

F060000003131

(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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08 OCT -3 AM 10:40

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KG
2-28-10



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 7, 2008

GINGER PICKETT
HALLMARK FINANCIAL SERVICES, INC.
777 MAIN ST STE 1000
FORT WORTH, TX 76102

SUBJECT: PHOENIX INDEMNITY INSURANCE COMPANY
Ref. Number: F06000003131

We have received your document for PHOENIX INDEMNITY 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):

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number five of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6892.

Tina Roberts
Regulatory Specialist II

Letter Number: 908A00052866



Ginger Pickett
Director, Licensing & Program Development
Hallmark Financial Services, Inc.
777 Main Street, Suite 1000
Fort Worth, Texas 76102
P | 817.348.1753 F | 817.348.1815
gpickett@hallmarkgrp.com

October 2, 2008

Florida Department of State
Division of Corporations
Attn: Tina Roberts
2661 Executive Center Circle
Clifton Building
Tallahassee, FL 32301

Ref. Number: F06000003131

Ms. Roberts:

Hallmark Financial Services, Inc. is the parent company to Hallmark Insurance Company (of Arizona) and is submitting the attached correspondence on behalf of its subsidiary.

Per our telephone conversation today, I am resubmitting the attached documents that now include Hallmark Insurance Company of Arizona as the dba of choice since our initial selection was ruled "not distinguishable" from the name Hallmark Insurance, LLC, which is already reserved. Also enclosed, for your reference, is a copy of your letter.

Please contact me at 817-348-1753 should you have any further questions or comments.

Sincerely,

A handwritten signature in black ink that reads 'Ginger Pickett'.

Ginger Pickett
Director of Licensing and Program Development

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Phoenix Indemnity Insurance Company
(Name of Corporation)

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ginger Pickett, Director Licensing
(Name of Contact Person)

Hallmark Financial Services, Inc.
(Firm/Company)

777 Main Street, Suite 1000
(Address)

Fort Worth, TX 76102
(City/State and Zip Code)

For further information concerning this matter, please call:

Ginger Pickett at (817) 348-1753
(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)

(Document number of corporation (if known))

1. Phoenix Indemnity Insurance Company

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

2. Arizona

(Incorporated under laws of)

3. 8/15/06

(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? 2/11/08

5. Hallmark Insurance Company

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

Hallmark Insurance Company of Arizona

(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.

(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.

Cecil R. Wise

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

Cecil Wise

(Typed or printed name of person signing)

Secretary

(Title of person signing)

FILED
08 OCT -3 AM 10:41
RECEIVED
DEPT. OF STATE
TALLAHASSEE, FLORIDA

STATE OF ARIZONA

DEPARTMENT OF INSURANCE

*THIS IS TO CERTIFY, THAT THIS
INSTRUMENT IS A FULL, TRUE AND
CORRECT COPY OF THE ORIGINAL ON
FILE WITH THE DEPARTMENT OF
INSURANCE OF THE STATE OF ARIZONA
AND CONSISTS OF 1 PAGE(S).*

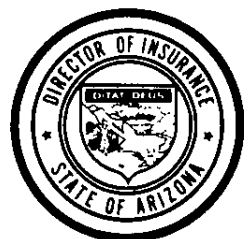
HEREUNTO SET MY HAND AND THE OFFICIAL SEAL OF THIS DEPARTMENT
FOR THE DIRECTOR OF INSURANCE THIS 28TH DAY OF APRIL, 2008.



AUTHORIZED REPRESENTATIVE

CERTIFICATE No.:

256258



Applicant Name: Phoenix Indemnity Insurance Company NAIC No. 3478-34037
FEIN: 47-0718164

Previous Name of Insurer: PHOENIX INDEMNITY INSURANCE COMPANY NAIC # 3478 - 34037
(Group Code)

New Name of Insurer: HALLMARK INSURANCE COMPANY NAIC # 3478 - 34037
(Group Code)

Effective Date of Name Change IMMEDIATELY (EFFECTIVE IN DOMICILIARY STATE AS OF 2/11/08)

Previous Home Office Address: 2999 N. 44th Street, Suite 250, Phoenix, AZ 85018

New Home Office Address: SAME

Previous Administrative Office Address: 777 Main Street, Suite 1000, Fort Worth, TX 75102

New Administrative Office Address: SAME

Previous Mailing Address: 777 Main Street, Suite 1000, Fort Worth, TX 75102

New Mailing Address: SAME

Previous Phone: 817-348-1600 Fax: 817-348-1820

New Phone: SAME Fax: SAME

Has the Insurer's designee to appoint and remove agents changed as a result of this corporate amendment?

