

FOR 000000 1619

(Requestor's Name)

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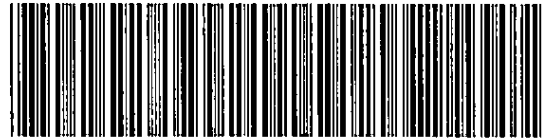
(Business Entity Name)

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04/23/19--01024--001 **35.00

FILED
MAY 02 2019
S. YOUNG

MAY 02 2019

S. YOUNG

CARE RISK RETENTION GROUP, INC.
58 East View Lane, Suite 2
Barre, VT 05641

March 26, 2019

Florida Division of Corporations
P O BOX 6327
Tallahassee, FL 32314

Re: CA RE Risk Retention Group, NAIC Company Code 11825; FEIN: 52:2395338

Dear Sir/Madam;

Please be advised that pursuant to approval by the District of Columbia Department of Insurance Securities and Banking and by the Department of Financial Regulation of the State of Vermont, the above-mentioned risk retention group registered in your State has re-domesticated from the District of Columbia to the State of Vermont. Accordingly, the following information is confirmed for the group:

Domicile:	Vermont
Home office address:	58 East View Lane, Suite 2 Barre, VT 05641
Approved Captive Manager:	Risk Services-Vermont, Inc. 58 East View Lane, Suite 2 Barre, VT 05641 FEIN: 03-0354179
Regulatory and Tax Contact:	Linda Villani
Mailing Address	1605 Main Street Suite 800 Sarasota, FL 34236 Phone: (941)955-0793 E-mail:lvillani@pboa.com

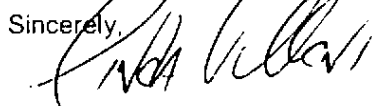
In connection with the group's change of domicile, enclosed please find the following:

1. Copy of the Certificate of authority issued by the insurance regulator of the State of Vermont effective December 31, 2018.
2. Copy of the Amended and Restated Articles of incorporation as filed with the Office of the Secretary of the State of Vermont effective December 31, 2018.

Written confirmation of the reported changes for the company would be deeply appreciated.

Should you have any questions in connection with this matter, do not hesitate to contact me by telephone 941-373-1116 or by e-mail at lvillani@pboa.com.

Sincerely,



Linda Villani
Account Manager
Risk Services-Vermont, Inc

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CARE Risk Retention Group, Inc.

Name of Corporation

DOCUMENT NUMBER: F04000001619

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Linda Villani

Name of Contact Person

Risk Services

Firm/Company

1605 Main Street, Suite 800

Address

Sarasota, FL 34236

City/State and Zip Code

lvillani@riskserveos.com

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

For further information concerning this matter, please call:

Linda Villani

at (941) 955-0703

Name of Contact Person

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)

F04000001619

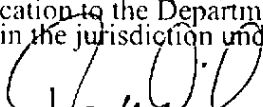
(Document number of corporation (if known))

1. CARE Risk Retention Group, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. District of Columbia 3. 03/19/04
(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? _____
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.
Vermont
(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)

STATE OF VERMONT
OFFICE OF SECRETARY OF STATE
Certificate of Redomestication

The Secretary of State hereby grants a Certificate Confirming Incorporation to

CARE RISK RETENTION GROUP, INC.

Formerly District Of Columbia Corporation

Redomesticating to Vermont pursuant to T.8, Chapter 101, Section 3437. Attached is a true copy of the amended and restated articles of incorporation for such corporation which appear of record in this office effective December 31, 2018



December 13, 2018

Given under my hand and the seal
of the State of Vermont, at
Montpelier, the State Capital

James C. Condos

James C. Condos
Secretary of State

**VERMONT SECRETARY OF STATE**

Corporations Division

MAILING ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104

DELIVERY ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104

PHONE: 802-828-2386

WEBSITE: www.sec.state.vt.us

ARTICLES OF INCORPORATION

FILING NUMBER: 0002468729

FILING DATE: 12/13/2018

EFFECTIVE DATE: 12/31/2018

BUSINESS INFORMATION	
BUSINESS ID	0351194
BUSINESS NAME	CARE RISK RETENTION GROUP, INC.
BUSINESS TYPE	Domestic General Corporation
PURPOSE OF CORPORATION	52-Finance and Insurance 4130-Reinsurance Carriers

