

F0300000 4949

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

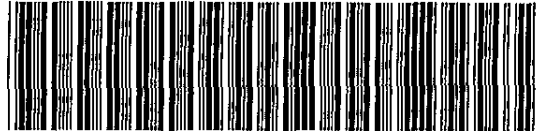
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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02/10/06--01003--010 **43.75

FILED
06 FEB 10 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For: ARED
KRB 2/13

**PEDIATRICIANS INSURANCE RISK RETENTION GROUP
OF AMERICA**

VIA TWO-DAY UPS

(850) 245-6050

February 2, 2006

Attn: Karen Gibson
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Re: *Pediatricians Insurance Risk Retention Group of America, Inc.*
 NAIC Company Code: 11772; NAIC Group Code: 0000; FEIN: 20-0167681
 Florida Document #F)3000004949**

Dear Ms. Gibson:

Per our telephone conversation of last week, enclosed please find the following documents submitted on behalf of the above-named insurance company which has redomesticated from the State of Vermont to the District of Columbia:

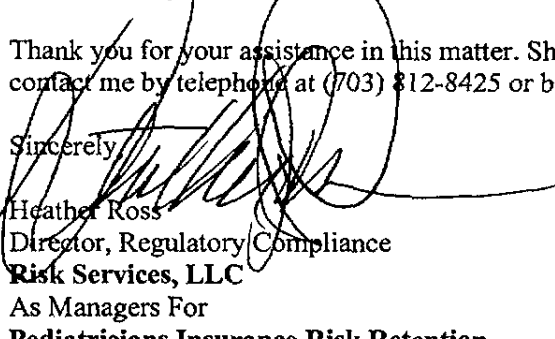
1. Amendment Section Cover Letter;
2. Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, submitted in duplicate;
3. Certified copy of the Articles of Redomestication filed with the corporation's new jurisdiction, the District of Columbia;
4. Check in the amount of \$43.75 in payment of the Division's fees for filing and for return of one (1) certified copy of the enclosed filing.

Kindly return the requested certified copy to:

Attn: Heather Ross
Risk Services
1501 Wilson Boulevard, Suite 1110
Arlington, VA 22209

Thank you for your assistance in this matter. Should you have any questions, please don't hesitate to contact me by telephone at (703) 812-8425 or by e-mail at hross@riskservices.com.

Sincerely,


Heather Ross
Director, Regulatory Compliance
Risk Services, LLC
As Managers For
**Pediatricians Insurance Risk Retention
Group of America, Inc.**

/hr

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Pediatricians Insurance Risk Retention Group of America, Inc.
(Name of Corporation)

DOCUMENT NUMBER: FO3000004949

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Heather Ross

(Name of Contact Person)

Risk Services, LLC

(Firm/Company)

1501 Wilson Boulevard, Suite 1110

(Address)

Arlington, VA 22209

(City/State and Zip Code)

For further information concerning this matter, please call:

Heather Ross

(Name of Contact Person)

at (703) 812-8425

(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 TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FO3000004949

(Document number of corporation (if known))

1. Pediatricians Insurance Risk Retention Group of America, Inc.

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

2. Vermont

(Incorporated under laws of)

3. 9/29/03

(Date authorized to do business in Florida)

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06 FEB 10 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, 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.

District of Columbia

(New jurisdiction)


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Eugene Rosov

(Typed or printed name of person signing)

President

(Title of person signing)

**Government of the District of Columbia
Department of Insurance, Securities and Banking**



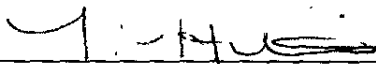
**Thomas E. Hampton
Acting Commissioner**

Risk Finance Bureau

CERTIFICATION OF ARTICLES OF REDOMESTICATION

I HEREBY CERTIFY THAT THE ATTACHED ARTICLES OF REDOMESTICATION
FILED of **Pediatricians Insurance Risk Retention Group of America, Inc.**, IS A TRUE AND
CORRECT COPY OF THE ORIGINAL ON FILE WITH THE DISTRICT OF COLUMBIA
DEPARTMENT OF INSURANCE, SECURITIES AND BANKING.

