

F05000000 4636

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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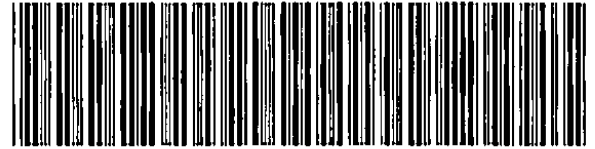
(Business Entity Name)

(Document Number)

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19 JUL 16 PM 6:44  
STATE OF FLA  
TALLAHASSEE, FL

JUL 24 2019

S. YOUNG

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Imperial Fire and Casualty Insurance Company

\_\_\_\_\_  
Name of Corporation

**DOCUMENT NUMBER:** F05000004636

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lori Marsh

\_\_\_\_\_  
Name of Contact Person

National General Insurance

\_\_\_\_\_  
Firm/Company

5630 University Parkway

\_\_\_\_\_  
Address

Winston-Salem, NC 27105

\_\_\_\_\_  
City/State and Zip Code

Lori.Marsh@NGIC.com

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

For further information concerning this matter, please call:

Lori Marsh

at ( 336 ) 435-2838

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

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F05000004636

(Document number of corporation (if known))

19 JUL 16 PM 6:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. IMPERIAL FIRE AND CASUALTY INSURANCE COMPANY

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

2. Louisiana

(Incorporated under laws of)

3. 08/08/2005

(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)

(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.

North Carolina

(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)

Donald J. Bolar

(Typed or printed name of person signing)

Chief Accounting Officer

(Title of person signing)



# NORTH CAROLINA

## Department of the Secretary of State

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To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

**ARTICLES OF REDOMESTICATION**

**OF**

**IMPERIAL FIRE AND CASUALTY COMPANY**

the original of which was filed in this office on the 20th day of May, 2019.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 20th day of May, 2019.

*Elaine F. Marshall*

**Secretary of State**

**ARTICLES OF REDOMESTICATION  
OF  
IMPERIAL FIRE AND CASUALTY INSURANCE COMPANY**

**I.**

The name of the corporation is Imperial Fire and Casualty Insurance Company, a Louisiana insurer (the "Corporation").

**II.**

Pursuant to section 22:75 of the Louisiana Revised Statutes, the Corporation has filed with the Commissioner of Insurance of the State of Louisiana a request to redomesticate from the State of Louisiana to the State of North Carolina. The request has not been denied or revoked.

**III.**

Pursuant to section 58-7-70 of the North Carolina General Statutes, the Corporation has filed with the Commissioner of Insurance of the State of North Carolina a petition to redomesticate from the State of Louisiana to the State of North Carolina. The petition has not been denied or revoked.

**IV.**

The Corporation is licensed as a foreign insurer in the State of North Carolina.

**V.**

The Articles of Redomestication shall be effective on the 20<sup>th</sup> day of May, 2019. On such effective date, the Corporation shall cease to be a corporation organized and domiciled in the State of Louisiana and shall become a corporation organized and domiciled in the State of North Carolina.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Redomestication to be executed by its duly authorized officers on the 14<sup>th</sup> day of May, 2019.

**ATTEST:**

By: [Signature]  
Jeffrey Weissmann, Secretary

**IMPERIAL FIRE AND CASUALTY  
INSURANCE COMPANY**

By: [Signature]  
Barry Reinhardt, President

**ARTICLES OF RESTATEMENT  
OF  
IMPERIAL FIRE AND CASUALTY INSURANCE COMPANY**

The undersigned corporation executes these Articles of Restatement for the purpose of amending and restating the charter of the corporation:

1. The name of the corporation is Imperial Fire and Casualty Insurance Company.
2. Attached hereto as Exhibit A is the text of the Restated Articles of Incorporation of Imperial Fire and Casualty Insurance Company.
3. The Restated Articles of Incorporation contain amendments requiring shareholder approval.
4. Shareholder approval has been obtained as required by Chapter 55 of the North Carolina General Statutes for the amendments to the articles set forth in Exhibit A attached hereto.

IN WITNESS WHEREOF, these Articles of Restatement have been signed by the President and Secretary of the corporation on this the 14<sup>th</sup> day of May, 2019.

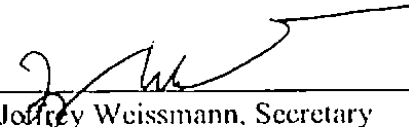
**IMPERIAL FIRE AND CASUALTY  
INSURANCE COMPANY**

By: \_\_\_\_\_

  
Barry Kunkel, President

[Corporate Seal]

By: \_\_\_\_\_

  
Jeffrey Weissmann, Secretary

**Exhibit A**

**RESTATED ARTICLES OF INCORPORATION  
OF  
IMPERIAL FIRE AND CASUALTY INSURANCE COMPANY**

This certifies that the undersigned do hereby execute these Restated Articles of Incorporation and to that end do hereby set forth:

1.

The name of the corporation is Imperial Fire and Casualty Insurance Company (the "Corporation").

2.

The original charter of the Corporation was filed with the Commissioner of Insurance of the State of Louisiana on October 18, 1990.

3.

The Restated Charter has been duly adopted in accordance with N.C.G.S. §55-10-07 and L.R.S. §22:75.

4.

The Articles of Incorporation of the Corporation are hereby restated in their entirety as set forth below:

I.

The name of the Corporation is Imperial Fire and Casualty Insurance Company.

II.