FISCAL YEAR END MONTH	
FISCAL YEAR END MONTH	December

TYPE OF CORPORATION	
TYPE OF CORPORATION	Domestic General Corporation

PRINCIPAL OFFICE BUSINESS ADDRESS			
STREET ADDRESS	58 East View Lane	CITY	Barre
STATE	VT	ZIP CODE	05641
COUNTRY	USA		

PRINCIPAL OFFICE MAILING ADDRESS			
ADDRESS	58 East View Lane	CITY	Barre
STATE	VT	ZIP CODE	05641
COUNTRY	USA		

CAPITAL STOCK INFORMATION	
The Capital Stock will not be divided into more than one class; all shares will have unlimited voting rights, as well as equal allocation of net assets upon dissolution	
Number Of Common Shares	100000000
Total Par Value of Common Shares	1.00
Number Of Preferred Shares	0
Total Par Value of Preferred Shares	0

INCORPORATOR INFORMATION		
NAME	PHYSICAL ADDRESS	MAILING ADDRESS
see initial directors	5101 Wisconsin Ave. N.W., Suite 500, Washington, DC, 20016, USA	5101 Wisconsin Ave. N.W., Suite 500, Washington, DC, 20016, USA

OFFICER/DIRECTOR INFORMATION			
NAME	TITLE	PHYSICAL ADDRESS	MAILING ADDRESS
Arthur D. Perschetz	Director	5101 Wisconsin Ave. N.W., Suite 500, Washington, DC, 20016, USA	5101 Wisconsin Ave. N.W., Suite 500, Washington, DC, 20016, USA
Sean P. Kehoe	Director	5101 Wisconsin Ave. N.W., Suite 500, Washington, DC, 20016, USA	5101 Wisconsin Ave. N.W., Suite 500, Washington, DC, 20016, USA
Michael B. Woodard	Director	5101 Wisconsin Ave. N.W., Suite 500, Washington, DC, 20016, USA	5101 Wisconsin Ave. N.W., Suite 500, Washington, DC, 20016, USA

AGENT INFORMATION		
NAME	PHYSICAL ADDRESS	MAILING ADDRESS
RISK SERVICES- VERMONT INC	58 EAST VIEW LN #2, BARRE, 05641, VT	58 EAST VIEW LN #2, BARRE, 05641, VT

REDOMESTICATION INFORMATION	
PREVIOUS STATE NAME	District Of Columbia
PREVIOUS COUNTRY	United States
PREVIOUS ENTITY TYPE	Corporation



VERMONT SECRETARY OF STATE

Corporations Division

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PHONE: 802-828-2386 WEBSITE: www.sec.state.vt.us

FILING NUMBER:0002468729
FILED DATE:12/13/2018
EFFECTIVE DATE: 12/31/2018

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CARE RISK RETENTION GROUP, INC.

ARTICLE I
Name

The name of the corporation shall be CARE Risk Retention Group, Inc.

ARTICLE II
Registered Office, Registered Agent and Initial Principal Place of Business

The registered office of the corporation as of the Effective Date shall be 58 East View Lane, Suite 2, City of Barre, County of Washington, and State of Vermont, 05641, and the registered agent at such address shall be Risk Services-Vermont, Inc. The initial principal place of business of the corporation shall be 58 East View Lane, Suite 2, City of Barre, County of Washington, and State of Vermont 05641.

ARTICLE III
Purpose

This corporation is a Vermont general corporation, organized for the purpose of writing insurance and reinsurance as a captive insurance risk retention group pursuant to the federal Liability Risk Retention Act, 15 U.S.C. §§ 3901 *et seq.*, and Title 8, Vermont Statutes Annotated, Chapters 141 and 142, Captive Insurance Companies and Risk Retention Groups and Purchasing Groups, respectively. The corporation may conduct all activities necessary or incidental to the foregoing, and may engage in any other lawful business or activity.