Yes ☐ No ☒

If yes, please note the new designee (name natural persons only): _____

If a merger of two or more foreign insurers: **NOT APPLICABLE**

Effective Date: _____

Current Name of Surviving Insurer: _____ NAIC # _____ Group Code _____

Proposed New Name of Surviving Insurer: _____ NAIC # _____ Group Code _____

Name of Non-Surviving Insurer: _____ NAIC # _____ Group Code _____

Name of Surviving Insurer: _____ NAIC # _____ Group Code _____

Surviving Insurer's Home Office Address: _____

Surviving Insurer's Administrative Office Address: _____

Surviving Insurer's Mailing Address: _____

Surviving Insurer's Telephone: _____ Fax: _____

Are these addresses the same as those shown on your Annual Statement?

Yes ☒ No ☐

If not, indicate why _____

If this application represents a name change, did the Company experience a merger or an owner change prior to the name change?

Yes ☐ No ☒

If yes, please be sure an application is also submitted for the merger and/or ownership change transaction.

Date of Last Market Conduct Examination Completed 10/25/05 (covering the period of 1/1/04-12/31/04)

Has your company had an application for these lines of business refused by this or any other state prior to the date of this application? **NOT APPLICABLE**

Yes ☐ No ☐

If yes, give full explanation in an attached letter _____

Oct. 7. 2008 9:17AM

PHOENIX INDEMNITY INSURANCE

No. 7885 P. 4

Applicant Name: Phoenix Indemnity Insurance Company

NAIC No. 3478-34037

FEIN: 47-0718164

The following information is required of the individual (company employee or paid consultant) who is authorized to represent the applicant before the department.

Name Ginger Pickett

Title Director, Licensing & Program Development

Mailing Address 777 Main Street, Suite 1000, Fort Worth, Texas 76102

E-Mail Address: gpickett@hallmarkgrp.com Phone: 817-348-1753

Fax: 817-348-1815

Please provide a listing of all other applications filed by the applicant, or any of its affiliates, which are pending before the Department.

NONE

A Certificate of Compliance from applicant's state of domicile (for foreign applicants) and the applicant's original Certificate of Authority or an Affidavit of Lost Certificate of Authority must accompany this application (not applicable for Change of Control, Amended Articles of Incorporation or Amended Bylaws.)

Applicant Officers' Certification and Attestation

One of the three officers (listed below) of the Applicant must read the following very carefully before signing:

1. I hereby certify, under penalty of perjury, that I have read the application, that I am familiar with its contents, and that all of the information, including the attachments, submitted in this application is true and complete. I am aware that submitting false information or omitting pertinent or material information in connection with this application is grounds for license discipline or other administrative action and may subject me, the Applicant, or both, to civil or criminal penalties.
2. I acknowledge that I am familiar with the insurance laws and regulations of the jurisdictions in which the Applicant is licensed or to which the Applicant is applying for licensure.
3. I acknowledge that I am the President of the Applicant, am authorized to execute and am executing this document on behalf of the Applicant.
4. I hereby certify under penalty of perjury under the laws of the applicable jurisdictions that all of the foregoing is true and correct, executed this 17th day of March at Fort Worth, TX.

