

FO1000000 4501

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

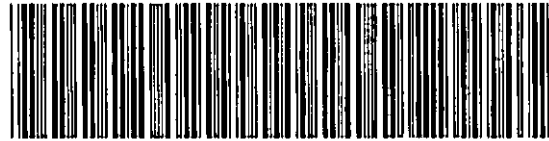
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2019 MAR 13 AM 10:46
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MAR 25 2019

C McNAIR

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: StarNet Insurance Company

Name of Corporation

DOCUMENT NUMBER: F01000004501

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Donna Burns

Name of Contact Person

Donna Burns Insurance Consultant

Firm/Company

P. O. Box 390

Address

Fayetteville, TX 78940

City/State and Zip Code

sseelza@wrberkley.com

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

For further information concerning this matter, please call:

Suzanne Seelza

at (609) 689-6648

Name of Contact Person

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

2016 MAR 13 AM 10:16
STATE OF FLORIDA
DIVISION OF CORPORATIONS

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)

F01000004501

(Document number of corporation (if known))

1. StarNet Insurance Company
(Name of corporation as it appears on the records of the Department of State)

2. Delaware 3. 08/24/2001
(Incorporated under laws of) (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)

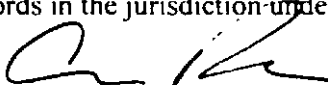
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

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

Iowa
(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.



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

Aaron Pearce

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

588748

SECRETARY OF STATE
IOWA

12570 11 11 3:41

**CERTIFICATE OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
AND ARTICLES OF REDOMESTICATION
OF
STARNET INSURANCE COMPANY**

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

Pursuant to the provisions of Section 490.1007 of the Iowa Code (the "Code"), the undersigned corporation adopts the following Amended and Restated Articles of Incorporation and Articles of Redomestication ("Articles").

1. The name of the corporation is StarNet Insurance Company (the "Company"). Prior to the filing of these Articles with the Iowa Secretary of State, the Company was incorporated in the State of Delaware pursuant to 18 Del. C. Sec. 4946 and subject to 18 Del. C. 50, and its subsequent redomestication from Delaware to Iowa is in accordance with Sections 490.902 and 515.78 of the Code (2018). The Company was incorporated on June 11, 1998, with a continuous date of incorporation of June 11, 1998, under the name "StarNet Casualty Company" and which name was changed to StarNet Insurance Company effective with Delaware on April 9, 1999.
2. The text of the Articles is attached hereto and in which all amendments thereto have been consolidated into this single document.
3. The Articles supersede all previous versions of the Company's articles or certificates of incorporation and amendments thereto.
4. The Articles were duly approved by the shareholders of the Company in the manner required by the Iowa Act and the current Restated Certificate of Incorporation.
5. The effective date of the Articles is December 31, 2018.

Dated this 12th day of November, 2018.

STARNET INSURANCE COMPANY

By: _____

Name: Ira S. Lederman

Title: Executive Vice President and Secretary

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
AND ARTICLES OF REDOMESTICATION
OF
STARNET INSURANCE COMPANY

BE IT REMEMBERED that we, whose names are hereto subscribed, pursuant to resolutions duly adopted by the Board of Directors and the Sole Shareholder of StarNet Insurance Company (the "Company"), providing for the adoption of amended and restated articles of incorporation and articles of redomestication, do hereby adopt these Amended and Restated Articles of Incorporation and Articles of Redomestication ("Articles") under and by virtue of the laws of the State of Iowa, and particularly, Chapters 490 and 515 of the Iowa Code (2018) (the "Code"), assuming all powers, rights and privileges granted bodies corporate and accepting all the duties and obligations imposed by law.

ARTICLE I – NAME

The name of the Company is StarNet Insurance Company (the "Company").

ARTICLE II – PLACE OF BUSINESS

The registered office of the Company is 11201 Douglas Avenue, Urbandale, Iowa 50322. The registered agent of the Company is T. Aaron Pearce, located at the registered office. The Company may establish and maintain such other offices and agencies in Iowa or in other states and territories of the United States for the purpose of doing business therein.

ARTICLE III – PURPOSES

The Company is organized for the purpose of conducting the business of insurance, including reinsurance, business activities reasonably and necessarily incidental to such insurance business, and any other lawful act or activities permitted under the laws of Iowa. The kinds of insurance which the Company is formed to transact are property, casualty and surety, and any and all other kinds of insurance allowed by law.