ARTICLE IV
Authorized Shares

The aggregate number of shares the corporation shall have authority to issue is the following: One Hundred Million (100,000,000) shares of one class of shares, one dollar (\$1.00) par value, said class consisting of voting common shares. The sole class of shares shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution.



VERMONT SECRETARY OF STATE

Corporations Division

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PHONE: 802-828-2386

WEBSITE: www.sec.state.vt.us

FILING NUMBER:0002468729
FILED DATE:12/13/2018
EFFECTIVE DATE: 12/31/2018

ARTICLE V

Shareholder Action Without Meeting

Action required or permitted to be taken by the shareholders of a corporation at a shareholders' meeting may be taken without a meeting if the action is taken by the holders of at least a majority of all of the shares entitled to vote on the action, and if each shareholder is given prior notice of the action proposed to be taken. Each action must be evidenced by one or more written consents describing the action taken, signed by the holders of at least a majority of the shares, and filed in the corporate minute book. Prompt notice of any action taken by less than unanimous written consent in lieu of a meeting shall be given to all shareholders entitled to vote on such action.

ARTICLE VI

Greater Quorum or Voting Requirements for Shareholders

The shareholders of the corporation may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by these Articles or the Vermont Business Corporation Act.

ARTICLE VII

Director Liability

To the extent permitted by Section 2.02(b)(4) of the Vermont Business Corporation Act, as the same may be supplemented, replaced or amended, no director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, solely as a director, based on a failure to discharge his or her own duties in accordance with Section 8.30 of the Vermont Business Corporation Act, as the same may be supplemented, replaced, or amended.

ARTICLE VIII

Effective Date

These Amended and Restated Articles of Incorporation shall be effective as of the 31st day of December, 2018 (the "Effective Date").



VERMONT SECRETARY OF STATE

Corporations Division

MAILING ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104

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PHONE: 802-828-2386

WEBSITE: www.sec.state.vt.us

FILING NUMBER:0002468729

FILED DATE:12/13/2018

EFFECTIVE DATE: 12/31/2018

ARTICLE IX
Incorporators

This corporation is changing its domicile from the District of Columbia to the State of Vermont pursuant to 8 V.S.A. § 3437, *et seq.* The corporation operated in the District of Columbia under the name "CARE Risk Retention Group, Inc.," the same name under which it will operate in Vermont. The corporation was originally formed and incorporated in the District of Columbia on October 31, 2003, pursuant to the filing with the District of Columbia Department of Insurance and Securities Regulation of Articles of Incorporation signed by the following individuals:

<u>Name</u>	<u>Address</u>
Arthur D. Perschetz	5101 Wisconsin Ave. N.W., Suite 500 Washington, DC 20016
Sean P. Kehoe	5101 Wisconsin Ave. N.W., Suite 500 Washington, DC 20016
Michael B. Woodard	5101 Wisconsin Ave. N.W., Suite 500 Washington, DC 20016

Executed on behalf of the corporation as of this 4th day of December, 2018.

CARE RISK RETENTION GROUP, INC.

By: 
Dr. Daniel Hafendorfer, President

Category of Business for Vermont Department of
Economic Development's Data Base:
55 Insurance Carrier

12603\00001\7313658.v3



VERMONT SECRETARY OF STATE

Corporations Division

MAILING ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104

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PHONE: 802-828-2386

WEBSITE: www.sec.state.vt.us

FILING NUMBER:0002468729
FILED DATE:12/13/2018
EFFECTIVE DATE: 12/31/2018

**CERTIFICATE TO ACCOMPANY
THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CARE RISK RETENTION GROUP, INC.
(Redomesticating from the District of Columbia)**

VTSCS CORP. DIV.
DEC 13 2018 11:11

Pursuant to 11a V.S.A. § 10.06, CARE Risk Retention Group, Inc., hereby presents the attached Amended and Restated Articles of Incorporation and certifies as follows:

ARTICLE I

The name of the corporation is CARE Risk Retention Group, Inc. The corporation is redomesticating to Vermont from the District of Columbia pursuant to 8 V.S.A. §§ 3437 and 3439. The corporation was known in the District of Columbia by the same name.

