

F0500000 6355

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

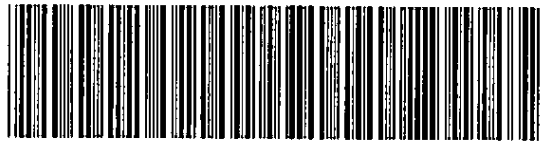
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

641 - 524 -



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03/14/19--01017--024 **65.00

FILED
2019 MAY -2 PM 5:25

C. GOLDEN

MAY -2 2019

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Spirit Mountain Insurance Company Risk Retention Group, Inc.

Name of Corporation

DOCUMENT NUMBER: F05000006355

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Juthamas Everett

Name of Contact Person

Risk Services

Firm/Company

1605 Main Street, Suite 800

Address

Sarasota, FL 34236

City/State and Zip Code

Juthamas.Everett@pboa.com

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

For further information concerning this matter, please call:

Juthamas Everett

Name of Contact Person

at (941) 373-1140

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

SPIRIT MOUNTAIN INSURANCE COMPANY RISK RETENTION GROUP, INC.

2660 EastChase Lane, Suite 300
Montgomery, AL 36117

April 29, 2019

Claretha Golden
Regulatory Special II
Florida Department of State
Division of Corporations
P.O. Box 6327 Tallahassee FL 32314

**Re: Spirit Mountain Insurance Company Risk Retention Group, Inc. (SMIC)
NAIC Company Code: 10754; NAIC Group Code: 0000; FEIN: 20-3011260
Redomestication**

Dear Ms. Golden,

Regarding the Letter Number: 419A00005907 and Ref. Number: F05000006355 dated March 26, 2019. Request is hereby submitted to the Department of State, enclosed please find the following documentation as required.

1. Certified copy of the actual conversion.
2. Copy of the Letter Number: 419A00005907.

Should you have any questions, please do not hesitate to contact me by telephone at (941) 373-1140 or by e-mail at Juthamas.Everett@pboa.com.

Sincerely,



Juthamas Lee Everett
Account Manager
RISK SERVICES, LLC
As Captive Manager for
Spirit Mountain Insurance Company
Risk Retention Group, Inc.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 26, 2019

JUTHAMAS EVERETT
1605 MAIN STREET
SUITE 800
SARASOTA, FL 34236

SUBJECT: SPIRIT MOUNTAIN INSURANCE COMPANY RISK RETENTION
GROUP, INC.
Ref. Number: F05000006355

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(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.

You may also submit a certified copy of the actual conversion.

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.

Claretha Golden
Regulatory Specialist II

Letter Number: 419A00005907

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)

F05000006355

(Document number of corporation (if known))

1. Spirit Mountain Insurance Company Risk Retention Group, Inc.

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

2. District of Columbia

(Incorporated under laws of)

3. 10/04/05

(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.

Alabama

(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.

Terr. Mathews

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

2019 MAY -2 PM 5:25

FILED

STATE OF ALABAMA

STATEMENT OF CONVERSION FOREIGN OR NON-REGISTERED ALABAMA ENTITY TO REGISTERED DOMESTIC ENTITY (FORMATION OF DOMESTIC ENTITY BY CONVERSION)

PURPOSE: In order to change the registration of a foreign entity (any entity formed outside of Alabama) or to register a previously unregistered Alabama entity (example: General Partnership, or other non-filing entities) to reflect a conversion to a domestic filing entity of any type, the entity must deliver the documentation in this form to the Alabama Secretary of State for filing pursuant to Title 10A, Chapter 1, Article 8, Code of Alabama 1975.

INSTRUCTIONS: Mail or email the completed Conversion package, (email to: miscellaneous filings@sos.alabama.gov – you must use a credit or debit card if filing via email) the filing fee of \$100.00 for standard processing (no filing timeframe is guaranteed – dependent upon volume and staffing) or \$200.00 for expedited processing (guaranteed processing within approximately 24 hours after receipt of filing) payable by credit/debit card, check, or money order to the **Secretary of State, Business Services, P.O. Box 5616, Montgomery, Alabama, 36103-5616**. The Conversion will not be registered if the credit/debit card does not authorize and will be removed from the index if the check is dishonored. ~~If you desire a stamped copy returned to you, supply a copy and a pre-addressed postage paid return envelope or an email address on the Payment Option/Return/Hold Sheet attached.~~ All instructions are complete in the form: cover letters/sheets are not required and will not be reviewed.

