

# F030000002494

(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:

PCA PROPERTY & CASUALTY INSURANCE COMPANY, J46788, REDOMESTICATED FROM FLORIDA TO OKLAHOMA - QUALIFICATION DOCUMENTS UNDER THE NAME PROVIDENCE PROPERTY & CASUALTY INSURANCE COMPANY, F03000002494, WERE FILED ON MAY 16, 2003. THE REDOMESTICATION OF A FLORIDA INSURANCE COMPANY TO A FOREIGN JURISDICTION SHALL BE DEEMED TO BE A MERGER PURSUANT TO 607.1107(5), F.S.

Office Use Only

Corp. name is  
Provident Property &  
Casualty Insurance  
Company -



100016977381

05/02/03--01077--011 \*\*43.75

03 MAY 16 PM 2:51  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

New For.  
Qual.

sf



JACOBSON & RATZEL  
ATTORNEYS AT LAW

Writer's E-Mail: jratzel@jandrlaw.net

April 30, 2003

Via Overnight Courier

Florida Secretary of State  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: PCA Property & Casualty Insurance Company

Dear Sir or Madam:

I am writing on behalf of PCA Property & Casualty Insurance Company, which is a foreign insurance company admitted to do business in the state of Florida and, in connection with the change in PCA's name to "Providence Property & Casualty Insurance Company, I am informed by the Florida Department of Insurance that to process our request, a Certificate of Status is required to be obtained from your office.

To this end, I spoke with your office on Friday, April 26<sup>th</sup>, and was informed that the following requirements, which I have enclosed, are required to be provided to permit the issuance of a Certificate of Status: a check, made payable to the Florida Secretary of State in the amount of \$43.75; a completed Transmittal Letter; a completed Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida; a copy of the current Certificate of Authority of PCA reflecting its new name – Providence Property & Casualty Insurance Company; and the Amendment and Restated Certificate of Articles of Incorporation for PCA, reflecting the change in its corporate name.

If you have any questions or if any additional information is required, please let me know. I appreciate your prompt attention to this matter.

Very truly yours,

L. John Ratzel, Jr.

Enc.



**JACOBSON & RATZEL**  
ATTORNEYS AT LAW

Writer's E-Mail: jratzel@jandrllaw.net

May 15, 2003

Via Overnight Courier

Susan Payne  
Registration Section  
Division of Corporations  
State of Florida  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: Providence Property & Casualty Insurance Company

Dear Susan:

In accordance with our conversation of this afternoon concerning the change in the corporate name of PCA Property & Casualty Insurance Company to "Providence Property & Casualty Insurance Company", I have enclosed the following:

- A completed Transmittal Letter;
- A completed and executed Application by Foreign Corporation for Authorization to Transact Business in Florida;
- A Certificate of Incorporation from the Office of the Secretary of State for the State of Oklahoma, accompanying the Amended and Restated Certificate of Incorporation of PCA Property & Casualty Insurance Company; and
- A certified copy of the Consent Order of Redomestication issued by the Insurance Commissioner for the State of Florida, with reference to the change in domicile of the Company from Florida to Oklahoma.

It is my understanding that an additional filing fee is not required. I appreciate your assistance and look forward to receiving two (2) Original Certificates from your office certifying that the name has been changed for transmittal to the Florida Department of Insurance and the Bureau of Collateral Management.

If you have any questions, please let me know. I appreciate your assistance and the courtesies extended.

Very truly yours,

  
L. John Ratzel, Jr.

Enc.