ARTICLE II

The Restatement of the Articles of Incorporation attached hereto contains amendments to the Articles of Incorporation requiring shareholder approval. The text of the amendments is set forth in full in the attached Amended and Restated Articles of Incorporation.

ARTICLE III

The Amended and Restated Articles of Incorporation, including the amendments, were adopted by the Board of Directors as of November 30, 2018 and approved by the shareholders as of November 30, 2018 in accordance with the provisions of the Vermont Business Corporation Act as applicable pursuant to 8 V.S.A. § 3437.



VERMONT SECRETARY OF STATE

Corporations Division

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DELIVERY ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104

PHONE: 802-828-3386

WEBSITE: www.sec.state.vt.us

FILING NUMBER: 0002468729
FILED DATE: 12/13/2018
EFFECTIVE DATE: 12/31/2018

UTS IS CORP. INC.
12/13/2018 11:01

ARTICLE IV

At the time of the voting on the amendments, the corporation had only one class of stock, and one million (1,000,000) shares were issued and outstanding as of November 30, 2018. The outstanding shares were entitled to cast a total of one million (1,000,000) votes. The number of votes indisputably cast in favor of the amendments was one million (1,000,000) and no votes were cast against the amendments. The shareholders approved, adopted, and indisputably cast all votes for the amendments contained in the Amended and Restated Articles of Incorporation at a duly called and held meeting of the shareholders or by unanimous written consent, which was sufficient for approval.

Dated as of the 4th day of December, 2018.

CARE RISK RETENTION GROUP, INC.

By: 
Dr. Daniel Hafendorfer, President

12603V0000117313943.v2



VERMONT SECRETARY OF STATE

Corporations Division

MAILING ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104

DELIVERY ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104

PHONE: 802-828-2385

WEBSITE: www.sec.state.vt.us

FILING NUMBER: 0002468729
FILED DATE: 12/13/2018
EFFECTIVE DATE: 12/31/2018



State of Vermont
Department of Financial Regulation
80 Main Street
Montpelier, VT 05620-3101
www.dfr.vermont.gov

VERMONT GOVERNMENT
DEC 13 2018 PM 1:11

CARE Risk Retention Group, Inc.

(a proposed restricted corporation for
captive insurance)

X
X Certificate of General Good
X
X
X

WHEREAS, the Commissioner of the Department of Financial Regulation (hereafter the Commissioner) received a Petition pursuant to 8 V.S.A., Section 6006(e) from the above-captioned proposed corporation, to issue thereto a Certificate of General Good; and

WHEREAS, in connection with the redomestication of **CARE Risk Retention Group, Inc.** from Washington, DC to Vermont; and

WHEREAS, the Commissioner has considered the facts and circumstances surrounding this Petition, including: the character, reputation, financial standing and purposes of the proposed incorporators; the character, reputation, financial responsibility, insurance experience and business qualifications of the proposed officers and directors; and all other facts that the Commissioner has deemed advisable in his review of the Petition;

NOW THEREFORE, pursuant to the provisions of 8 V.S.A. Section 6006 and based upon the Commissioner's review and consideration of the facts and circumstances surrounding the Petition, all of which are herein incorporated by reference, the Commissioner does hereby find that the proposed corporation, **CARE Risk Retention Group, Inc.** will promote the general good of the State of Vermont and does issue this Certificate of General Good as evidence thereof.

IN WITNESS WHEREOF, I
have set my hand, and
affixed the official seal of
the Department of Financial
Regulation, this 4th day of
December, 2018.

David F. Provost
DAVID F. PROVOST
DEPUTY COMMISSIONER
CAPTIVE INSURANCE

SECRET

CERTIFICATE VALID WITH WATERMARK

Banking
802-828-3307

Insurance
802-828-3301

Captive Insurance
802-828-3304

Securities
802-828-3420

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CARE RISK RETENTION GROUP, INC.**

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