3-17-08

Date

Brookland Franklin Davis
Signature of President

Brookland Franklin Davis
Full Legal Name of President

Date

Signature of Secretary

Cecil Randolph Wise
Full Legal Name of Secretary

Date

Signature of Treasurer

Jeffrey Ray Passmore
Full Legal Name of Treasurer

Phoenix Indemnity Insurance Company
Applicant

Karlene Ann Fullagar
Signature of Witness

Karlene Ann Fullagar
Full Legal Name of Witness

Ginger Pickett
Director, Licensing & Program Development
Hallmark Financial Services, Inc.
777 Main Street, Suite 1000
Fort Worth, Texas 76102
P | 817.348.1753 F | 817.348.1815
gpickett@hallmarkgrp.com



FACSIMILE TRANSMITTAL SHEET

TO:	FROM:
Tina Roberts	Ginger Pickett
COMPANY:	DATE:
Florida Division of Corporations	10/7/2008
FAX NUMBER:	TOTAL NO. OF PAGES INCLUDING COVER:
850-245-6897	84
RE:	REFERENCE NUMBER:
Hallmark Insurance Company	

NOTES/COMMENTS:

Tina -

Per my conversation with Karen Goodson this morning, attached is a copy of the Restated Articles of Incorporation for Phoenix Indemnity, which shows the following on the 2nd page:

- Hallmark Insurance Company (formerly Phoenix Indemnity Insurance Company) in the heading.
- Article 1 - Name. The name of the corporation is Hallmark Insurance Company.

The document is also stamped evidencing that it has been filed with the Arizona Corporation Commission.

Ms. Goodson advised that the 90 day period could be waived since the certifications were originally within the 90 day period when we first submitted the documents.

Thank you for your assistance.

Ginger Pickett
Director, Licensing & Program Development
Hallmark Financial Services, Inc.

Attached is the UCAH application showing our request for the name change in AZ.

STATE OF ARIZONA



DEPARTMENT OF INSURANCE CERTIFICATE OF AUTHORITY

I, CHRISTINA URIAS, Director of Insurance of the State of Arizona, do hereby certify that

HALLMARK INSURANCE COMPANY

Domiciled in Arizona

NAIC NO. 34037

has complied with the requirements of the Arizona Revised Statutes, Title 20 and is hereby authorized, subject to the provisions thereof and the Charter Powers of said Company, to transact the following kinds of insurance business:

CASUALTY WITHOUT WORKERS' COMPENSATION
DISABILITY
MARINE AND TRANSPORTATION
PROPERTY
SURETY
VEHICLE

within the State of Arizona unless surrendered, suspended or revoked by the Director of Insurance.

In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Director of Insurance at the City of Phoenix. The effective date of this certificate is February 11, 2008.

A handwritten signature in cursive script, appearing to read "Christina Urias", is written over a horizontal line.

Christina Urias
Director of Insurance

E146 (11/03)

**RESTATED ARTICLES OF INCORPORATION
OF**

**HALLMARK INSURANCE COMPANY
(formerly PHOENIX INDEMNITY INSURANCE COMPANY)**

1. **Name.** The name of the corporation is Hallmark Insurance Company.
2. **Purpose.** The purpose for which this corporation is organized is the transaction of any lawful business for which corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time, and specifically, but not in limitation thereof, the purpose of selling and providing, directly and as a reinsurer, any and all types and categories of insurance (including, without limitation, surety, casualty, vehicle, marine and transportation, property and disability insurance), and engaging in any transaction necessary or appropriate in relation thereto, within the State of Arizona and elsewhere, to the extent duly licensed by the State of Arizona and by such other appropriate respective jurisdictions therefor.

The corporation shall have all powers not specifically prohibited to corporations under the laws of this state which are necessary or convenient to effect its purposes.

3. **Type of Business.** The corporation intends to conduct the business of selling and providing, directly and as a reinsurer, any and all types and categories of insurance (including, without limitation, surety, casualty, vehicle, marine and transportation, property and disability insurance), and engaging in any transaction necessary or appropriate in relation thereto, within the State of Arizona and elsewhere, to the extent duly licensed by the State of Arizona and by such other appropriate respective jurisdictions therefor.