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Providence Property & Casualty Insurance Company  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

L. John Ratzel, Jr.

(Name of Person)

Jacobson & Ratzel

(Firm/Company)

Suite 203, 13255 W. Bluemound Road

(Address)

Brookfield, Wisconsin 53005

(City/State and Zip code)

For further information concerning this matter, please call:

L. John Ratzel, Jr.

(Name of Person)

at ( 262 ) 780-0460

(Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

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

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &  
Certificate of Status

☐ \$78.75 Filing Fee &  
Certified Copy

☐ \$87.50 Filing Fee,  
Certificate of Status &  
Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Providence Property & Casualty Insurance Company  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Oklahoma 3. 13-4164015  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12-12-86 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 12-24-86 (under document number J46788)  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2995 LBJ Freeway, No. 121, Dallas, TX 75234  
(Principal office address)  
2995 LBJ Freeway, No. 121, Dallas, TX 75234  
(Current mailing address)
8. Issuance of Property & Casualty Insurance  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)  
Name: Florida Insurance Commissioner  
Office Address: 200 East Gaines Street  
Tallahassee, FL, Florida 32399-0300  
(City) (Zip code)

**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

\_\_\_\_\_  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED  
03 MAY 16 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Derek Duane Lancaster

Address: 3554 Gardenbrook

Dallas, TX 75234

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Larry John Ratzel, Jr.

Address: 13255 W. Bluemound Rd.

Brookfield, WI 53005

Director: Janice Lee Schindler

Address: 3554 Gardenbrook

Dallas, TX 75234

B. OFFICERS

President: Derek Duane Lancaster

Address: 3554 Gardenbrook

Dallas, TX 75234

Vice President: Janice Lee Schindler

Address: 3554 Gardenbrook

Dallas, TX 75234

Secretary: Larry John Ratzel, Jr.

Address: 13255 W. Bluemound Rd., Brookfield, WI 53005

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. \_\_\_\_\_

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. LARRY JOHN RATZEL, JR. SECRETARY

(Typed or printed name and capacity of person signing application)

# State of Florida



## DEPARTMENT OF INSURANCE AND TREASURER Tallahassee, Florida

October 12, 2002

I, the undersigned, Insurance Commissioner of the State of Florida, do hereby certify that  
the annexed copy of the Consent Order of Redomestication, Case No.: 62390-02 CO  
filed on September 29, 2002 of

**PCA PROPERTY & CASUALTY INSURANCE COMPANY  
LONGWOOD, FLORIDA**

has been compared with the original on file in this Department and that it is a  
correct transcript there-from and of the whole of said original.



IN TESTIMONY WHEREOF, I hereto  
subscribe my name, and affix the Seal of  
my Office, at Tallahassee, the day and year  
first above written.

*Tom Zullo*

Insurance Commissioner and Treasurer



**FILE**

**FILED**

SEP 30 2002

Treasurer and  
Insurance Commissioner  
Docketed by: SP

TOM GALLAGHER

THE TREASURER OF THE STATE OF FLORIDA  
DEPARTMENT OF INSURANCE

IN THE MATTER OF:

An Application for Consent Order of Redomestication  
of PCA PROPERTY AND CASUALTY INSURANCE  
COMPANY, a domestic insurer

CASE NO. 62300-02-CO

**RECEIVED**

OCT 02 2002

OFFICE OF THE CHIEF  
P&C INSURER SOLVENCY

CONSENT ORDER OF REDOMESTICATION

THIS CAUSE came to be considered upon a filing by PCA PROPERTY & CASUALTY INSURANCE COMPANY ("PCA"), a domestic insurer, with the Florida Department of Insurance ("DEPARTMENT") on or about August 10, 2002, in which PCA requested to redomesticate to Oklahoma pursuant to Sections 628.525 - 628.535, Florida Statutes. After a complete review of the entire record, and upon consideration thereof and being otherwise fully advised in the premises, the DEPARTMENT finds as follows:

1. The DEPARTMENT has jurisdiction over the subject matter and the parties herein.
2. PCA represents that the documents and explanation provided relating to its redomestication to Oklahoma fully describe all agreements, relationships and transactions pertinent to the redomestication. PCA shall file any resulting amendments to the aforementioned



documents and any other corporate documents for the Department's approval prior to execution of this Consent Order.