ARTICLE IV – CAPITAL STOCK

The aggregate number of shares of capital stock which the Company shall be authorized to issue shall be 935,771, consisting of 835,771 shares of common stock having a par value of \$10.00 per share and 100,000 shares of preferred stock having a par value of \$10.00 per share.

The class of Common Stock shall have the following respective terms:

a. The holders of the Common Stock shall have equal voting rights. Subject to the provisions of the Bylaws of the Company (the "Bylaws") as at the time in effect with respect to closing of the transfer books or the fixing of a record date for the determination of shareholders entitled to vote, each holder of stock shall at every meeting of the shareholders,

be entitled to one vote, whether in person or by proxy, for each share of stock of the Company held by him. There shall be no cumulative voting in the elections for Directors or in voting for any other matters.

b. At each declaration of dividends on Common Stock, each share of Common Stock shall share equally with every other share of Common Stock in such dividend.

The Preferred Stock may be issued from time to time in one or more series, each such series to have such distinctive designation or title as may be fixed by the Board of Directors prior to the issuance of any shares thereof. Each such series may differ from every other series already outstanding in such respects as may be determined from time to time by the Board of Directors prior to the issuance of any shares thereof, as follows:

a. The rate of dividend, if any, which the Preferred Stock of any such series shall be entitled to receive, whether the dividends of such series shall be cumulative, for any period not to exceed three years, or non-cumulative and, if such dividends shall be cumulative, the date from which they shall be cumulative.

b. The right or obligation, if any, of the Company to redeem shares of Preferred Stock of any series and the amount per share which the Preferred Stock of any such series shall be entitled to receive in case of the redemption thereof, and the right of the Company, if any, to reissue any such shares after the same shall have been redeemed.

c. The amount per share which the Preferred Stock of any such series shall be entitled to receive in case of the voluntary liquidation, dissolution or winding up of the Company, or in case of the involuntary liquidation, dissolution or winding up of the Company.

d. The right, if any, of the holders of Preferred Stock of any such series to convert the same into other classes of stock, and the terms and conditions of such conversion.

e. The voting power, if any, of the holders of Preferred Stock of any series, and the terms and conditions under which they may exercise such voting power.

f. The terms of the sinking fund or fund of a similar nature, if any, to be provided for the Preferred Stock of any such series.

g. Such other preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, which Iowa law permits from time to time to be fixed by resolution or resolutions of the Board of Directors (the "Authorization Resolutions") providing for the issuance of the Preferred Stock of any such series.

The description and terms of the Preferred Stock of each series in respect of the foregoing particulars shall be fixed and determined by the Board of Directors by appropriate resolution or resolutions at or prior to the time of the authorization of the issue of the original shares of each such series.

In case the stated dividends (to the extent then payable) and the amounts payable on liquidation, dissolution or winding up of the Company are not paid in full, the shareholders of all series of the Preferred Stock shall share in the payment of dividends, including accumulations, if any, and in any distribution of assets other than by way of dividends, in accordance with and to the extent permitted by the preferences fixed by the Authorization Resolutions of all series of Preferred Stock then outstanding.

The holders of the Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, out of funds legally available therefor, preferential dividends in cash at the annual rate fixed for each particular series. The holders of the Preferred Stock of each series shall be entitled to receive any additional dividends thereon as may be specified in the Authorization Resolutions of such series.

So long as any of the Preferred Stock remains outstanding, in no event shall any dividend whatever, whether in cash or other property (other than in shares of Common Stock), be paid or declared on the Common Stock by the Company unless (1) the full dividends of the Preferred Stock for all past dividend periods from the respective date or dates on which they became cumulative shall have been paid and the full dividend thereon for the then current dividend period shall have been paid or declared and a sum set apart sufficient for the payment thereof, and (2) if at any time the Company is obligated to retire or redeem shares of any series of the Preferred Stock pursuant to a sinking fund or a fund of a similar nature or otherwise, all arrears, if any, in respect of the retirement or redemption of the Preferred Stock of all such series shall have been made good. Subject to the foregoing provisions, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors may be declared and paid on the Common Stock from time to time out of the remaining funds of the Company legally available therefor, and the Preferred Stock shall not, unless otherwise permitted by the Authorization Resolutions of such series, be entitled to participate in any such dividend, whether payable in cash, stock or otherwise. No limitations, conditions or restrictions whatever are imposed by the provisions of this paragraph upon the purchase or redemption or other acquisition by the Company of any class or classes of any capital stock or other securities of the Company.