Alabama	
Sec. Of State	
New Entity	D/C
540-336	
Date	1/22/2019
Time	17:00
190123	12 Pg
File	\$100.00
Ackn	\$1.00
Exp	\$100.00
Total	\$200.00
09/002	

(For SOS Office Use Only)

**The information completing this form must be typed or it will be returned without review
– the form is fill-able online for your convenience.
Faxed transmissions will not be acknowledged, processed, or returned.**

1. Information on the converting entity [entity will become the converted entity named in item 2]:

The name of the converting entity as registered in Alabama if this is a qualified foreign entity or the legal name of the entity in jurisdiction of formation – if never registered the name from the formation documents or business license:

Spirit Mountain Insurance Company Risk Retention Group, Inc.

Legal Name of Foreign entity authorized in Alabama under a fictitious name, if applicable:

N/A

If converting entity is a qualified foreign entity, Alabama Entity ID Number : _____ - _____ (Format 000-000)

INSTRUCTION TO OBTAIN ID NUMBER TO COMPLETE FORM: If you do not have this number immediately available, you may obtain it on our website at www.sos.alabama.gov under the Government Records tab. Click on Business Entity Records, click on Entity Name, enter the registered name of the entity in the appropriate box, and enter. The six (6) digit number containing a dash to the left of the name is the entity ID number. If you click on that number, you can check the details page to make certain that you have the correct entity – this verification step is strongly recommended.

FORMATION OF DOMESTIC ENTITY BY CONVERSION

OR Converting Entity is an Alabama non-filing entity type ☐ **and**

Type of entity: _____

OR Converting Entity is foreign entity not qualified to do business in Alabama: ☒ **and**

Type of entity: Corporation

Jurisdiction of formation (state/country if outside of United States): District of Columbia

The title and address of the public office where the certification of formation for the converting entity is filed, if any:

Risk Finance Bureau, Department of Insurance, Securities & Banking, Government of the District of Columbia,

1050 First Street, N.E., Suite 801, Washington, D.C. 20002

2. Information on the converted entity (the converting entity forms this entity as stated in 10A-1-8.01(c)(2)a & b) – this entity will continue to exist and be indexed under the Alabama Entity ID Number provided in Item 1 on page 1 if the converting entity was a qualified foreign entity in Alabama (non-qualified foreign entities and Alabama non-filing domestic entities will be issued a Alabama Entity ID Number):

The name of the new converted domestic entity resulting from this conversion (A domestic name reservation certificate issued by the Alabama Secretary of State must be attached unless the name is not changing from a qualified converting foreign entity already registered in the State of Alabama under that name with the exception of the entity type designation):

Spirit Mountain Insurance Company Risk Retention Group, Inc.

The converted name must agree with the converted entity type in accordance with and for purposes of Title 10A, Chapter 1, Article 5. The converted name for a Limited Partnership or Limited Liability Limited Partnership must conform to 10A-9-1.08.

The Type of Entity formed by conversion (must check one):

- | | |
|--|---|
| <input checked="" type="checkbox"/> Business Corporation | <input type="checkbox"/> Limited Partnership (LP) |
| <input type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Registered Limited Liability Partnership (LLP) |
| <input type="checkbox"/> Professional Corporation (PC) | <input type="checkbox"/> Limited Liability Limited Partnership (LLLP) |
| <input type="checkbox"/> Limited Liability Company (LLC) | <input type="checkbox"/> Employee Cooperative Corporation |
| <input type="checkbox"/> Series Limited Liability Company (SLLC) | <input type="checkbox"/> Real Estate Investment Trust |
| <input type="checkbox"/> Professional Limited Liability Company (PLLC) | |

FORMATION OF DOMESTIC ENTITY BY CONVERSION

Street (No PO Boxes) Address of Converted Entity: _____

c/o Risk Services, 1805 Main Street, Suite 800, Sarasota, FL 34236

Mailing Address (if different) _____

Name of registered agent for service of process (MUST be physically located in Alabama):

Individual: _____ **OR**

Organization/Entity: Name: Gilpin Givhan, PC AL ID #: 092-726

Street (No PO Boxes) Address of initial registered office (MUST be physically located in Alabama and the office in which the Registered Agent is located and available for service):

2660 EastChase Lane, Suite 300, Montgomery, Alabama 36117

Mailing Address in Alabama (if different) _____

The following attachments must be included with the filing based on type of converted entity:

- Business Corporation: attachment stating the number of shares the corporation is authorized to issue; names and addresses of individuals who will serve as the initial directors; and purpose or purposes for which the corporation is formed (10A-2-2.02)
- Professional Corporations: attachment stating the number of shares the corporation is authorized to issue; names and addresses of individuals who will serve as the initial directors and; purpose or purposes for which the corporation is formed (10A-4-1.02) and; a statement that the converted entity is formed under 10A-4-2.02.
- Nonprofit Corporation: attachment stating if the nonprofit corporation is to have members or a statement that there are to be no members; number of initial directors constituting the initial board of directors and; names and addresses of the initial directors (10A-3-3.02)
- Limited Liability Company (also SLLCs and PLLCs): attachment stating that there is at least one member of the Limited Liability Company (10A-5A-2.01)
- Limited Partnership: the name and the street and mailing address of each general partner must be attached (10A-9-2.01); and each general partner must sign this formation by conversion document (10A-1-3.04)
- Limited Liability Partnership: a brief statement of the business in which the partnership engages (10A-8-10.01)
- Limited Liability Limited Partnership: by definition the LLLP follows the filing format of the Limited Partnership above (10A-9-1.02(9) and (11))
- Other: if this converted entity is a type not listed above you must provide any information required by Title 10A for formation of that type of entity.