HEREUNTO SET MY HAND AND
THE OFFICIAL SEAL OF THIS
DEPARTMENT FOR THE COMMISSIONER
OF INSURANCE THIS 2nd
DAY OF February 2006.



Timeka Hines
Staff Assistant
Risk Finance Bureau

SEAL

**ARTICLES OF REDOMESTICATION
OF
PEDIATRICIANS INSURANCE RISK RETENTION GROUP
OF AMERICA, INC.**

TO: DISTRICT OF COLUMBIA
DEPARTMENT OF INSURANCE, SECURITIES AND BANKING
1400 L STREET, N.W., SUITE 400
WASHINGTON, D.C. 20005

RECEIVED
2005 DEC 15 A 9:38
DEPARTMENT OF INSURANCE
SECURITIES AND BANKING

I, the undersigned natural person of the age of eighteen years or more acting as redomesticator of a foreign corporation under the Business Corporation Act (D.C. Code, 2001 edition, Title 29, Chapter 1, as amended) and the Captive Insurance Company Act of 2004 (D.C. Code, 2001 edition, Title 31, Chapter 39, as amended), adopt the following Articles of Redomestication:

FIRST: The name of the corporation is Pediatricians Insurance Risk Retention Group of America, Inc. (the "Corporation").

SECOND: The Corporation was incorporated on July 24, 2003 in the State of Vermont.

THIRD: The Corporation is moving its domicile from the State of Vermont to the District of Columbia.

FOURTH: These Articles of Redomestication shall be effective upon filing and shall become the Articles of Incorporation for the Corporation as of the date of such filing. Notwithstanding anything to the contrary in these Articles of Redomestication or in any certificate or document issued by the Insurance Commissioner of the State of Vermont in connection herewith, the Corporation's existence shall be deemed to have commenced as of the date of its incorporation in the State of Vermont and shall continue uninterrupted after its redomestication in the District of Columbia pursuant hereto, and the Corporation shall possess all rights that it had prior to the redomestication to the extent permitted by the laws of the District of Columbia and shall be responsible and liable for all the liabilities and obligations that it was subject to prior to the redomestication. All outstanding insurance policies issued by the Corporation shall remain in full force and effect after such redomestication.

FIFTH: Upon redomestication of the Corporation in the District of Columbia, the Corporation shall be subject to the laws of the District of Columbia, including but not limited to the domestic corporation provisions of the District of Columbia Business Corporation Act.

SIXTH: The purposes for which the Corporation is being redomesticated are to engage in the business of insuring and reinsuring various types of risk and to carry on and conduct any lawful act or activity permitted by captive insurance companies, including risk retention groups, under District of Columbia law or the federal Liability Risk Retention Act of 1986, 15 U.S.C § 3901 et seq., as amended. Additionally, the Corporation has all other powers afforded an association captive insurer risk retention group incorporated pursuant to the Captive Insurance

Company Act of 2004, D.C. Code, 2001 edition, Title 31, Chapter 39, as amended, and the Risk Retention Act of 1993, D.C. Code, 2001 edition, Title 31, Chapter 41, as amended. The Corporation has the power to do all things necessary or convenient to carry out its business and affairs.

SEVENTH: The filing of these Articles of Redomestication and the renunciation of the original Articles of Incorporation of the Corporation have been approved by the Board of Directors and the Members of the Corporation in accordance with the Corporation's original Articles of Incorporation and applicable law.

EIGHTH: The period of the Corporation's existence is perpetual.

NINTH: The Corporation shall not have authority to issue any shares of stock and shall be incorporated as a nonassessable, mutual insurer. The Corporation shall have Members, consisting of its policyholders. Each Member shall be entitled to one (1) vote for each full-time equivalent doctor such Member employs or is owned by, provided that a Member who is an individual shall be entitled to one (1) vote and, provided further, that no Member shall be entitled to more than ten (10) votes, subject to the terms and conditions that shall be set forth in the Corporation's Bylaws and the Member's Subscription Agreement, as such Bylaws and such Subscription Agreement may be amended from time to time. Each Member must vote all votes held by such Member in the same manner on any matter submitted to a vote of the Members. All Members with voting rights shall vote as one voting group on all matters submitted to a vote of such members. The affirmative vote of at least two-thirds of all votes present in person or by proxy shall be required to approve any matter submitted for approval by the Members, including the election of directors. Members that are no longer policyholders of the Corporation shall have no voting rights.

