true.

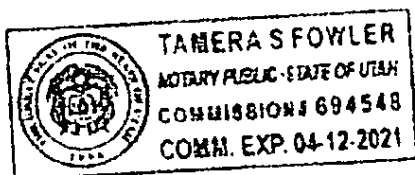
Ray Pickup  
Ray D. Pickup  
President and Chief Executive Officer

Steven Self  
Steven Self  
Corporate Secretary

State of Utah  
Department of Commerce  
Division of Corporations and Commercial Code  
I hereby certify that the foregoing has been filed  
and approved as of this day of October, 2018  
in this office of this Division and hereby issued  
This Certificate thereof.  
Examiner (TAM) Date 10/2/18  
 Jason Storz  
Jason Storz  
Division Director

STATE OF UTAH )  
COUNTY OF SALT LAKE )

On this 2nd day of October, 2018, personally appeared before me, RAY D. PICKUP and STEVEN SELF, who being duly sworn, declared that they are the persons who signed the foregoing Articles of Incorporation as Officers of the Corporation and that the statements contained therein are true.



Tamera S Fowler  
NOTARY PUBLIC  
My Commission Expires: