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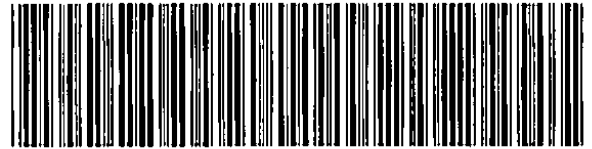
(Business Entity Name)

(Document Number)

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19 JUL 16 PM 6:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 24 2019
S. YOUNG

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Direct National Insurance Company

Name of Corporation

DOCUMENT NUMBER: F02000001293

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lori Marsh

Name of Contact Person

National General Insurance

Firm/Company

5630 University Parkway

Address

Winston-Salem, NC 27105

City/State and Zip Code

Lori.Marsh@NGIC.com

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

For further information concerning this matter, please call:

Lori Marsh

at (336) 435-2838

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

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA.
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F02000001293

(Document number of corporation (if known))

FILED
19 JUL 16 PM 6:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. DIRECT NATIONAL INSURANCE COMPANY

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

2. Arkansas

(Incorporated under laws of)

3. 03/14/2002

(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)

(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.

North Carolina

(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)

Donald J. Bolar

(Typed or printed name of person signing)

Chief Accounting Officer

(Title of person signing)



NORTH CAROLINA

Department of the Secretary of State

To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF REDOMESTICATION
OF
DIRECT NATIONAL INSURANCE COMPANY

the original of which was filed in this office on the 20th day of May, 2019.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 20th day of May, 2019.

Elaine F. Marshall

Secretary of State

**ARTICLES OF REDOMESTICATION
OF
DIRECT NATIONAL INSURANCE COMPANY**

I.

The name of the corporation is Direct National Insurance Company, an Arkansas insurer (the "Corporation").

II.

Pursuant to section 23-63-218 of the Arkansas Code, the Corporation has filed with the Commissioner of Insurance of the State of Arkansas a request to redomesticate from the State of Arkansas to the State of North Carolina. The request has not been denied or revoked.

III.

Pursuant to section 58-7-70 of the North Carolina General Statutes, the Corporation has filed with the Commissioner of Insurance of the State of North Carolina a petition to redomesticate from the State of Arkansas to the State of North Carolina. The petition has not been denied or revoked.

IV.

The Corporation is licensed as a foreign insurer in the State of North Carolina.

V.

The Articles of Redomestication shall be effective on the 20th day of MAY, 2019. On such effective date, the Corporation shall cease to be a corporation organized and domiciled in the State of Arkansas and shall become a corporation organized and domiciled in the State of North Carolina.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Redomestication to be executed by its duly authorized officers on the 14th day of MAY, 2019.

ATTEST:

By: 
Jeffrey Weissmann, Secretary

**DIRECT NATIONAL INSURANCE
COMPANY**

By: 
Barry Kappanekel, President

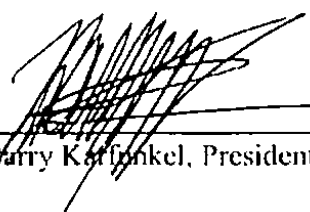
**ARTICLES OF RESTATEMENT
OF
DIRECT NATIONAL INSURANCE COMPANY**

The undersigned corporation executes these Articles of Restatement for the purpose of amending and restating the charter of the corporation:

1. The name of the corporation is Direct National Insurance Company.
2. Attached hereto as Exhibit A is the text of the Restated Articles of Incorporation of Direct National Insurance Company.
3. The Restated Articles of Incorporation contain amendments requiring shareholder approval.
4. Shareholder approval has been obtained as required by Chapter 55 of the North Carolina General Statutes for the amendments to the articles set forth in Exhibit A attached hereto.

IN WITNESS WHEREOF, these Articles of Restatement have been signed by the President and Secretary of the corporation on this the 14th day of May, 2019.

**DIRECT NATIONAL INSURANCE
COMPANY**

By: 
Barry Kaffunkel, President

[Corporate Seal]


By: 
Jeffrey Weissmann, Secretary

Exhibit A

**RESTATED ARTICLES OF INCORPORATION
OF
DIRECT NATIONAL INSURANCE COMPANY**

This certifies that the undersigned do hereby execute these Restated Articles of Incorporation and to that end do hereby set forth:

1.

The name of the corporation is Direct National Insurance Company (the "Corporation").

2.

The original charter of the Corporation was filed with the Commissioner of Insurance of the State of Arkansas on March 12, 2001.

3.

The Restated Charter has been duly adopted in accordance with N.C.G.S. §55-10-07 and §23-63-218 of the AR Code.

4.

The Articles of Incorporation of the Corporation are hereby restated in their entirety as set forth below:

I.

The name of the Corporation is Direct National Insurance Company.

