

FO3000601378

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

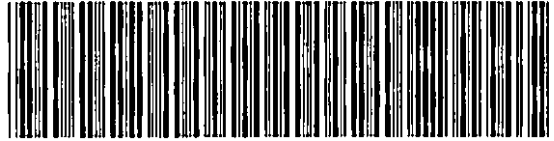
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600362426206

03/29/21--01015--002 **45.75

FILED
21 MAR 29 AM 11:45
CLERK OF COURT
CLERK OF COURT

12/21

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Name Change - Encova Life Insurance Company, formerly Motorists Life Insurance Company
Name of Corporation

DOCUMENT NUMBER: F03000001378

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mike Riley

Name of Contact Person

Encova Insurance

Firm/Company

400 Quarrier Street

Address

Charleston, WV 25301

City/State and Zip Code

mike.riley@encova.com

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

For further information concerning this matter, please call:

Mike Riley at (304) 941-1025

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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)

F03000001378

(Document number of corporation (if known))

1. Motorists Life Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. Ohio 3. 03/19/2003
(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? 01/04/2021
5. Encova Life 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)

(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.

na
(New duration)

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

na
(New jurisdiction)

8. **If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent na

(Florida street address)

New Registered Office Address: na, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

FILED
21 MAR 29 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

10. 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)

Marchelle Elaine Moore
 (Typed or printed name of person signing)

Secretary
 (Title of person signing)

FILING FEE \$35.00

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF SECRETARY OF STATE

I, Frank LaRose, Secretary of State of the State of Ohio, do hereby certify that the paper to which this is attached is a true and correct copy from the original record now in my official custody as Secretary of State.



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 22nd day of March, A.D. 2021.

Ohio Secretary of State

A handwritten signature in cursive script, appearing to read "Frank LaRose".

Validation Number:

202108102456



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
01/05/2021	202100501506	AMENDMENT TO ARTICLES (AMD)	50.00	0.00	0.00	0.00

Receipt

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

TAFT STETTINIUS & HOLLISTER LLP
KEVIN M. KINROSS ESQ
65 E. STATE ST., STE 1000
COLUMBUS, OH 43215

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Frank LaRose
344833

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

ENCOVA LIFE INSURANCE COMPANY

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

Document(s)

AMENDMENT TO ARTICLES

Effective Date: 01/04/2021

Document No(s):

202100501506



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
5th day of January, A.D. 2021.

Frank LaRose
Ohio Secretary of State

Form 540 Prescribed by:



Toll Free: 877.767.3453

Central Ohio: 614.466.3910

OhioSoS.gov

business@OhioSoS.gov

File online or for more information: OhioBusinessCentral.gov

For screen readers, follow instructions located at this path.

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 1329
Columbus, OH 43216

Expedite Filing (Two business day processing time.
Requires an additional \$100.00)

P.O. Box 1390
Columbus, OH 43216

Certificate of Amendment
(For-Profit, Domestic Corporation)
Filing Fee: \$50
Form Must Be Typed

Check appropriate box:

- ☒ Amendment to existing Articles of Incorporation (125-AMDS)
☐ Amended and Restated Articles (122-AMAP) - The following articles supersede the existing articles and all amendments thereto.

Complete the following information:

Name of Corporation

Motorists Life Insurance Company

Charter Number

344833

Check one box below and provide information as required:

- ☐ The articles are hereby amended by the **Incorporators**. Pursuant to Ohio Revised Code section 1701.70 (A), incorporators may adopt an amendment to the articles by a writing signed by them if initial directors are not named in the articles or elected and before subscriptions to shares have been received.

- ☐ The articles are hereby amended by the **Directors**. Pursuant to Ohio Revised Code section 1701.70(A), directors may adopt amendments if initial directors were named in articles or elected, but subscriptions to shares have not been received. Also, Ohio Revised Code section 1701.70(B) sets forth additional cases in which directors may adopt an amendment to the articles.

The resolution was adopted pursuant to Ohio Revised Code section 1701.70(B)
(In this space insert the number 1 through 10 to provide basis for adoption.)

- ☒ The articles are hereby amended by the **Shareholders** pursuant to Ohio Revised Code section 1701.71.

A copy of the resolution of amendment is attached to this document.

Note: If amended articles were adopted, they must set forth all provisions required in original articles except that articles amended by directors or shareholders need not contain any statement with respect to initial stated capital. See Ohio Revised Code section 1701.04 for required provisions.

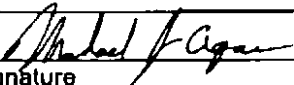
By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Must be signed by all incorporators, if amended by incorporators, or an authorized officer if amended by directors or shareholders, pursuant to Ohio Revised Code section 1701.73(B) and (C).

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.


Signature

President

By (if applicable)

Michael Agan

Print Name

Signature

By (if applicable)

Print Name

MOTORISTS LIFE INSURANCE CORPORATION

CORPORATE ACTION BY WRITTEN CONSENT

OF

ALL SHAREHOLDERS WITHOUT A MEETING

November 9, 2020

Pursuant to Ohio Revised Code § 1701.54, as amended, the undersigned, being all of the shareholders of the issued and outstanding voting capital stock of MOTORISTS LIFE INSURANCE CORPORATION, an Ohio corporation (the "Corporation"), do hereby agree and consent to the following Corporate Action in lieu of holding a formal meeting for the same purpose, with the same effect and validity as though the Corporate Action was duly taken by the unanimous action of said shareholders at a meeting of said shareholder duly called and legally held, to-wit:

WHEREAS, the shareholders of the Corporation have determined that it is advisable and in the best interests of the Corporation to amend the Articles of Incorporation of the Corporation (the "Articles of Incorporation") and the Code of Regulations and Bylaws of the Corporation (the "Bylaws") to change the name of the Corporation to Encova Life Insurance Company;