FORMATION OF DOMESTIC ENTITY BY CONVERSION

The undersigned reviewed and agree with the following numbered statements 3 through 9:

3. The surviving domestic entity is formed by conversion.
4. The duration of the entity shall be perpetual unless otherwise stated by attachment. ~~The entity will continue to exist until it is dissolved, terminated, cancelled, or revoked in accordance with Title 10A.~~
5. If the converting entity is a foreign entity formed outside of Alabama, the undersigned certify that the conversion is permitted by the law of the state or country under whose law the converting foreign entity was formed and the converting foreign entity has complied with that law in effecting this conversion (10A-1-8.04).
6. The undersigned certify that if the converted entity is one in which one or more owners lack limited liability protection, each owner who is to become an owner without limited liability protection of the resulting entity has consented in writing to the conversion as required by 10A-1-8.01.
7. The undersigned certify that this conversion was approved pursuant to 10A-1-8.01.

~~8. Notification for ANNUAL REPORT requirements:~~

Business Corporations and Professional Corporations: The annual report is filed as an addendum to the Business Privilege Tax Return with the Alabama Department of Revenue. The fee is \$10.00 (10A-2-16.22). Contact the Alabama Department of Revenue for filing instructions, dates, and forms.

Limited Liability Partnerships (LLP): The Annual Notice must be filed by March 15th of each year subsequent to the year of filing. The fee is \$100.00 and the report can be filed online or on paper with the Alabama Secretary of State. Failure to file will result in a notice to comply sent to the registered agent via certified mail. Failure to file after the notice to comply will result in cancellation of the registered Limited Liability Partnership. There is no reinstatement provision.

Nonprofit Corporations, Limited Liability Companies, Limited Partnerships (LP), and Limited Liability Limited Partnerships (LLLP): No annual report is required.

9. Other terms and conditions not inconsistent with Alabama Code Title 10A and additional authorized signatures may be added by attachment.

☐ This filing will have a delayed effective date of ____ / ____ / ____ and time ____:____ ☒ am ☐ pm The delayed effective date may not be prior to the date received and accepted for filing by the Alabama Secretary of State. The date may be any date after the date the filing is received and filed not to exceed ninety (90) days after the signing of this document.

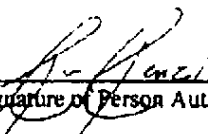
FORMATION OF DOMESTIC ENTITY BY CONVERSION

Signature Page

More than one authorized person may sign (for a LP or LLLP all General Partners must sign).

01 / 15 / 2019
Date

Ronald E. Renzi, President
Typed Name and Title of Signature Below


Signature of Person Authorized to Sign per 10A-1-4.01, *Alabama Code*

/ /
Date

Typed Name and Title of Signature Below

Signature of Person Authorized to Sign per 10A-1-4.01, *Alabama Code*

/ /
Date

Typed Name and Title of Signature Below

Signature of Person Authorized to Sign per 10A-1-4.01, *Alabama Code*

Spirit Mountain Insurance Company Risk Retention Group, Inc.

Names and Addresses of Directors:

Ronald Renzi
4512 E. County Down Drive
Chandler, Arizona 85249

Michael T. Rogers
165 Bryant Drive
Sarasota, Florida 34236

Michael Vagianos
734 E. Aquarius Place
Chandler, Arizona 85249

Davis H. Smith
2660 EastChase Lane, Suite 300
Montgomery, Alabama 36117

01166564

Alabama
Sec. Of State

New Entity
540-336 D/C
Date 1/22/2019
Time 17:00
190123 12 Pg

File	\$100.00
Ackn	\$.00
Exp	\$100.00

Total	\$200.00
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09/002

JOHN H. MERRILL
SECRETARY OF STATE

ALABAMA STATE CAPITOL
MONTGOMERY, AL 36130

STATE OF ALABAMA

I, John H. Merrill, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama 1975*, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

Spirit Mountain Insurance Company Risk Retention Group, Inc.

This name reservation is for the exclusive use of GILPIN GIVHAN, PC, 2660 EASTCHASE LANE SUITE 300, MONTGOMERY, AL 36117 for a period of one year beginning January 22, 2019 and expiring January 22, 2020.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

January 22, 2019

Date

John H. Merrill

A handwritten signature in black ink, appearing to read 'J. H. Merrill', is written over a horizontal line.

