

FD400003467

(Requestor's Name)

(Address)

(Address)

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☐ PICK-UP

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(Business Entity Name)

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MAR 29 2016

R. WHITE

FILED
16 MAR 28 PM 2:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Key Risk Insurance Company

Name of Corporation

DOCUMENT NUMBER: F04000003467

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Todd Elbert, AVP - Compliance

Name of Contact Person

Key Risk Insurance Company

Firm/Company

7823 National Service Rd

Address

Greensboro, NC 27409

City/State and Zip Code

compliance @keyrisk.com

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

For further information concerning this matter, please call:

Todd Elbert, AVP - Compliance

Name of Contact Person

at (336) 605-7336

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



Key Risk
a W. R. Berkley Company

WORKERS COMPENSATION

PO Box 49129, Greensboro, NC 27419

800.942.0225

www.KeyRisk.com

Expertise is no accident

March 21, 2016

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

Via Email & Mail

**RE: Key Risk Insurance Company NAIC # 10885
Corporate Amendments Application – Notice of Redomestication
Response to February 18, 2016 Request for Additional Information**

Dear Ms. White:

Per your letter of March 3, 2016, enclosed is a Certified copy of Key Risk Insurance Company's Articles of Correction and Amended and Restated Articles of Incorporation and Articles of Redomestication, certified by the Iowa Secretary of State.

If you have any questions regarding this matter, please contact me at 336-605-7336, or telbert@keyrisk.com.

Yours truly,

Todd Elbert
Assistant Vice President - Compliance
Staff Attorney
Toll Free: 800.942.0225, Ext. 3367336

Encls.

RECEIVED
16 MAR 28 PM 2:04
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 3, 2016

TODD ELBERT AVP
7823 NATIONAL SERVICE RD
GREENSBORO, NC 27409 US

SUBJECT: KEY RISK INSURANCE COMPANY
Ref. Number: F04000003467

We have received your document for KEY RISK INSURANCE COMPANY and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date 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 the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White
Regulatory Specialist II

Letter Number: 416A00004484

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)

F04000003467

(Document number of corporation (if known))

1. Key Risk Insurance Company

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

2. North Carolina

(Incorporated under laws of)

3. 6/17/2004

(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? N/A

5. N/A

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

N/A

(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.

N/A

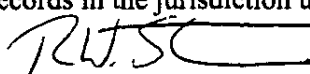
(New duration)

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

Iowa

(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)

Robert W. Standen

(Typed or printed name of person signing)

President

(Title of person signing)

FILED
16 MAR 25 PM 2:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

512825

**ARTICLES OF CORRECTION
AMENDED AND RESTATED ARTICLES OF INCORPORATION
AND
ARTICLES OF REDOMESTICATION
OF
KEY RISK INSURANCE COMPANY**

Pursuant to Section 124 of the Iowa Business Corporation Act, the undersigned Corporation adopts the following Articles of Correction:

1. The name of the Corporation is Key Risk Insurance Company.
2. A copy of the Amended and Restated Articles of Incorporation and Articles of Redomestication, as filed with the Iowa Secretary of State on December 17, 2015 is attached.
3. The incorrect statement in the Amended and Restated Articles of Incorporation and Articles of Redomestication is:

Paragraph 5 of the introductory page of the Amended and Restated Articles of Incorporation and Articles of Redomestication reads as follows:

5. The effective time and date of the Restated Articles is the time and date of the filing with the Iowa Secretary of State.

4. The incorrect statement in the Amended and Restated Articles of Incorporation and Articles of Redomestication should be revised as follows:

Paragraph 5 of the introductory page of the Amended and Restated Articles of Incorporation and Articles of Redomestication should read as follows:

5. The effective time and date of the Amended and Restated Articles of Incorporation and Articles of Redomestication is December 31, 2015.

Dated: December 22, 2015

KEY RISK INSURANCE COMPANY

By: RW. Standen
Name: Robert W. Standen
Title: President

By: Rebecca H. Karr
Name: Rebecca H. Karr
Title: Secretary

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
AND
ARTICLES OF REDOMESTICATION
OF
KEY RISK INSURANCE COMPANY**

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

Pursuant to the provisions of Section 1007 of the Iowa Business Corporation Act (the "Iowa Act"), the undersigned corporation adopts the following Amended and Restated Articles of Incorporation and Articles of Redomestication (the "Restated Articles").