NOW THEREFORE, BE IT RESOLVED, that the Articles of Incorporation be amended (the "Articles Amendment") by deleting the First Article of the Articles of Incorporation in its entirety and replacing said Article with the following:

FIRST: The name of the corporation is Encova Life Insurance Company

FURTHER RESOLVED, that the Bylaws be amended (the "Bylaw Amendment") by deleting all references to Motorists Life Insurance Company and replacing with Encova Life Insurance Company; and

FURTHER RESOLVED, that all references to Company or Corporation within the Articles of Incorporation or Bylaws shall refer to Encova Life Insurance Company; and

FURTHER RESOLVED, that the Articles Amendment and the Bylaw Amendment be, and are hereby, approved and adopted; and

FURTHER RESOLVED, that the Corporation's officers, or their designees, are hereby authorized, empowered and directed, in the name of and on behalf of the Corporation, to take all action necessary to amend the Articles of Incorporation in order to reflect the Corporation's new name; to amend the Bylaws to reflect the Corporation's new name; to submit the Articles Amendment and the Bylaw Amendment to the Ohio Department of Insurance for approval, to file a Certificate of Amendment with the Corporation's state of incorporation; to execute, or cause to be executed, and file, or cause to be filed, any and all such documents and instruments deemed to be necessary or appropriate to carry into effect the full intent and purpose of the foregoing resolutions; and to do, or cause to be done, any and all such acts and things deemed to be necessary or appropriate to carry into effect the full intent and purpose of the foregoing resolutions; and

FURTHER RESOLVED, that this Written Consent shall be filed with the minutes of the proceedings of the Corporation.

Dated as of November 9, 2020.

SHAREHOLDERS:

MOTORISTS MUTUAL INSURANCE COMPANY

By: Thomas J. Olsch

Its: President and CEO

MOTORISTS COMMERCIAL MUTUAL INSURANCE
COMPANY

By: Thomas J. Olsch

Its: President and CEO



**Department
of Insurance**

Mike DeWine, Governor
Jon Husted, Lt. Governor

Tynesia Dorsey, Interim Director

50 West Town Street
Third Floor - Suite 300
Columbus, OH 43215-4186
(614) 644-2658
www.insurance.ohio.gov

November 30, 2020

(VIA EMAIL ONLY: Lisa.Haywood@OhioAttorneyGeneral.gov)

Lisa Haywood, Esq.
Assistant Attorney General
Health and Human Services Section
Ohio Attorney General Dave Yost
30 E. Broad St., 26th Floor
Columbus, Ohio 43215-3428

**Re: Motorists Life Insurance Company
Proposed Amendment to Articles of Incorporation**

Dear Lisa:

On or about November 16, 2020, the Ohio Department of Insurance ("Department") received a Certificate of Amendment to the Articles of Incorporation for Motorists Life Insurance Company ("Company"). The purpose of the proposed amendment is to change the name of Motorists Life Insurance Company to "Encova Life Insurance Company."

Based upon my review, the Department extends its pre-clearance to the Company's proposed amendment to the Articles of Incorporation. A copy of the Certificate of Amendment is attached to this correspondence for your consideration. Thank you for your assistance in this matter.

Sincerely,

Sean P. Sheridan

Sean P. Sheridan
Staff Attorney
Ohio Department of Insurance

cc: Mike Riley (via email only: mike.riley@encova.com)

Enclosure



DAVE YOST
OHIO ATTORNEY GENERAL

Health and Human Services
Office 614-466-8600
Fax 844-283-7223

December 24, 2020

Kevin M. Kinross, Esq.
Taft Law
65 E. State Street, Suite 1000
Columbus, Ohio 43215

Sent by Email: kkinross@taftlaw.com

Re: Encova Mutual Reorganization of Mutual Insurance Companies and Name Change of Motorists Life Insurance Company

Proposed Articles of Incorporation ("Articles") for:

- (1) Encova Mutual Insurance Group, Inc. (No. of Pages: 5, incl. cover letter);
- (2) Encova Holdings, Inc. (No. of Pages: 2, incl. cover letter);
- (3) Iowa Mutual Insurance Company (No. of Pages: 3, incl. cover letter);
- (4) Motorists Commercial Mutual Insurance Company (No. of Pages: 3, incl. cover letter);
- (5) Motorists Mutual Insurance Company (No. of Pages: 3, incl. cover letter);
- (6) Phenix Mutual Fire Insurance Company (No. of Pages: 3, incl. cover letter); and
- (7) Wilson Mutual Insurance Company (No. of Pages: 3, incl. cover letter); and
- (8) Motorists Life Insurance Corporation (No. of Pages: 8, incl. cover letter).

Submitted to ODI: November of 2020

Received by OAG: November of 2020

Dear Attorney Kinross:

In the above referenced matter, I reviewed the proposed Articles submitted to the Ohio Department of Insurance ("ODI") and received by our office. A copy of the proposed Articles is attached as received.

I consulted with ODI and they approve the proposed Articles. Based upon our review of the above-referenced documents and the relevant statutes, the proposed Articles appear to be in accordance with the Constitution and laws of both the United States and State of Ohio.

Sincerely,

DAVE YOST
Ohio Attorney General

Lisa Haywood
Lisa Haywood

Assistant Attorney General

Writer's Direct Dial: 614-466-8177

Writer's Email: Lisa.Haywood@OhioAttorneyGeneral.gov

LH/lh

cc: Sean P. Sheridan, Esq.; Ohio Department of Insurance; Sean.Sheridan@insurance.ohio.gov

Enclosure(s)