TENTH: The Corporation may declare and pay any equity dividend or distribution voted upon by the Board of Directors. Any such equity dividend or distribution shall take into account a Member's capital contribution and may include a cumulative interest component thereon. Policyholder dividends or credits, based on premiums paid, shall not be considered equity dividends or distributions.

ELEVENTH: The Corporation may accept as Members only (a) those persons or entities that are eligible to become Members pursuant to the Bylaws of the Corporation and who become policyholders of the Corporation or (b) an organization comprised solely of individuals or entities who hold insurance policies, or who will hold insurance policies, issued by the Corporation.

TWELFTH: In the event of the dissolution or liquidation of the Corporation, no distribution shall be made to any Member until all liabilities of the Corporation have been paid or provided for with adequate reserves. Liabilities for these purposes shall include, but not necessarily be limited to, any indebtedness, policy and claim obligations, repayment of contributed capital (together with any cumulative interest component that may be voted on by the Board of Directors) to Members or former Members who were Members of the Corporation at any time during the three (3) years next preceding the date upon which any plan of dissolution or

liquidation was authorized by the Corporation or ordered by the Commissioner of the District of Columbia Department of Insurance, Securities and Banking ("Final Members"), and expenses of administration. Any funds thereafter remaining shall constitute the net worth of the Corporation upon dissolution or liquidation. Final Members shall be entitled to a share of the Corporation's net worth upon its dissolution or liquidation, which shall be determined as follows:

(1) A Final Member's account shall be credited with the amount of the Final Member's total gross premium paid for the three (3) years next preceding the date upon which any plan of dissolution or liquidation was authorized by the Corporation or ordered by the Commissioner of the District of Columbia Department of Insurance, Securities and Banking; and


(2) A Final Member's share of the Corporation's net worth upon dissolution or liquidation shall be the product of the Corporation's net worth upon dissolution or liquidation multiplied by the ratio that the Final Member's account as of the date of dissolution or liquidation bears to the total of all Final Members' accounts as of that date.

THIRTEENTH: The address of the initial registered office of the Corporation is 5101 Wisconsin Avenue, N.W., Suite 500, Washington, DC 20016. The name of the Corporation's initial registered agent at such address is Sean P. Kehoe.

FOURTEENTH: The Board of Directors shall consist of seven (7) directors until increased or decreased from time to time by amendment of the Bylaws. The names and addresses of the persons who are to serve as directors until the next annual meeting of shareholders or until their successors are duly elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Eugene A. Rosov	The Palm Bay, 780 NE 69 th Street #2310, Miami, FL 33138
Michael J. Mazzola	108 Coleman Avenue, Chatham, NJ 07928
Todd Zimmerman, D.O.	1565 Eastwood Avenue, Highland Park, IL 60035
Henry Gelband, M.D.	Dept. of Pediatrics; 1601 NW 12 th Avenue – Suite 8008, Miami, FL 33136
Nina Sanchez, M.D.	CMO - South Florida Pediatric Partners, 7800 SW 87 th Avenue – Suite C350, Miami, FL 33173
Michael Martin, M.D.	2 Pacheco Street, San Francisco CA 94116-1435
George Termotto, M.D.	Affiliated Pediatrics, 4811 Hollywood Boulevard - Suite B, Hollywood, FL 33021

Dated this 13 day of 12, 2005.


Eugene A. Rosov
President

I, Eden Jean Charles, a Notary Public, hereby certify that on the 13th day of Dec., 2005, Eugene A. Rosov appeared before me and signed the foregoing document as redomesticator, and has averred that the statements therein contained are true.



DATE: 12-13, 2005

