

F00000001445

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

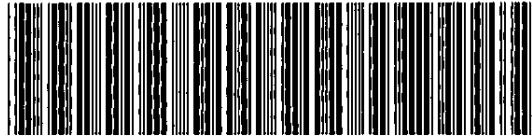
Certified Copies _____

Certificates of Status _____



Special Instructions to Filing Officer:

Office Use Only



700134657637

10/31/08--01004--008 **43.75

FILED

2008 OCT 30 AM 9:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend
Tellers
10-31-08*

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Mid-Continent Casualty Company
(Name of corporation)

DOCUMENT NUMBER: F00000001445

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Stephen C. Beraha
(Name of person)

Great American Insurance Company
(Name of firm/company)

580 Walnut Street
(Address)

Cincinnati, OH 45202
(City/state and zip code)

For further information concerning this matter, please call:

Barbara Grosser at (513) 723-2814
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|---|---|
| <input type="checkbox"/> \$35.00 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

580 Walnut Street
Cincinnati, OH 45202-3180
513.412.4925 ph
513.369.3655 fax
sberaha@gaic.com

Stephen C. Beraha
Assistant Vice President
Assistant General Counsel
and Assistant Secretary



October 15, 2008

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: **REDOMESTICATION OF**
MID-CONTINENT CASUALTY COMPANY

Dear Sir or Madam:

Mid-Continent Casualty Company, which is qualified to do business in Florida, has redomesticated from Oklahoma to Ohio effective August 25, 2008.

Pursuant to your requirements, enclosed are the following:

- Application for Amendment (Profit Corporation).
- Certified Articles Of Incorporation And Redomestication evidencing the amendment in Ohio (the state of incorporation).
- Our check in the amount of \$43.75 in payment of the filing fee (\$35) and one Certificate of Status (\$8.75).
- Transmittal Letter containing our contact information.

Please let me know if you have questions or require anything further.

Yours truly,


STEPHEN C. BERAHA

Enclosures

2008 OCT 30
SECRETARY OF STATE
TALLAHASSEE, FL

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)

F00000001445

(Document number of corporation (if known))

FILED
2008 OCT 30 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Mid-Continent Casualty Company

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

2. Oklahoma

(Incorporated under laws of)

3. 03/10/2000

(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? 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.

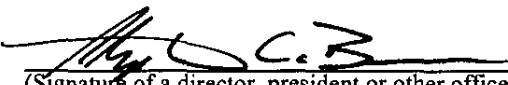
N/A

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Ohio

(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)

Stephen C. Beraha

(Typed or printed name of person signing)

October 15, 2008

(Date)

Assistant Vice President

(Title of person signing)



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
08/25/2008	200823800892	DOMESTIC ARTICLES/FOR PROFIT (ARF)	3,225.00	300.00	.00	.00	200.00

Receipt

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

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

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State,

1800938

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

MID-CONTINENT CASUALTY COMPANY

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

Document(s)

DOMESTIC ARTICLES/FOR PROFIT

Document No(s):

200823800892



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 26th day of February,
A.D. 1947.

Ohio Secretary of State



Ohio Department of Insurance

50 W. Town S., 3rd Fl., Suite 300,
Columbus, OH 43215
(614) 644-2658

www.ohioinsurance.gov

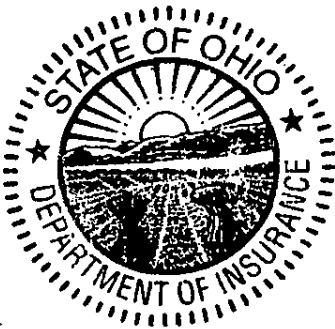
Ted Strickland, Governor
Mary Jo Hudson, Director

CERTIFICATION

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

Signed and dated on this 22nd day of August, 2008.

