

FD2000003365

Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
PROFESSIONALS DIRECT INSURANCE COMPANY**

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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)

FO2000003365
(Document number of corporation (if known))

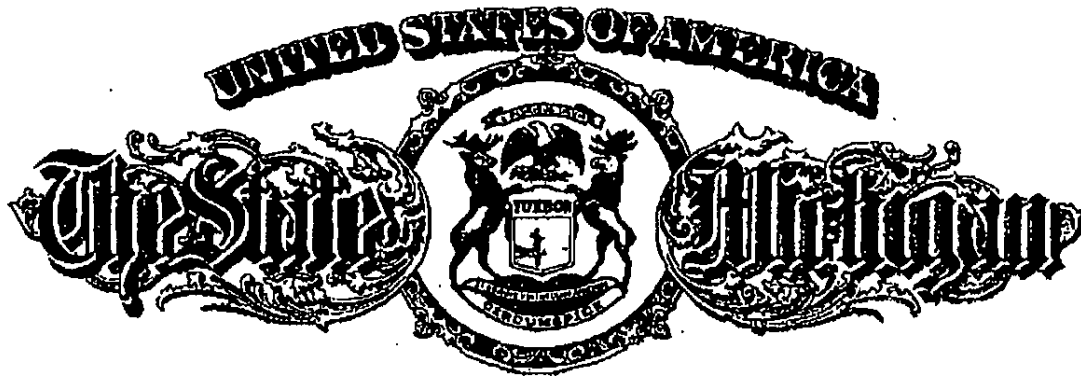
1. Professionals Direct Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. Michigan 3. September 19, 2002
(Incorporated under laws of) (Date authorized to do business in Florida)

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? August 1, 2016
5. Watford Insurance Company
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- Not Applicable
(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.
- Not Applicable
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- New Jersey
(New jurisdiction)

Janet L. Kummert
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)
Janet L. Kummert
(Typed or printed name of person signing)

Secretary
(Title of person signing)



Department of Licensing and Regulatory Affairs
Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



Sent by Facsimile Transmission
1407327

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 19th day of August, 2016

Julia Dale

Julia Dale, Director
Corporations, Securities & Commercial Licensing Bureau

08/19/2018 1:35:48 PM -0400 DELEG FAXCOM

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MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES BUREAU OF COMMERCIAL SERVICES	
Date Received DEC 14 2001	(FOR BUREAU USE ONLY) This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.
Name Dickinson Wright PLLC Attn: Todd A. Svanda	
Address 216 South Washington Square, Suite 200	
City Lansing, Michigan 48933-1816	State Zip Code
EFFECTIVE DATE: 1-1-2002	

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

FILED
DEC 14 2001
ADMINISTRATOR
BUREAU OF COMMERCIAL SERVICES

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit and Nonprofit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 182, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is:	MLM Services, Inc.
2. The identification number assigned by the Bureau is:	503-840
3. Article 1 and 15 of the Articles of Incorporation is hereby amended to read as follows:	
<p style="text-align: center;">Article 1 Name</p> <p>The name of the corporation is Professionals Direct Insurance Services, Inc. ("Corporation").</p> <p style="text-align: center;">Effective Date of Corporate Name</p> <p>The corporate name, Professionals Direct Insurance Services, Inc., will become effective January 1, 2002.</p>	

10³⁰ 12/18/01 QERCK

COMPLETE ONLY ONE OF THE FOLLOWING:

4. (For amendments adopted by unanimous consent of incorporators before the first meeting of the board of directors or trustees.)

The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this _____ day of _____

_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)
_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)

5. (For profit and nonprofit corporations whose Articles state the corporation is organized on a stock or on a membership basis.)

The foregoing amendment to the Articles of Incorporation was duly adopted on the 12th day of November, 2001 by the shareholders if a profit corporation, or by the shareholders or members if a nonprofit corporation (check one of the following)

- ☒ at a meeting the necessary votes were cast in favor of the amendment.
- ☐ by written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act if a nonprofit corporation, or Section 407(1) of the Act if a profit corporation. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)
- ☐ by written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.
- ☐ by the board of a profit corporation pursuant to section 811(2).

Profit Corporations	Nonprofit and Professional Service Corporations
Signed this <u>4th</u> day of <u>December</u> , 2001	Signed this _____ day of _____
By <u>[Signature]</u> (Signature of an authorized officer or agent)	By _____ (Signature of President, Vice-President, Chairperson or Vice-Chairperson)
Stephan M. Tuuk, President (Type or Print Name)	_____ (Type or Print Name)

State of New Jersey



DEPARTMENT OF BANKING AND INSURANCE

I, **RICHARD J. BADOLATO**, Commissioner of Banking and Insurance of the State of New Jersey do hereby certify that the annexed is a true and exact copy of the

*****AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
and
ARTICLES OF REDOMESTICATION
of
PROFESSIONAL DIRECT INSURANCE COMPANY
dated
JUNE 28, 2016*****

as taken from and compared with the original Certificate **FILED JULY 27, 2016** now remaining on file in this Department.