The period of duration of the Corporation shall be perpetual. The Corporation, pursuant to N.C.G.S. §58-7-60, shall be a continuation of the corporate existence of Imperial Fire and Casualty Insurance Company, a Louisiana corporation, through adoption of the State of North Carolina as its corporate domicile, with its date of incorporation as October 18, 1990.

III.

The Corporation shall have the authority to issue 100,000 shares of common stock, par value \$30.00 per share.

IV.

The address of the principal office of the Corporation is 5630 University Parkway, County of Forsyth, Winston-Salem, NC 27105. The initial registered office is 2626 Glenwood Avenue, Suite 550, County of Wake, Raleigh, NC 27608, and its registered agent is Corporation Service Company.

V.

The name of the initial incorporator of the Corporation is:

Jeffrey Weissmann

VI.

The purpose for which this Corporation is formed is to transact fire, marine, casualty, liability, indemnity, accident and health and fidelity and surety insurance, bonds and other undertakings and any and all other forms of insurance against hazards or risks of every kind and description which now or hereafter may lawfully be the subject of insurance or which may be written by any other corporation now or hereafter chartered by North Carolina and empowered to do an insurance business, except life and endowment insurance and contracts for the payment of annuities; to accept and to cede reinsurance of any such risks or hazards; and to acquire and to hold property and effects of every kind, including any or all of the shares or other securities of any insurance corporation or of any other corporation. The Corporation may exercise such powers outside of North Carolina to the extent permitted by the laws of the particular jurisdiction.

VII.

The Corporation shall be managed by a Board of Directors of such number as may be fixed by the Bylaws of the Corporation, which Bylaws shall prescribe the rules of government of said Corporation.

VIII.

No director of the Corporation shall be liable to the Corporation (whether in respect of an action or suit brought by the Corporation or by a third party to procure a judgment in favor of the Corporation) or to any person whose claim arises out of such person's status as a stockholder of the Corporation, for monetary damages for breach of such director's duty or duties as a director, except for liability (i) for acts or omissions that the director at the time of the breach knew or believed were clearly in conflict with the best interests of the Corporation, (ii) under Section 55-

8-33 of the North Carolina General Statutes, or (iii) for any transaction from which the director derived an improper personal benefit.

IX.

The Board of Directors shall have the power, by vote of a majority of all directors, to make, alter, amend and rescind the Bylaws of the Corporation.

X.

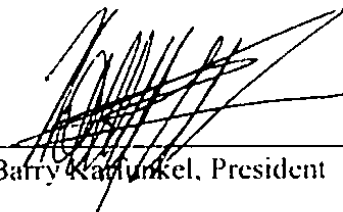
Any director of the Corporation may be removed with or without cause.

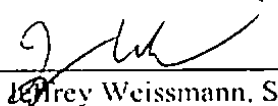
XI.

The Corporation shall maintain paid-in capital of not less than One Million Eight Hundred Thousand (\$1,800,000) Dollars, and a surplus of not less than One Million Five Hundred Thousand (\$1,500,000) Dollars.

IN WITNESS WHEREOF, these Articles have been signed by the President and Secretary of the Corporation on this the 14 day of May, 2019.

**IMPERIAL FIRE AND CASUALTY  
INSURANCE COMPANY**

By:   
Barry Kadunkel, President

By:   
Jeffrey Weissmann, Secretary

STATE OF NEW YORK           §  
  §  
COUNTY OF NEW YORK       §

**BEFORE ME**, the undersigned authority, on this day personally appeared Barry Karfunkel and Jeffrey Weissmann, each first being by me duly sworn, declared that he signed the foregoing Restated Articles of Incorporation of Imperial Fire and Casualty Insurance Company; that each one was duly authorized to do so; and that the statements contained therein are true and correct.

Given under my hand and seal on this the 14 day of May, 2019.

Christina M. Butler  
Notary Public in and for the State of New York

My commission expires: 8/27/2019

Christina M. Butler  
(Printed or stamped name of Notary)

CHRISTINA M. BUTLER  
NOTARY PUBLIC-STATE OF NEW YORK  
No. 018U6173350  
Qualified in Nassau County  
My Commission Expires August 27, 2019

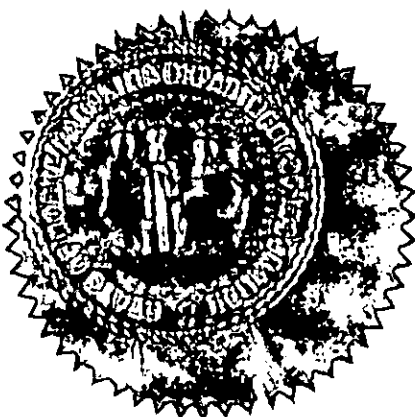
I, Mike Causey, Commissioner of Insurance in and for the State of North Carolina, do hereby certify that:

I have carefully examined the attached Articles of Redomestication and Articles of Conversion of Imperial Fire and Casualty Insurance Company, a Louisiana corporation, redomesticating from Louisiana to North Carolina and find said Articles of Redomestication and Articles of Incorporation to be in compliance with applicable insurance laws, and do hereby approve and certify them to the Secretary of State of North Carolina for filing.

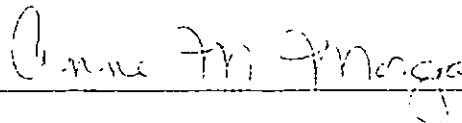
In testimony whereof I have hereunto set my hand and affixed my official seal at the city of Raleigh, this 20<sup>th</sup> day of May, A.D. 2019.



\_\_\_\_\_  
Commissioner of Insurance



By \_\_\_\_\_



Anne M. Morgan  
Company Admissions Manager  
Financial Analysis and Receivership Division