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



Mary Jo Hudson, Director
Ohio Department of Insurance

RECEIVED
SECRETARY OF STATE
2008 AUG 25 PM 2:03
CLIENT SERVICE CENTER

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 :
MID-CONTINENT CASUALTY : ORDER AND JOURNAL ENTRY
COMPANY :
(NAIC No. 23418)

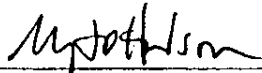
ORDER

1. The Mid-Continent Casualty Company, (the "Company") presently domiciled in the State of Oklahoma, 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 580 Walnut Street, Cincinnati, Ohio 45202, telephone (513) 369-5000. The mailing address of the Company will remain 1437 South Boulder Drive, Tulsa, Oklahoma 74119, telephone (918) 587-7221.
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 Oklahoma 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 (February 26, 1947).

This Order made and entered into the Journal of the Ohio Department of Insurance this
21st day of August, 2008.



Mary Jo Hudson
Superintendent of Insurance



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.ag.state.oh.us

August 19, 2008

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

Re: Mid-Continent Casualty Company
Articles of Incorporation and Redomestication

Dear Ms. Kolman:

I have reviewed the August 17, 2008, Articles of Incorporation and Redomestication of the Mid-Continent Casualty 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

A handwritten signature in black ink, appearing to read "Melissa L. Wilburn", is written over a horizontal line.

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

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



Department of
Insurance

Ted Strickland, Governor
Mary Jo Hudson, Director

50 West Town Street
Third Floor – Suite 300
Columbus, OH 43215
(614) 644-2658
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: Mid-Continent Casualty 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 Oklahoma 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 Stephen C. Beraha, Assistant General Counsel, Great American Insurance Group, 580 Walnut Street, Cincinnati, Ohio 45202-3180.

Sincerely,

Stephen J. Vamos
Staff Counsel
Office of Legal Services

cc: Gary Burchfield



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

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

Expedite this Form: (Select One)	
Mail Form to one of the Following:	
<input checked="" type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 ***
<input type="radio"/> 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-ARF) ORC 1701	<input type="checkbox"/> (2) Articles of Incorporation Non-Profit (114-ARN) ORC 1702	<input type="checkbox"/> (3) Articles of Incorporation Professional (170-ARP) Profession _____ ORC 1785
---	--	--

Complete the general information in this section for the box checked above.

FIRST: Name of Corporation Mid-Continent Casualty 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

See Exhibit A attached hereto and made a part hereof.

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) 375,000 Common \$9.35
(No. of Shares) (Type) (Par Value)

(Refer to instructions if needed)

RECEIVED
SECRETARY OF STATE
2008 AUG 25 PM 2:03
CLIENT SERVICE CENTER

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

Jimmy Lloyd Pierce

(Print Name)

President

07-09-08

Date


Authorized Representative

Loretta Fay Jessee

(Print Name)

Secretary

07-09-08

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 _____ 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

* Not required pursuant to ORC 1701.07(o)

(Name)

(Street)

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

_____, Ohio
(City)

(Zip Code)

Must be authenticated by an
authorized representative

Authorized Representative

Date

Authorized Representative

Date

Authorized Representative

Date

ACCEPTANCE OF APPOINTMENT

The Undersigned, _____, named herein as the

Statutory agent for,
hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature: _____
(Statutory Agent)

ARTICLES OF INCORPORATION AND REDOMESTICATION

OF

MID-CONTINENT CASUALTY COMPANY

EXHIBIT A

PREAMBLE

The undersigned corporation desires to transfer its corporate domicile from the State of Oklahoma 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 February 26, 1947, in the State of Oklahoma.

On February 26, 1947, General Bonding and Insurance Company was incorporated in Oklahoma. The corporation changed its name to Mid-Continent Casualty Company on December 1, 1956, and remains domiciled in Oklahoma.

These Articles supersede the existing Articles of Incorporation.

**THIRD:
PURPOSE**

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.

**FIFTH:
DURATION**

The duration of the corporation shall be perpetual.