1. The name of the corporation is Key Risk Insurance Company (the "Corporation"). Prior to the filing of the Restated Articles with the Iowa Secretary of State, the Corporation was a stock property and casualty corporation incorporated in the State of North Carolina and subject to the General Statutes of North Carolina, and the subsequent redomestication of the Corporation from the State of North Carolina to the State of Iowa is in accordance with Sections 490.902 and 515.78 of the Iowa Code (2015).
2. The text of the Restated Articles is attached hereto.
3. The Restated Articles supersede all previous versions of the Corporation's articles or certificates of incorporation and amendments thereto.
4. The Restated Articles were duly approved by the shareholders of the Corporation in the manner required by the Iowa Act and the current Articles of Incorporation, as amended.
5. The effective time and date of the Restated Articles is the time and date of the filing with the Iowa Secretary of State.

Dated this 19th day of November, 2015.

KEY RISK INSURANCE COMPANY

By: 

Name: Rebecca H. Karr

Title: Chief Operating Officer, Chief Financial
Officer, Secretary and Treasurer

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
AND
ARTICLES OF REDOMESTICATION
OF
KEY RISK INSURANCE COMPANY**

BE IT REMEMBERED that we, whose names are hereto subscribed, pursuant to resolutions duly adopted by the Board of Directors and the shareholders of Key Risk Insurance Company (the "Corporation"), providing for the adoption of Amended and Restated Articles of Incorporation and Articles of Redomestication, do hereby adopt these Amended and Restated Articles of Incorporation and Articles of Redomestication under and by virtue of the laws of the State of Iowa, and particularly, Chapters 490 and 515 of the 2015 Code of Iowa, as amended, assuming all powers, rights and privileges granted bodies corporate and accepting all the duties and obligations imposed by law.

ARTICLE I - NAME

The name of the Corporation is Key Risk Insurance Company.

ARTICLE II - PLACE OF BUSINESS

The registered office of the Corporation is 400 East Court Avenue, Des Moines, IA, 50309. The registered agent of the Corporation is C T Corporation System, located at the registered office. The Corporation may establish and maintain such other offices and agencies in Iowa or in other states and territories of the United States for the purpose of doing business therein.

ARTICLE III - PURPOSES

The Corporation is organized for the purpose of conducting the business of insurance, including reinsurance, and business activities reasonably and necessarily incidental to such insurance business. The kinds of insurance which the Corporation is formed to transact are property, casualty and surety, and any and all other kinds of insurance allowed by law.

ARTICLE IV - CAPITAL STOCK

The Corporation shall have the authority to issue four million (4,000,000) shares of common stock with a par value of \$2.50 per share. "Par Value" shall mean the dollar amount fixed as the nominal or face value, as opposed to the market value, of each share of common stock, such dollar amount appearing on each certificate for shares of common stock issued by the Corporation.

Payment for said stock as issued shall be made in full in lawful money of the United States. The stated capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares of common stock, plus such amounts as, from time to time, by resolution of the Board of Directors may be transferred thereto.

The class of Common Stock shall have the following respective terms:

a. The holders of the Common Stock shall have equal voting rights. Subject to the provisions of the Bylaws of the Corporation (the "Bylaws") as at the time in effect with respect to closing of the transfer books or the fixing of a record date for the determination of shareholders entitled to vote, each holder of stock shall at every meeting of the shareholders be entitled to one vote, whether in person or by proxy, for each share of stock of the Corporation held by him. There shall be no cumulative voting in the elections for Directors or in voting on any other matters.

b. At each declaration of dividends on Common Stock each share of Common Stock shall share equally with every other share of Common Stock in such dividend.

c. **Preemptive Rights.** No holder of any of the shares of the capital stock of the Corporation shall be entitled as of right to purchase or to subscribe for any unissued stock, or any additional shares, whether presently or hereinafter authorized and also including, without limitations, bonds, certificates of indebtedness, debentures or other securities convertible into stock of the Corporation or carrying any right to purchase stock. Such unissued stock, or additional authorized issue of any stocks, or other securities convertible into stock or carrying any right to purchase stock, may be issued and disposed of, pursuant to resolutions of the Board of Directors on such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion, as permitted by law.