II.

The period of duration of the Corporation shall be perpetual. The Corporation, pursuant to N.C.G.S. §58-7-60, shall be a continuation of the corporate existence of Direct National Insurance Company, an Arkansas corporation, through adoption of the State of North Carolina as its corporate domicile, with its date of incorporation as March 12, 2001.

III.

The Corporation shall have the authority to issue 90,000 nonassessable Class A shares of common stock, par value \$100.00 per share, and 10,000 nonassessable Class B shares of common stock, par value \$100.00 per share.

IV.

The address of the principal office of the Corporation is 5630 University Parkway, County of Forsyth, Winston-Salem, NC 27105. The initial registered office is 2626 Glenwood Avenue, Suite 550, County of Wake, Raleigh, NC 27608, and its registered agent is Corporation Service Company.

V.

The name of the initial incorporator of the Corporation is:

Jeffrey Weissmann

VI.

The purpose for which this Corporation is formed is to transact fire, marine, casualty, liability, indemnity, accident and health and fidelity and surety insurance, bonds and other undertakings and any and all other forms of insurance against hazards or risks of every kind and description which now or hereafter may lawfully be the subject of insurance or which may be written by any other corporation now or hereafter chartered by North Carolina and empowered to do an insurance business, except life and endowment insurance and contracts for the payment of annuities; to accept and to cede reinsurance of any such risks or hazards; and to acquire and to hold property and effects of every kind, including any or all of the shares or other securities of any insurance corporation or of any other corporation. The Corporation may exercise such powers outside of North Carolina to the extent permitted by the laws of the particular jurisdiction.

VII.

The Corporation shall be managed by a Board of Directors of such number as may be fixed by the Bylaws of the Corporation, which Bylaws shall prescribe the rules of government of said Corporation.

VIII.

No director of the Corporation shall be liable to the Corporation (whether in respect of an action or suit brought by the Corporation or by a third party to procure a judgment in favor of the Corporation) or to any person whose claim arises out of such person's status as a stockholder of the Corporation, for monetary damages for breach of such director's duty or duties as a director, except for liability (i) for acts or omissions that the director at the time of the breach knew or

believed were clearly in conflict with the best interests of the Corporation, (ii) under Section 55-8-33 of the North Carolina General Statutes, or (iii) for any transaction from which the director derived an improper personal benefit.

IX.

The Board of Directors shall have the power, by vote of a majority of all directors, to make, alter, amend and rescind the Bylaws of the Corporation.

X.

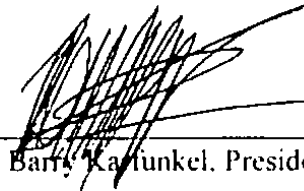
Any director of the Corporation may be removed with or without cause.

XI.

The Corporation shall maintain paid-in capital of not less than One Million Eight Hundred Thousand (\$1,800,000) Dollars, and a surplus of not less than One Million Five Hundred Thousand (\$1,500,000) Dollars.

IN WITNESS WHEREOF, these Articles have been signed by the President and Secretary of the Corporation on this the 14th day of May, 2019.

**DIRECT NATIONAL INSURANCE
COMPANY**

By:  _____

Barry Kaufunkel, President

By:  _____

Jeffrey Weissmann, Secretary

STATE OF NEW YORK

§

§

COUNTY OF NEW YORK

§

BEFORE ME, the undersigned authority, on this day personally appeared Barry Karfunkel and Jeffrey Weissmann, each first being by me duly sworn, declared that he signed the foregoing Restated Articles of Incorporation of Direct National Insurance Company; that each one was duly authorized to do so; and that the statements contained therein are true and correct.

Given under my hand and seal on this the 14 day of May, 2019.

Christina M. Butler

Notary Public in and for the State of New York

My commission expires: 8/27/19

Christina M. Butler

(Printed or stamped name of Notary)

CHRISTINA M. BUTLER
NOTARY PUBLIC-STATE OF NEW YORK
No. 01BU6173350
Qualified in Nassau County
My Commission Expires August 27, 2019

I, Mike Causey, Commissioner of Insurance in and for the State of North Carolina, do hereby certify that:

I have carefully examined the attached Articles of Redomestication and Articles of Conversion of Direct National Insurance Company, an Arkansas corporation, redomesticating from Arkansas to North Carolina and find said Articles of Redomestication and Articles of Incorporation to be in compliance with applicable insurance laws, and do hereby approve and certify them to the Secretary of State of North Carolina for filing.

In testimony whereof I have hereunto set my hand and affixed my official seal at the city of Raleigh, this 20th day of May, A.D. 2019.



Commissioner of Insurance



By Anne M. Morgan

Anne M. Morgan
Company Admissions Manager
Financial Analysis and Receivership Division