Secretary of State

RES155127

ATTACHMENT
STATEMENT OF CONVERSION
FOREIGN OR NON-REGISTERED ALABAMA ENTITY TO REGISTERED DOMESTIC
ENTITY
(FORMATION OF DOMESTIC ENTITY BY CONVERSION)

FOR
SPIRIT MOUNTAIN INSURANCE COMPANY RISK RETENTION GROUP, INC.
(Redomesticating from the District of Columbia)

Pursuant to Section 10A-1-8.01 et. seq of the Alabama Business and Nonprofit Code, Spirit Mountain Insurance Company 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 Spirit Mountain Insurance Company Risk Retention Group, Inc., a District of Columbia risk retention group organized by filing Articles of Incorporation with the District of Columbia Department of Insurance, Securities and Banking on June 16, 2005. The corporation is redomesticating to the State of Alabama from the District of Columbia pursuant to Sections 27-31B-8 and 27-3-30 of the Alabama Insurance Code and pursuant to a conversion from a foreign corporation into a domestic corporation pursuant to Section 10A-1-8.01 et. seq of the Alabama Business and Nonprofit Code. 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 January 14, 2018 and approved by the shareholders as of January 14, 2018 in accordance with the provisions of the Alabama Business Corporation Law as applicable pursuant to Section 27-3-30 of the Alabama Insurance Code.

ARTICLE IV

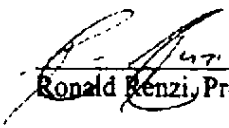
At the time of the voting on the amendments, the corporation had only one class of stock, and ten million (10,000,000) shares were issued and outstanding as of January 14, 2018. The outstanding shares were entitled to cast a total of ten million (10,000,000) votes. The number of votes indisputably cast in favor of the amendments was ten million (10,000,000) 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 14th day of January, 2019.

**SPIRIT MOUNTAIN INSURANCE COMPANY
RISK RETENTION GROUP, INC.**

By:



Ronald Benzi, President

Alabama
Sec. Of State

New Entity
540-336 D/C
Date 1/22/2019
Time 17:00
190123 12 Pg

File	\$100.00
Ackn	\$0.00
Exp	\$100.00

Total	\$200.00
09/002	

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SPIRIT MOUNTAIN INSURANCE COMPANY RISK RETENTION GROUP, INC.**

**ARTICLE I
Name**

The name of the corporation shall be Spirit Mountain Insurance Company 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 at 2660 EastChase Lane, Suite 300, Montgomery, Alabama 36117, and the registered agent at such address shall be Gilpin Givhan, PC. The initial principal place of business of the corporation shall be 2660 EastChase Lane, Suite 300, Montgomery, Alabama 36117.

**ARTICLE III
Purpose**

This corporation is 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 27, Chapters 31A and 31B of the Alabama Insurance Code, the Alabama Risk Retention Act and the Alabama Captive Insurers Act, 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: Ten Million (10,000,000) 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.

**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
Director Liability

To the extent permitted by the Alabama Business Corporation Law, 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 VII
Directors

The initial Board of Directors of the corporation shall consist of four (4) directors. The names of the persons who are to serve on the initial Board of Directors are:

Name

Ronald Renzi
Michael T. Rogers
Michael Vagianos
Davis H. Smith

At least one member of the Board of Directors shall be a resident of the State of Alabama.

ARTICLE VIII
Effective Date

These Amended and Restated Articles of Incorporation shall be effective as of the date of filing with the Alabama Secretary of State (the "Effective Date").

ARTICLE IX
Incorporators

This corporation is changing its domicile from the District of Columbia to the State of Alabama pursuant to Section 27-3-30 of the Alabama Insurance Code and pursuant to a conversion from a foreign corporation into a domestic corporation pursuant to Section 10A-1-8.01 et. seq of the Alabama Business and Nonprofit Code. The corporation operated in the District of Columbia under the name "Spirit Mountain Insurance Company Risk Retention Group, Inc.," the same name under which it will operate in Alabama. The corporation was originally formed and incorporated in the District of Columbia on June 16, 2005, pursuant to the filing with the District of Columbia Department of Insurance, Securities And Banking of Articles of Incorporation signed by the following individuals:

Name

Arthur D. Perschetz
Sean P. Kehoe
Aaron M. Kaslow

Executed on behalf of the corporation as of this 15 day of January, 2019.

**SPIRIT MOUNTAIN INSURANCE COMPANY
RISK RETENTION GROUP, INC.**

By:


Ronald Renzi, President

Alabama
Sec. Of State

New Entity

540-336 D/C

Date 1/22/2019

Time 17:00

190123 12:00pm

File \$100.00

Ackn. from Sec. \$100.00

Exp. no. \$100.00

Total \$200.00

09/002