ARTICLE V - TERM OF EXISTENCE

The term of existence for the Corporation shall be perpetual.

ARTICLE VI - DIRECTORS

The business of the Corporation shall be managed by its Board of Directors, except as limited by these Articles of Incorporation and by law otherwise provided. The number of Directors of the Corporation shall be such number, not fewer than five (5) nor more than twenty-one (21), as shall be specified in the Bylaws, and within such limitation may be from time to time increased or decreased in such manner as may be prescribed in the Bylaws.

ARTICLE VII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall be empowered to indemnify, to the extent permitted by law, any Director or officer of the Corporation, or any person who may have served at its request as a Director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such Director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable as follows:

- 1) Receipt of a financial benefit to which a person is not entitled;
- 2) An intentional infliction of harm on the corporation or the shareholders;
- 3) A violation of Section 490.833 of the Iowa Code; and
- 4) An intentional violation of criminal law.

The Corporation shall be empowered to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE VIII - AMENDMENTS TO ARTICLES

The Articles of Incorporation may be amended by the adoption of a resolution at any meeting of the shareholders by the affirmative vote of a majority of the shares present in person or by proxy at the meeting, causing said resolution to be set forth in a certificate duly executed by the President and Secretary or other presiding or recording officers, and thereafter approved, filed recorded and published in the manner prescribed by law.

In WITNESS WHEREOF, Key Risk Insurance Company has caused these Amended and Restated Articles of Incorporation to be executed in its name by its President and Secretary this ____ day of November, 2015.

Key Risk Insurance Company

Filed by:
Key Risk Ins. Co.
ATTN: Todd Elbert
PO Box 49129
Greensboro NC 27419

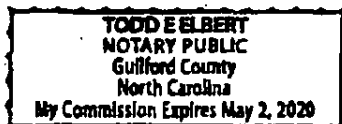
By: RW Standen
Name: Robert W. Standen
Title: President

By: Rebecca H. Karr
Name: Rebecca H. Karr
Title: Chief Operating Officer, Chief Financial
Officer, Secretary and Treasurer

STATE OF)
COUNTY OF) ss.
)

BE IT REMEMBERED that on this 19th day of November, 2015 before me, a Notary Public in and for said County and State personally appeared Robert W. Standen and Rebecca H. Karr, to me personally known to be the persons whose names are subscribed to the foregoing Amended and Restated Articles of Incorporation of Key Risk Insurance Company and they acknowledged the same to be their voluntary act and deed pursuant to authority from the Board of Directors and for the use and purposes therein expressed.

WITNESS my hand and notarial seal at Greensboro, North Carolina, the day and year last above written.



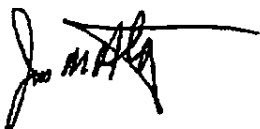
Todd E. Elbert
Notary Public

My Commission Expires May 2, 2020

COMMISSIONER CERTIFICATE OF APPROVAL

Pursuant to the relevant provisions of the Iowa Code, the undersigned approves the Amended and Restated Articles of Incorporation of Key Risk Insurance Company.

NICK GERHART
Iowa Insurance Commissioner



JAMES N. ARMSTRONG
Deputy Insurance Commissioner

Date: 12/16/2015

FILED
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SECRETARY OF STATE
12-17-15
9:51 AM
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COMMISSIONER CERTIFICATE OF APPROVAL

Pursuant to the relevant provisions of the Iowa Code, the undersigned approves the Articles of Correction of Key Risk Insurance Company.

NICK GERHART
Iowa Insurance Commissioner

[Handwritten signature]

JAMES N. ARMSTRONG
Deputy Insurance Commissioner

Date: 12/24/2015

[illegible]

Filed by

Key Risk Insurance Company

ATTN: Todd Elbert

PO Box 49129

Greensboro, NC 27419

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SECRETARY OF STATE

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