In the event of any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of the Common Stock, the holders of the Preferred Stock of each series shall be entitled to be paid in cash the applicable liquidation price per share determined in the manner, or in the amount, fixed at the time of the original authorization of issuance of shares of such respective series, together with a sum, in the case of each share of the Preferred Stock, computed at the annual dividend rate for the series of which the particular share is a part from the date on which dividends on such share became cumulative to the date fixed for such distribution or payment less the aggregate amount of all dividends theretofore and on such distribution or payment date paid thereon. If such payment shall have been made in full to the holders of the Preferred Stock, the remaining assets and funds of the Company shall be distributed among the holders of the Common Stock and the holders of the Preferred Stock of each series, if any, entitled to participate in the remaining assets and funds of the Company in accordance with the terms fixed in the Authorization Resolution of such series.

Notice of every redemption of Preferred Stock at the option of the Board of Directors shall be mailed at least 30 days in advance of the date determined by the Board of Directors for such redemption (herein called the "redemption date") to each holder of shares so to be redeemed at his address as the same shall appear on the books of the Company as of the date of mailing such notice. Such notice shall state the redemption date and the number of shares to be redeemed. The holder or holders of the shares of such stock to be redeemed shall deliver the certificate or certificates representing such shares, properly endorsed for transfer, to the Company at its principal place of business on the redemption date, against payment therefor. Any Federal or State documentary stamp tax payable on the transfer to the Company of shares to be redeemed shall be paid by the Company. The shares of such stock to be redeemed shall be selected in such manner as the Board of Directors may determine, it being expressly understood that any such redemption need not be ratable among the holders of any class or classes of the Company's capital stock and may be limited to all or part of the shares of one or more classes of the stock held by one or more holders of stock. The Board of Directors shall have full power and authority, subject to the limitations and provisions herein contained, to prescribe the terms and conditions upon which such stock shall be redeemed from time to time. If any notice of redemption shall have been given as aforesaid, and if on or before the redemption date the funds necessary for such redemption shall have been set aside by the Company, separate and apart from its other funds, in trust for the pro rata benefit of the holder or holders of the shares so called for redemption, then, from and after the redemption date, notwithstanding that any certificates for shares of stock so called for redemption shall not have been surrendered for cancellation, the shares represented thereby shall not be deemed outstanding, the right to receive any dividends thereon shall cease to accrue from and after the redemption date and all rights of the holder or holders of the shares so called for redemption shall forthwith, after the redemption date, cease and terminate, excepting only the right to receive the amount payable in respect of such redemption but without interest. Any moneys so set aside by the Company and unclaimed at the end of six years from the redemption date shall, to the extent permitted by applicable law, revert to the general funds of the Company, after which reversion such funds shall become contributions to the capital of the Company and the holder or holders of such shares shall have no further claim or right to such funds.

No holder of any of the shares of the capital stock of the Company shall be entitled as of right to purchase or to subscribe for any unissued stock, or any additional shares, whether presently or hereinafter authorized and also including, without limitations, bonds, certificates of indebtedness, debentures or other securities convertible into stock of the Company or carrying any right to purchase stock. Such unissued stock, or additional authorized issue of any stocks, or other securities convertible into stock or carrying any right to purchase stock, may be issued and disposed of, pursuant to resolutions of the Board of Directors on such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion, as permitted by law.

ARTICLE V – TERM OF EXISTENCE

The term of existence for the Company shall be perpetual.

ARTICLE VI – DIRECTORS

The business of the Company shall be managed by its Board of Directors, except as limited by these Articles or by law. The number of Directors of the Company shall be such number, not fewer than five (5) nor more than twenty-one (21), as shall be specified in the Bylaws, and within such limitation may be from time to time increased or decreased in such manner as may be prescribed in the Bylaws.

ARTICLE VII – INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Company shall be empowered to indemnify, to the extent permitted by law, any Director or officer of the Company, or any person who may have served at its request as a Director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such Director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable as follows:

- a. Receipt of a financial benefit to which a person is not entitled;
- b. An intentional infliction of harm on the Company or the shareholders;
- c. A violation of Section 490.833 of the Code; and
- d. An intentional violation of criminal law.

The Company shall be empowered to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Company, or is or was serving at the request of the Company as Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, whether or not the Company would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE VIII – AMENDMENTS TO ARTICLES

These Articles may be amended by the adoption of a resolution at any meeting of the shareholders by the affirmative vote of a majority of the shares present in person or by proxy at the meeting, causing said resolution to be set forth in a certificate duly executed by the President and Secretary or other presiding or recording officers, and thereafter, approved, filed, recorded and published in the manner prescribed by law.