In Testimony Whereof, I have hereunto set my hand

and affixed my official Seal, at Trenton

this First day of August 2016

A handwritten signature in black ink, appearing to read "Richard J. Badolato", written over a circular official seal.

Commissioner of Banking and Insurance

- (b) Against any kinds of loss or damage to: Vessels, craft, aircraft, cars, automobiles and vehicles of every kind, including all kinds of automobile and aircraft insurance (excepting insurance against loss by reason of bodily injury to the person), as well as all goods, freights, cargoes, merchandise, effects, disbursements, profits, moneys, bullion, precious stones, securities, choses in action, evidence of debt, valuable papers, bottomry and respondentia interests, and all other kinds of property and interests therein, in respect to, appertaining to or in connection with any and all risks or perils of navigation, transit, or transportation, including war risks, on or under any seas or other waters, on land or in the air, or while being assembled, packed, crated, baled, compressed or similarly prepared for shipment or while awaiting the same or during any delays, storage, transshipment or reshipment incident thereto, including marine builder's risk and all personal property floater risks, and to person or to property in connection with or appertaining to a marine, inland marine, transit or transportation insurance, including liability for loss of or damage to either, arising out of or in connection with the construction, repair, operation, maintenance or use of the subject matter of the insurance (but not including life insurance or surety bonds) but, except as herein specified, not against loss by reason of bodily injury to the person.
- (c) Against loss or damage resulting from accident to or injury suffered by any person for which loss or damage the insured is liable, including, if the insured is a state or a political subdivision of a state or a municipal corporate instrumentality of one or more states, loss or damage resulting from accident to or injury suffered by any person for which loss or damage the insured would be liable if it were a private corporation.
- (d) Against damage to property of the insured or loss of life or damage to the person or property of others for which the insured is liable (including, if the insured is a state or a political subdivision of a state or a municipal corporate instrumentality of one or more states, loss of life or damage to the person or property of others for which the insured would be liable if it were a private corporation), caused by the explosion of steam boilers,

pipes, engines, motors and machinery connected therewith or operated thereby.

- (e) Against loss from the defaults of persons in positions of trust, public or private, or against loss or damage on account of neglect or breaches of duty or obligations guaranteed by the insurer; and against loss by banks, bankers, brokers, financial or moneyed corporations or associations, of any bills of exchange, notes, checks, drafts, acceptances of drafts, bonds, securities, evidences of debt, deeds, mortgages, documents, gold or silver, bullion, currency, money, platinum and other precious metals, refined or unrefined and articles made therefrom, jewelry, watches, necklaces, bracelets, gems, precious and semiprecious stones, and also against loss resulting from damage, except by fire, to the insured's premises, furnishings, fixtures, equipment, safes and vaults therein caused by burglary, robbery, hold-up, theft or larceny, or attempt thereat. No such indemnity indemnifying against loss of any property as specified herein shall indemnify against the loss of any such property occurring while in the mail or in the custody or possession of a carrier for hire for the purpose of transportation, except for the purpose of transportation by an armored motor vehicle accompanied by one or more armed guards.
- (f) Against loss from bad debts, commonly known as credit insurance.
- (g) Against loss or damage by burglary, theft, larceny, robbery, forgery, fraud, vandalism or malicious mischief, or any one or more of such hazards; and against any and all kinds of loss or destruction of or damage to moneys, securities, currencies, scrip, coins, bullion, bonds, notes, drafts, acceptances of drafts, bills of exchange and other valuable papers or documents, except while in the custody or possession of and being transported by a carrier for hire or in the mail; and against loss or damage to automobiles and aircraft by burglary, larceny, or theft, vandalism or malicious mischief, confiscation or wrongful conversion, disposal or concealment, whether held under conditional sale contract or subject to chattel mortgages, or otherwise, or any one or more of such hazards.