3. PCA's intent to transfer domicile from the State of Florida is not contrary to the best interests of the policyholders of Florida. PCA previously transferred all its insurance liabilities and virtually all of its assets to Folksamerica Reinsurance Company on April 1, 2000, under an instrument of transfer and assumption. Since the date of the transfer, PCA became a shell insurer and no business has been written.

4. PCA is in the process of redomesticating to Oklahoma as outlined in its letter to the DEPARTMENT dated August 10, 2002. Upon its redomestication to Oklahoma, PCA will become licensed as a foreign insurer as defined in Section 624.06, Florida Statutes, and subject to the Florida Insurance Code. PCA will be required to comply with all aspects of the Florida Insurance Code applicable to foreign insurers.

5. PCA will continue to file its financial statements in compliance with the Annual and Quarterly Statement Instructions issued by the NAIC, the Accounting Practices and Procedures manual of the NAIC, and the Florida Insurance Code; moreover, all assets and investments of PCA must comply with the requirements of Chapter 625, Florida Statutes.

6. Pursuant to Section 628.530, Florida Statutes, PCA's outstanding policies shall remain in full force and effect. PCA may continue to use its existing policy forms with appropriate endorsements, but need not endorse its policy forms solely to reflect the new name or domicile location of the company. Furthermore, PCA's rates, agents appointments and licenses in existence prior to PCA's redomestication shall continue in full force and effect after the date redomestication is approved.

7. The release of securities held by the DEPARTMENT pursuant to Sections 624.411 and 625.51, Florida Statutes, shall be contingent upon execution of this redomestication order, documentation of redomestication to the state of Oklahoma, and documentation of a deposit with the Oklahoma Department of Insurance for the protection of all policyholders. Subsequent to the redomestication, PCA shall maintain a deposit with the Bureau of Collateral Securities of not less than \$325,000 for the benefit of Florida policyholders.

8. PCA shall not write or assume any business in Florida until such time as it files a new business plan and new policy forms with the DEPARTMENT and receives prior written approval of the DEPARTMENT.

9. Executive Order 13224, which was signed by President George W. Bush on, September 23, 2001, blocks the assets of terrorist and terrorist support organizations identified by the Office of Foreign Assets Control of the Treasury Department. The Order also prohibits any transactions by U.S. persons involving the blocked assets and interests. The list of identified terrorists and terrorist support organizations is periodically updated at the Treasury Department's website, [www.treas.gov/ofac](http://www.treas.gov/ofac)

10. PCA shall establish and adhere to necessary procedures to detect and prevent prohibited transactions with individuals and entities which have been identified at the Office of Foreign Assets Control website of the Treasury Department.

11. The DEPARTMENT and PCA expressly waive a hearing in this matter; the making of Findings of Fact and Conclusions of Law by the DEPARTMENT, and all other and further proceedings herein to which the parties may be entitled by law or by rules of the DEPARTMENT. The insurer agrees not to appeal or otherwise contest this Consent Order of Redomestication in any forum now or hereafter available to them.

12. The parties agree that this Consent Order will be deemed to be executed when the agency head or his designee has signed a copy of this Consent Order bearing the signature of PCA or its authorized representative, notwithstanding the fact that the copy was transmitted to the DEPARTMENT by facsimile machine.

THEREFORE, the application for an order of Redomestication of PCA, a domestic insurer, to the State of Oklahoma, is hereby approved and effective as of the date the redomestication is approved by the Oklahoma Department of Insurance.

FURTHER, all terms and conditions contained herein are hereby ORDERED.

DONE and ORDERED this 30TH day of SEPTEMBER, 2002.



