

FD20000002625

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

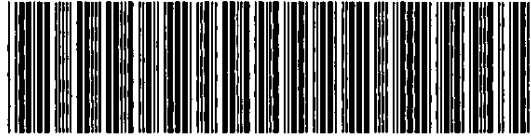
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03/27/15--01030--016 **43.75

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15 MAR 27 PM 2:12

STATE
TALLAHASSEE, FLORIDA

CRM
4-1-15

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Riverport Insurance Company

Name of Corporation

DOCUMENT NUMBER: F02000002625

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 Const.

Firm/Company

P. O. Box 397

Address

Fayetteville, TX 78940

City/State and Zip Code

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

For further information concerning this matter, please call:

Donna Burns

Name of Contact Person

at (979) 249-5754

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

SECRETARY OF STATE
TALLAHASSEE, FL 32304

15 MAR 27 PM 2:12

FILED

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)

F02000002625

(Document number of corporation (if known))

FILED
15 MAR 27 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. RIVERPORT INSURANCE COMPANY
(Name of corporation as it appears on the records of the Department of State)
2. Minnesota
(Incorporated under laws of)
3. May 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? _____
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)

Ira S. Lederman

(Typed or printed name of person signing)

Secretary

(Title of person signing)

**IOWA SECRETARY OF STATE
PAUL D. PATE**



CERTIFICATE OF EXISTENCE

Date: 3/26/2015

Name: RIVERPORT INSURANCE COMPANY (490 DP - 489974)

Date of Incorporation: 12/4/2014

Duration: PERPETUAL

I, Paul D. Pate, Secretary of State of the State of Iowa, custodian of the records of incorporations, certify the following for the corporation named on this certificate:

- a. The entity is in existence and duly incorporated under the laws of Iowa.
- b. All fees required under the Iowa Business Corporation Act due the Secretary of State have been paid.
- c. The most recent biennial report required has been filed with the Secretary of State.
- d. Articles of dissolution have not been filed.

Certificate ID: **CS104777**

To validate certificates visit:

sos.iowa.gov/ValidateCertificate

A handwritten signature in black ink, reading "Paul D. Pate".

Paul D. Pate, Iowa Secretary of State

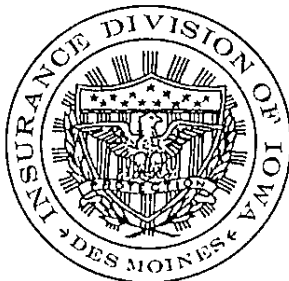
STATE OF IOWA
INSURANCE DIVISION
CERTIFICATE OF SIMILARITY

I, Nick Gerhart, Commissioner of Insurance do hereby certify that I am the official charged with the general control, supervision and direction of all insurance business transacted in the State of Iowa, and charged with the execution of the laws relating to insurance in said jurisdiction. As such official, I am custodian of the records pertaining to the Insurance Division of Iowa. I further certify that the attached instrument is a true and correct copy of

the Amended and Restated Articles of Incorporation of Riverport Insurance Company
Approved December 4, 2014

as the same appears of record in this Division.

*IN WITNESS WHEREOF, I have
hereunto set my hand and caused my
official seal to be affixed at the City of
Des Moines this 29th day of December,
A.D. 2014.*



Original seal is red

Nick Gerhart

COMMISSIONER OF INSURANCE

489974

**CERTIFICATE OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
RIVERPORT INSURANCE COMPANY**

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

Pursuant to the provisions of Section 1007 of the Iowa Business Corporation Act (the "Iowa Act"), the undersigned corporation adopts the following Amended and Restated Articles of Incorporation (the "Restated Articles").

1. The name of the corporation is Riverport Insurance Company (the "Company"). Prior to the filing of these Restated Articles with the Iowa Secretary of State, the Company was a stock property and casualty corporation incorporated in the State of Minnesota and subject to the Code of Minnesota, and the subsequent redomestication of the Company from the State of Minnesota to the State of Iowa is in accordance with Sections 490.902 and 515.78 of the Iowa Code (2013).
2. The text of the Restated Articles is attached hereto.
3. The Restated Articles supersede all previous versions of the Company's articles or certificates of incorporation and amendments thereto.
4. The Restated Articles were duly approved by the shareholders of the Company in the manner required by the Iowa Act and the current Articles of Incorporation.
5. The effective time and date of the Restated Articles is the time and date of the filing with the Iowa Secretary of State.

Dated this 4th day of November, 2014.