- (h) Against loss of and damage to glass, including lettering and ornamentation thereon, and the frame in which the glass is set resulting from breakage of the insured glass.
- (i) Against loss or damage by water or other fluid to any goods or premises arising from the breaking or leakage of sprinklers, pumps, or other apparatus erected for extinguishing fires, or of other conduits or containers, or by water entering through leaks or openings in buildings, and of water pipes and against accidental injury to such sprinklers, pumps, conduits, containers, water pipes and other apparatus; including loss of use or occupancy of the property so damaged.
- (j) Upon the lives of horses, cattle and other livestock or against loss by theft of any such property or both.
- (k) Against loss or damage to property by smoke or smudge, or both.
- (l) Against all loss to buildings and structures, including consequential loss, and against loss or damage to property of others, caused by an insured.
- (m) Against the perils of radioactive contamination and all other perils causing physical loss to nuclear energy installations and facilities including consequential loss.
- (n) Loss or damage to property by epidemic.
- (o) Against loss or damage to property by power failure or mechanical breakdown.
- (p) Insurance against loss or damage to property or any insurable interest therein caused by insects or by radiation resulting from atomic fission.
- (q) Engine breakdown.
- (r) Loss or damage to property of the assured caused by falling of tanks or equipment for protecting property against fire, by explosion other than steam boilers, pipes, engines, motor, and machinery connected therewith (except fire).

(s) Limited to the right to participate in associations or pools, such as NEPIA and NELIA, which associations or pools are authorized to write 'ALL RISKS' insurance involving Nuclear Fuel exposure.

(t) Economic Security.

(u) All other liability not covered under paragraph (c), including voluntarily assumed liability.

(v) bodily injury, disablement, sickness, death by accident or accidental means of a human being, or because of any expense relating thereto, or because of any expense incurred in prevention of sickness, and including every risk pertaining to any of the enumerated risks; and

(w) Municipal bonds means obligations issued by a state, territory or possession of the United States of America, or by any municipality, political subdivision (including but not limited to cities, counties, towns, villages, school districts and special districts for fire prevention, water, sewer, irrigation and other municipal public purposes provided for by law) or by any public agency or instrumentality (such as an authority or commission) of one or more of the foregoing, or obligations issued by any other national government or any state, province, city, town or other political subdivision thereof or any public agency or instrumentality of one or more of the foregoing.

FIFTH:

The Corporation is to be a stock company.

SIXTH:

The amount of capital stock the Corporation shall be authorized to issue shall be 20,000,000 shares of Common Stock at a par value of \$1.00 per share.

SEVENTH:

The Corporation's existence shall be a continuation of the corporate existence of the original foreign corporation, Professionals Direct Insurance Company, through the Corporation's adoption of New Jersey as its corporate domicile. The Corporation's date of incorporation shall be June 4, 1987, the original date of incorporation of Professionals Direct Insurance Company.

- EIGHTH: The duration of the Corporation shall be perpetual.
- NINTH: The number of directors of the Corporation may be fixed by the Bylaws of the Corporation (the "Bylaws") but shall not be less than the minimum required by N.J.S.A. 14A:6-2. The corporation shall have five Directors at the effective date of these articles.
- TENTH: The Board of Directors, in addition to all other rights and powers bestowed upon it by law, shall have the power, without the assent or vote of the shareholders, to make, alter, and repeal bylaws as set forth in the Bylaws. (The Bylaws made by the Board may be altered, repealed, and new Bylaws made by the shareholders.)
- ELEVENTH: The Board of Directors shall be elected annually pursuant to the Bylaws. The directors need not be elected by ballot unless required by the Bylaws of the Corporation.
- TWELFTH: The Corporation may issue both participating and non-participating policies with respect to any kind of insurance which the Corporation is authorized to transact. Dividends shall be in accordance with rates and rules applicable to such kind or kinds of insurance as may be determined in the Bylaws, subject to statutory requirements.
- THIRTEENTH: The principal officers of the Corporation shall be a Chief Executive Officer, a President, a Secretary and a Treasurer, and such other officers as the Board of Directors may determine to elect in accordance with the provisions of the Bylaws of this corporation by resolution adopted by a majority of the entire Board of Directors. All officers shall hold office for a term of one year unless sooner removed by the entire Board of Directors.
- FOURTEENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate, in the manner now or hereafter prescribed by law. All rights and powers conferred herein on shareholders, directors, and officers are subject to this reserved power.

CERTIFICATION OF EXAMINATION

I HEREBY CERTIFY that the annexed Amended and Restated Certificate of Incorporation and Articles of Redomestication of PROFESSIONALS DIRECT INSURANCE COMPANY, dated June 9, 2016, has been submitted to and examined by me pursuant to N.J.S.A. 17:17-5 and that I find the Amended and Restated Certificate of Incorporation and Articles of Redomestication to be substantially in accordance with the provisions of N.J.S.A. 17:17-1 et seq. and not inconsistent with the Constitution and laws of this State.

CHRISTOPHER S. PORRINO
ACTING ATTORNEY GENERAL OF NEW JERSEY

By: _____

Aziz O. Nekoukar
Deputy Attorney General

Dated: June 28, 2016