  
KEVIN MCCARTY  
Deputy Insurance Commissioner

COPIES FURNISHED TO:

MR. STEVEN ELLIOT FASS, PRESIDENT  
PCA Insurance Company  
One Liberty Plaza, 19<sup>th</sup> Floor  
New York, NY 10006-1404

MR. DONALD A. EMEIGH, EXECUTIVE VICE PRESIDENT  
PCA Insurance Company  
One Liberty Plaza, 19<sup>th</sup> Floor  
New York, New York 10006-1404

MR. L. JOHN RATZEL  
Jacobson & Ratzel  
Suite 203  
13255 West Bluemound Road  
Brookfield, Wisconsin 53005

MR. LEE RODDENBERRY, BUREAU CHIEF  
Florida Department of Insurance  
P&C Insurer Solvency  
Tallahassee, Florida 32399

ANTHONY B. MILLER, ESQUIRE  
Florida Department of Insurance  
Division of Legal Services  
200 East Gaines Street  
612 Larson Building  
Tallahassee, Florida 32399-0333

By execution hereof, PCA PROPERTY AND CASUALTY INSURANCE COMPANY consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions and shall be bound by all provisions herein. The undersigned represents that he or she has the authority to bind PCA PROPERTY AND CASUALTY INSURANCE COMPANY to the terms and conditions of this Consent Order and has personal knowledge of the APPLICATION and the information provided therein.

PCA PROPERTY AND CASUALTY  
INSURANCE COMPANY

By:

Print Name:

Title:

Corporate Seal

On Sept. 16, 2002 before me, Linda S. Lieberman, personally appeared Donald A. Emleigh, Jr., personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the person or the entity upon behalf which the person acted, executed the instrument.

Subscribed and sworn to before me this 16<sup>th</sup> day of Sept. 2002.

Signature

(Signature of Notary Public)

[NOTARIAL SEAL]

My Commission Expires:

LINDA S. LIEBERMAN  
NOTARY PUBLIC, State of New York  
No. 41-4843886  
Qualified in Suffolk County  
Commission Expires July 31, 20 05

STATE OF OKLAHOMA  
*Insurance Commissioner*  
CARROLL FISHER



OKLAHOMA INSURANCE DEPARTMENT  
2401 NW 23<sup>rd</sup>, Suite 28 - P.O. Box 53408  
Oklahoma City, Oklahoma 73107-3408

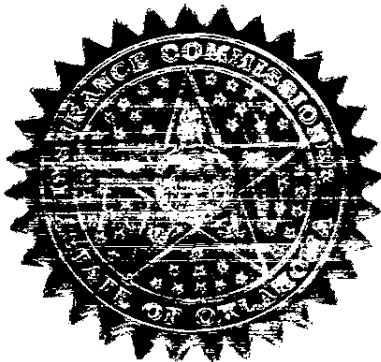
I, CARROLL FISHER, Insurance Commissioner of the State of Oklahoma, do hereby certify that the following and hereto attached is a true copy of the

**Certificate of Authority**


for

**PROVIDENCE PROPERTY & CASUALTY  
INSURANCE COMPANY**

IN TESTIMONY WHEREOF, I have hereunto set my Hand and affixed the Official Seal of the Insurance Commissioner at the City of Oklahoma City, State of Oklahoma, this 2nd day of April, 2003.



  
\_\_\_\_\_  
INSURANCE COMMISSIONER  
Carroll Fisher

  
\_\_\_\_\_  
Financial Analyst  
Jim Via

0108  
AMENDED

State of



Oklahoma

Carroll Fisher  
Insurance Commissioner  
Box 53408 2401 N.W. 23 Street, Suite 28  
Oklahoma City, Oklahoma 73152-3408

Whereas, the

PROVIDENCE PROPERTY & CASUALTY  
INSURANCE COMPANY

OKLAHOMA

a corporation organized under the laws of

and located at

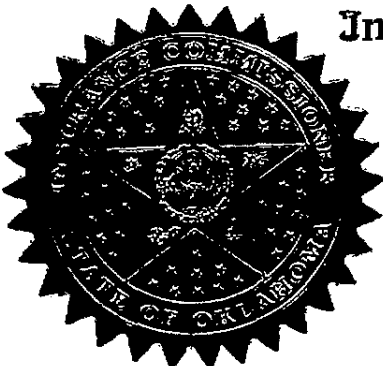
LAND MARK TOWERS WEST, SUITE 200

OKLAHOMA CITY, OK 73112

having complied with the Insurance laws of Oklahoma, is hereby licensed and  
authorized to transact the business of \*\*\* PROPERTY, CASUALTY,