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BEFORE THE
DEPARTMENT OF INSURANCE
STATE OF DELAWARE

IN THE MATTER OF:

THE REDOMESTICATION OF STARNET INSURANCE)	
COMPANY FROM THE STATE OF DELAWARE)	Docket No.3993 -2018
TO THE STATE OF IOWA)	

ORDER

WHEREAS, on November 9, 2018 the Delaware Department of Insurance ("Department") received an application from StarNet Insurance Company to redomesticate from the State of Delaware to the State of Iowa; and

WHEREAS, based on the documents submitted to the Department, the representations of StarNet Insurance Company, and other facts, matters, recommendations of the Department's staff, and information before the Insurance Commissioner of the State of Delaware ("Commissioner") finds as follows:

FINDINGS OF FACT

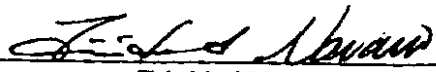
1. StarNet Insurance Company is a property and casualty insurer incorporated under the laws of the State of Delaware on June 11, 1998.
2. In accordance with *18 Del. C. § 4946* and other applicable provisions of law, the Commissioner may approve the redomestication of a domestic insurer unless it is determined that such transfer of domicile is not in the interests of the policyholders of this State.

3. The Department received correspondence from the Iowa Department of Insurance which acknowledges no objection to the redomestication of StarNet Insurance Company to Iowa.

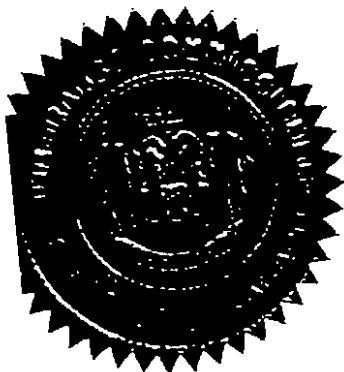
4. StarNet Insurance Company has filed all documents required by the Commissioner regarding the proposed redomestication, and all of such documents have been found to be satisfactory by the Commissioner. No other objections have been raised or are known to the redomestication.

NOW, THEREFORE, based upon the Findings of Fact, it is hereby ORDERED that the redomestication of StarNet Insurance Company from the State of Delaware to the State of Iowa is approved effective upon the signature of Commissioner. As of such effective date, the Department will issue a Certificate of Authority to StarNet Insurance Company which shall evidence that the entity is a foreign admitted insurer.

SO ORDERED this *29* day of *November*, 2018



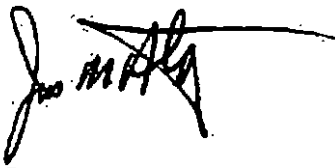
Trinidad Navarro
Insurance Commissioner



COMMISSIONER CERTIFICATE OF APPROVAL

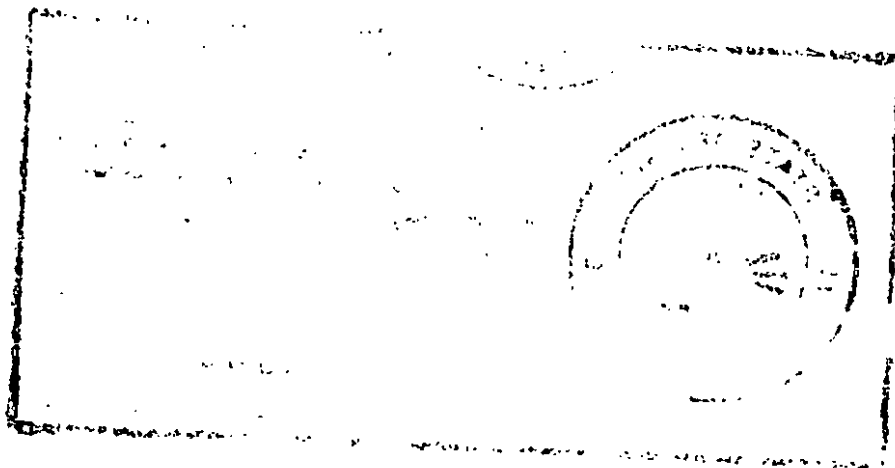
Pursuant to the relevant provisions of the Iowa Code, the undersigned approves the
**Amended and Restated Articles of Incorporation and Articles of Redomestication of
StarNet Insurance Company.**

DOUG OMMEN
Iowa Insurance Commissioner



JAMES N. ARMSTRONG
Deputy Commissioner of Supervision

Date: 12/11/2018



FILED
IOWA
SECRETARY OF STATE
12-11-18
8:41 AM
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