RIVERPORT INSURANCE COMPANY

By: _____

Name: Ira S. Lederman

Title: Senior Vice President and Secretary

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SECRETARY OF STATE
IOWA
14 DEC -4 PM 3:44

(6)

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RIVERPORT INSURANCE COMPANY

BE IT REMEMBERED that we, whose names are hereto subscribed, pursuant to resolutions duly adopted by the Board of Directors and the shareholders of Riverport Insurance Company, providing for the adoption of Amended and Restated Articles of Incorporation, do hereby adopt these Amended and Restated Articles of Incorporation under and by virtue of the laws of the State of Iowa, and particularly, Chapters 490 and 515 of the 2013 Code of Iowa, as amended, 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 corporation is Riverport Insurance Company.

ARTICLE II – PLACE OF BUSINESS

The registered office of the Corporation is 11201 Douglas Avenue, Urbandale, Iowa 50322. The registered agent of the corporation is Ann M. Collins, located at the registered office. The Corporation 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

This Corporation is organized for the purpose of conducting the business of insurance, including reinsurance, and business activities reasonably and necessarily incidental to such insurance business. The kinds of insurance which the Corporation 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 authorized capital stock of the Corporation is 5,000,000 shares of Common Stock each having a par value of \$10.00.

Payment for said stock as issued shall be made in full in lawful money of the United States. The stated capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares of common stock, plus such amounts as, from time to time, by resolution of the Board of Directors may be transferred thereto.

The Common Stock shall have the following terms:

a. The holders of the Common Stock shall have equal voting rights. Subject to the provisions of the Bylaws of the Corporation 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 Corporation held by him. There shall be no cumulative voting in the elections for Directors or in voting on 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.

c. Preemptive Rights. No holder of any of the shares of the Common Stock of the Corporation 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 Corporation 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 this Corporation shall be perpetual.

ARTICLE VI – DIRECTORS

The business of this Corporation shall be managed by its Board of Directors, except as limited by these Articles of Incorporation and by law otherwise provided. The number of Directors of this Corporation shall be such number, not fewer than five (5), 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 Corporation shall be empowered to indemnify, to the extent permitted by law, any Director or officer of the Corporation, 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:

- 1) Receipt of a financial benefit to which a person is not entitled;
- 2) An intentional infliction of harm on the corporation or the shareholders;
- 3) A violation of Section 490.833 of the Iowa Code; and
- 4) An intentional violation of criminal law.

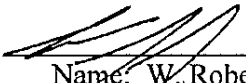
The Corporation shall be empowered to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as Director, officer, employee or agent of another corporation, partnership, joint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

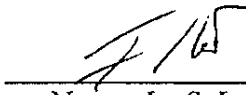
ARTICLE VIII – AMENDMENTS TO ARTICLES

These Articles of Incorporation 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.

In WITNESS WHEREOF, Riverport Insurance Company has caused these Amended and Restated Articles of Incorporation to be executed in its name by its President and Secretary this 4th day of November, 2014.

Riverport Insurance Company

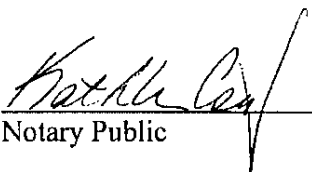
By: 
Name: W. Robert Berkley, Jr.
President

By: 
Name: Ira S. Lederman
Secretary

STATE OF CONNECTICUT)
) ss.
COUNTY OF FAIRFIELD)

BE IT REMEMBERED that on this 4th day of November, 2014 before me, a Notary Public in and for said County and State personally appeared W. Robert Berkley, Jr. and Ira S. Lederman, to me personally known to be the persons whose names are subscribed to the foregoing Amended and Restated Articles of Incorporation of Riverport Insurance Company and they acknowledged the same to be their voluntary act and deed pursuant to authority from the Board of Directors and for the use and purposes therein expressed.

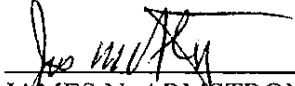
WITNESS my hand and notarial seal at Greenwich, Connecticut the day and year last above written.


Notary Public

COMMISSIONER CERTIFICATE OF APPROVAL

Pursuant to the relevant provisions of the Iowa Code, the undersigned approves the **Amendment and Restated Articles of Incorporation of Riverpoint Insurance Company** effective on the date on which the Amendment to the Articles of Incorporation is filed with the Secretary of State of Iowa.

NICK GERHART
Iowa Insurance Commissioner



JAMES N. ARMSTRONG
Deputy Insurance Commissioner

Date: 12-4-14

FILED
IOWA
SECRETARY OF STATE

12-4-14
3:44pm
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