VEHICLE, WORKERS COMP \*\*\*

This Certificate of Authority shall be perpetual and automatically renewed as of  
March 1st of every year, unless the insurer fails to qualify for renewal pursuant  
to the requirements of Title 36 of the Oklahoma Insurance Code.



In Witness Whereof. I have hereunto set my hand  
and caused the seal of my office to be affixed at the  
City of Oklahoma City, State of Oklahoma, this  
26TH day of FEBRUARY A.D. 2003

Carroll Fisher

Carroll Fisher  
Insurance Commissioner State of Oklahoma

STATE OF OKLAHOMA  
*Insurance Commissioner*  
CARROLL FISHER



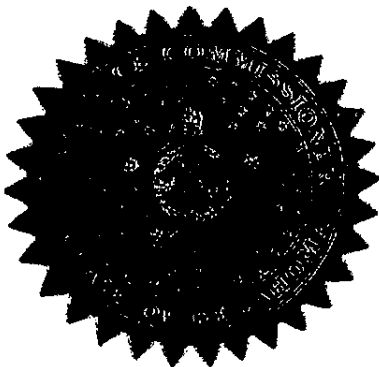
OKLAHOMA INSURANCE DEPARTMENT  
2401 N. W. 23<sup>rd</sup>, Suite 28 • P.O. Box 53408  
Oklahoma City, Oklahoma 73152-3408

**TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:**

I, CARROLL FISHER, Insurance Commissioner of the State of Oklahoma, do hereby certify that this is a true and correct copy of the:

**Amended and Restated Certificate of  
Articles of Incorporation  
for**

**PCA PROPERTY & CASUALTY INSURANCE  
COMPANY**



IN TESTIMONY WHEREOF, I have hereunto set my Hand and affixed the Official Seal of the Insurance Commissioner at the City of Oklahoma City, State of Oklahoma, this 13<sup>th</sup> day of March, 2003.

*Carroll Fisher*

INSURANCE COMMISSIONER  
CARROLL FISHER

*Jim Via*

Financial Analyst  
Jim Via



OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF INCORPORATION

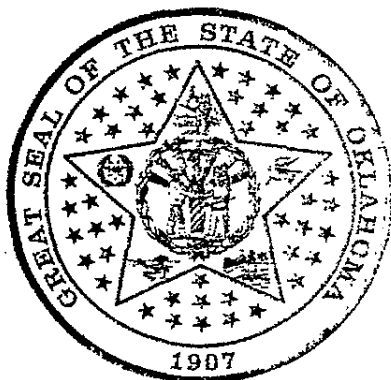
*WHEREAS the Certificate of Incorporation of*

**PROVIDENCE PROPERTY AND CASUALTY INSURANCE COMPANY**

*has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.*

*NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.*

*IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.*



Filed in the City of Oklahoma City this 12th  
day of March, 2003.

*M. Susan Savage*  
Secretary of State

By: *Dana Perry*

**FILED**

**MAR 12 2003**

OKLAHOMA SECRETARY  
OF STATE

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
PCA PROPERTY & CASUALTY INSURANCE COMPANY**

STATE OF OKLAHOMA )  
 ) SS:  
COUNTY OF OKLAHOMA )

FINANCIAL DIVISION  
APPROVED AS TO FORM

**FEB 26 2003**

CARROLL FISHER  
INSURANCE COMMISSIONER  
OKLAHOMA

TO: Honorable Carroll Fisher  
State Insurance Commissioner  
State of Oklahoma

TO: Honorable M. Susan Savage  
Secretary of State  
State of Oklahoma

PCA Property & Casualty Insurance Company, a corporation organized under the laws of the State of Florida, (the "Company"), hereby certifies as follows:

1. The Articles of Incorporation were originally filed in the State of Florida December 9, 1988.
2. The original Articles were amended February 16, 1995 to change the name to PCA Property & Casualty Insurance Company.
3. On October 30, 2002 the Insurance Commissioner of the State of Florida granted approval of an application by the Company to redomesticate from the State of Florida to the State of Oklahoma.
4. On November 7, 2002 the Insurance Commissioner of the State of Oklahoma granted approval of an application by the Company to redomesticate from the State of Florida to the State of Oklahoma.
5. This Amended and Restated Certificate of Incorporation restates and integrates and further amends the Articles of Incorporation of the Company and is filed in accordance with the Oklahoma General Corporation Act. The Certificate of Incorporation of the Company is amended and restated and supersedes and replaces all other and former Articles of Incorporation.

RECEIVED  
OK SEC. OF STATE

**MAR 12 2003**

-1-

RECEIVED

**FEB 27 2003**  
OKLAHOMA SECRETARY  
OF STATE

6. The Board of Directors of the Company at a special meeting held on February 1, 2003 adopted a resolution approving the Amendment and Restatement of the Certificate of Authority as follows:

#### **ARTICLE I**

The name of this Corporation is:

PROVIDENCE PROPERTY AND  
CASUALTY INSURANCE  
COMPANY

#### **ARTICLE II**

The duration of the existence of this Corporation is perpetual.

#### **ARTICLE III**

The kinds of insurance this Corporation is authorized to transact, and the objects, powers, and purposes to be transacted, promoted, and carried on are:

1. To engage in the insurance business as a domestic, stock property and casualty insurer, as defined by Title 36, §609, §704, §705, §706, §707, §708, and §2102, Oklahoma Statutes, and all amendments, additions, and supplements thereto and replacements thereof, and generally to make, write, execute and issue contracts and policies of insurance as follows:

- (a) credit insurance, which is insurance against loss or damage resulting from failure of debtors to pay their obligations to the insured;
- (b) miscellaneous insurance, which is insurance against any other kind of loss, damage, or liability properly a subject of insurance and not within any other kind of insurance as defined in this article, if such insurance is not disapproved by the Insurance Commissioner as being contrary to law or public policy;
- (c) insurance guaranteeing the performance of contracts other than insurance policies, and guaranteeing and executing bonds, undertaking and contracts of suretyship;
- (d) to reinsure and to accept reinsurance, and to make and enter into contracts pertaining to the same;
- (e) workers compensation insurance;

- (f) to grant, issue, purchase or dispose of any and all forms and types of insurance defined now or in the future under the provisions of Title 36 §708, Oklahoma Statutes, and all amendments, additions, and supplements thereto and replacements thereof.
2. To acquire, and pay for in cash, stock, or bonds of this Corporation or otherwise, the good will, rights, assets, and property, and to undertake or assume the whole or any part of the obligations or liabilities of, any person, firm, association, or corporation engaged in the same or similar business.
  3. To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks, and trade names, relating to or useful in connection with any business of this Corporation.
  4. To issue bonds, debentures, or obligations of this Corporation from time to time, for any of the objects or purposes of this Corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.
  5. To purchase, hold, sell, and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such would cause any impairment of its capital except as otherwise permitted by law; and provided further that the shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.
  6. To have one or more offices to carry on all or any of its operations and business; and, without restriction or limitation as to the amount, to purchase or otherwise acquire, hold, own, operate, manage, supervise, maintain, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories, or colonies of the United States, and in any foreign countries, subject to the law of such state, district, territory, colony, or country.
  7. To acquire by purchase, subscription, contract or otherwise, and to hold, sell, exchange, mortgage, pledge, or otherwise dispose of, and generally to deal in and with, all forms of securities, including, but not by way of limitations, shares, stocks, bonds, debentures, coupons, notes, scrip, mortgages, evidences of indebtedness, commercial paper, certificates of indebtedness, and certificates of interest issued or created in any and all parts of the world by corporations, associations, partnerships, firms, trustees, syndicates, individuals, governments, states, municipalities, and other political and governmental divisions and subdivisions, or by any combinations, organizations, or entities whatsoever, or issued or created by others, irrespective of their form or the name by which they

may be described, and all trust participation and other certificates of, and receipts evidencing interest in, any such securities; and while the owner thereof, to exercise all the rights, powers and privileges of ownership thereof.

8. In general, to carry on any other similar business in connection with the foregoing, and to have and exercise all the powers conferred upon corporations by the laws of the State of Oklahoma, and to do any and all things hereinbefore set forth to the same extent as natural persons might or could do.
9. The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

#### **ARTICLE IV**

This Corporation is and shall be a stock company and not a mutual company. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is Two Million (2,000,000) shares of common stock having a par value of One Dollar (\$1.00) per share. The corporation will begin business with Seven Hundred Fifty Thousand Dollars (\$750,000) of paid-in capital and One Million Dollars (\$1,000,000) of surplus. Each shareholder of common stock shall be entitled to cast one vote for each share of stock standing in his name on the books of the Corporation and will be entitled to share in any dividend declared by the Corporation.

In the event of dissolution of the Corporation, whether voluntary or involuntary, the holder of each share of common stock will share in the assets distributed in such dissolution equally.

#### **ARTICLE V**

The property, affairs and business of this Corporation shall be managed, controlled and conducted by a Board of Directors which shall be composed of not less than three (3) persons and not more than ten (10) persons. The number within the limits herein provided, the tenure, the qualification, and the procedure for the election of the members of the Board of Directors shall be as provided in the Bylaws of the Corporation. The following persons compose the Board of Directors of this Corporation: Also, listed as Incorporators:

**Name**

**Address**

Derek D. Lancaster

3554 Gardenbrook, Dallas, TX

Janice Schindler

3612 Whiteriver, Dallas, TX 75287

L. John Ratzel

810 Morningside Lane, Elm Grove, WI 53122

Philip D. Brooks

4710 Three Meadows Drive, Brookfield, WI  
53005

N. Wayne Stark

2450 Hwy 22 W., Alexander City, AL 35010

The following persons are the officers of this Corporation:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Derek D. Lancaster	President	3554 Gardenbrook, Dallas, TX
L. John Ratzel	Secretary	810 Morningside Lane, Elm Grove, WI 53122
Philip D. Brooks	Treasurer	4710 Three Meadows Drive, Brookfield, WI 53005

#### **ARTICLE VI**

In furtherance and not in limitation of the powers conferred by the laws of the State of Oklahoma, the Board of Directors of this Corporation is expressly authorized:

1. To exercise all such powers of this Corporation and do all such lawful acts and things as are not prohibited by statute or by this Certificate of Incorporation as from time to time amended, directed, or required to be exercised or done by the shareholders.

2. To make, adopt, alter, amend, add to, revise, or repeal the Bylaws of this Corporation to the fullest extent authorized by law; provided, however, the Board of Directors shall not adopt, or alter any Bylaw provision fixing their number, qualifications, or term of office and shall not alter the rights of any class of stockholders without a majority vote of all stockholders.

3. To authorize and cause its officers to perform any act, enter into any transaction, execute any instrument or document on behalf of this Corporation, in pursuance of the objects, powers, and purposes of the Corporation.

4. To designate, by resolution passed by a majority of the whole Board of Directors, one (1) or more committees, each to consist of three (3) or more Directors, which committees, to the extent provided in such resolution or in the Bylaws of this Corporation, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of this Corporation and shall have power to authorize the seal of this Corporation to be affixed by its officers to all papers which may require it.

#### **ARTICLE VII**

The President, any Director, or any Vice President of this Corporation shall have the power to take the necessary steps to comply with the laws of this or any other state with reference to authorizing this Corporation to do business outside the State of Oklahoma and the President, Secretary or any Assistant Secretary may appoint local resident agents of this Corporation in any state or foreign country where the Corporation engages in business or where the President deems the same necessary and proper to further the business of this Corporation. The President or any Vice President also shall have the power to fill any vacancies occurring in said agencies.

#### **ARTICLE VIII**

The location of the home office and place of business of the Corporation is Land Mark Towers West, Ste. 200, 3555 NW 58<sup>th</sup> Street in the City of Oklahoma City, Oklahoma County, State of Oklahoma with an administrative office at 3554 Gardenbrook, in the City of Dallas, State of Texas. The Corporation is authorized to transact business in all the counties of said state, and in such other states and counties as the Board of Directors may from time to time determine.

#### **ARTICLE IX**

The shares of stock of this Corporation are not subject or liable to assessment.

#### **ARTICLE X**

The shares of the Corporation may be issued by the Corporation from time to time and for such consideration as the Board of Directors may fix and determine, without action by the shareholders, provided such consideration shall be money or property, including intangibles, actually received; labor or services actually performed, shares, securities or other obligations of the Corporation actually surrendered, canceled or reduced, or funds or other assets transferred from surplus to capital upon the allotment of a share dividend. The Board of Directors may dispose of treasury shares and shares received by way of donation or by contract, for such consideration as the Board of Directors may fix and determine, without action by the shareholders, and without regard for then fair value of the shares of the same class then outstanding.

**ARTICLE XI**

The presence in person or by proxy of the holders of a majority of the shares entitled to vote at any meeting of the shareholders shall constitute a quorum for the transaction of business.

**ARTICLE XII**


All meetings of the shareholders shall be held at the office of the Corporation within the State of Oklahoma or such other place or places within or without the State of Oklahoma as may be designated by the Board of Directors.

**ARTICLE XIII**


The name and address of the Corporation's registered agent upon whom all process in any action or proceeding may be served is J. Ted Bonham, Land Mark Towers West, Ste. 200, 3555 NW 58<sup>th</sup> Street, Oklahoma City, OK 73112.

**IN WITNESS WHEREOF**, we have signed this Amended Certificate of Incorporation this 12<sup>th</sup> day of February, 2003.





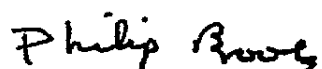
Derek D. Lancaster



Janice Schindler



L. John Ratzel



Philip D. Brooks

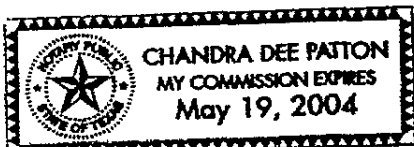


N. Wayne Stark

STATE OF Texas )  
COUNTY OF Dallas ) ss.

Before me, the undersigned, a Notary Public in and for said County and State, on this 12<sup>th</sup> day of February, 2003 personally appeared Derek S. Lancaster, to me known to be the identical person who subscribed their name to the foregoing instrument as its Officer /or Director and acknowledged to me that they executed the same as their free and voluntary act and deed.

Given under my hand and seal of office the day and year last above written.




Chandra Dee Patton  
Notary Public

My Commission Expires:

STATE OF -- OKLAHOMA )  
 ) ss.  
COUNTY OF OKLAHOMA )

Before me, the undersigned, a Notary Public in and for said County and State, on this 13<sup>th</sup> day of February, 2003 personally appeared JANICE SCHINDLER, PHILLIP D. BROOKS, N. WAYNE STARK, and L. JOHN RATZEL to me known to be the identical person who subscribed their name to the foregoing instrument as its Officer /or Director and acknowledged to me that they executed the same as their free and voluntary act and deed.

Given under my hand and seal of office the day and year last above written.

  
Notary Public # 02002433

My Commission Expires:

2-11-06