4. **Authorized Capital.** The authorized capital of the corporation shall be divided into 500,000 Six Dollar (\$6.00) par value common shares. Each common share issued by the corporation shall be fully paid and non-assessable, except to the extent required by Article XIV, Section 2 of the Constitution of the State of Arizona, as it may be amended from time to time. Each issued

PROPOSED ARTICLES AND AMENDMENTS TO THE ARTICLES OF INCORPORATION OF THE CORPORATION SHALL BE FILED WITH THE SECRETARY OF STATE OF ARIZONA FOR THE RECORD. THE NAME OF THE CORPORATION IS NOT NOW IN CONFLICT WITH THAT OF ANY INSURER AUTHORIZED TO TRANSACT INSURANCE IN ARIZONA ON THIS DATE.

PAGES.

BY [Signature] FOR THE DIRECTOR OF INSURANCE
AUTHORIZED REPRESENTATIVE

CORPORATION COMMISSION
FILED

AZ CORPORATION COMMISSION
FILED

JAN 17 2008

FEB 14 2008

FILE NO. 0206279-0

FILE NO. 0206279-0

492007

and outstanding share of common shares shall be entitled to vote on any question upon which shareholders are entitled to vote.

5. Preemptive Rights. The holders from time to time of the common shares of the corporation shall not have any preemptive rights as to any existing or new shares then or thereafter authorized to be issued, including treasury shares.

6. Statutory Agent. The name and address of the initial statutory agent for the corporation is the Arizona Department of Insurance, 2910 N. 44th Street, Suite 210, Phoenix, Arizona 85018.

7. Known Place of Business. The known place of business of the corporation shall be c/o S David Childers, Low & Childers P.C., 2999 N. 44th Street, Suite 250, Phoenix, Arizona 85018.

8. Incorporators. The incorporators of the corporation are:

<u>Name</u>	<u>Address</u>
Kenneth C. Coon	Professional Tower, Suite 500 105 South 17 th Street Omaha, Nebraska 68102
Donn E. Davis	400 Lincoln Benefit Building Lincoln, Nebraska 68508
Philip T. Paris	2929 North 44 th Street, Suite 120 Phoenix, Arizona 85018-5813
Robert S. Katz	2341 West Royal Palm Phoenix, Arizona 85021
George P. Mang, III	2341 West Royal Palm Phoenix, Arizona 85021
Bertha Solov	2341 West Royal Palm Phoenix, Arizona 85021

Each individual incorporator is over the age of eighteen years and not less than two-thirds of the incorporators are citizens of the United States residing in the State of Arizona. All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation and an initial Certificate of Disclosure to the Arizona Corporation Commission for filing, with the exceptions that: the incorporators may file an amended Certificate of

Disclosure, if required by law, in the manner required by law; and may take such action as is necessary to involuntarily dissolve the corporation, provided that the corporation has not yet commenced business nor issued any shares.

9. Board of Directors. The Board of Directors of the corporation shall consist of not less than five (5) and no more than fifteen (15) directors, as fixed by the bylaws. The initial Board of Directors shall consist of six (6) directors. The persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify are:

<u>Name</u>	<u>Address</u>
Kenneth C. Coon	Professional Tower, Suite 500 105 South 17 th Street Omaha, Nebraska 68102
Donn E. Davis	400 Lincoln Benefit Building Lincoln, Nebraska 68508
Philip T. Paris	2929 North 44 th Street, Suite 120 Phoenix, Arizona 85018-5813
Robert S. Katz	2341 West Royal Palm Phoenix, Arizona 85021
George P. Mang, III	2341 West Royal Palm Phoenix, Arizona 85021
Bertha Solov	2341 West Royal Palm Phoenix, Arizona 85021

Following the first annual meeting of shareholders, the term of office of each director shall be a term of one year. A director may have personal liability to the corporation or its shareholders for monetary damages for breach of his or her fiduciary duty as a director, arising out of any of the following:

- (i) any breach of the directors' duty of loyalty to the corporation or its shareholders;
- (ii) acts or omission which are not in good faith or which involve intentional misconduct or a knowing violation of law;

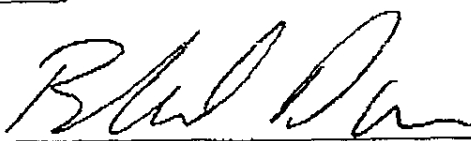
- (iii) authorizing the unlawful payment of a dividend or other distribution of the corporation's capital stock or the unlawful purchase of its capital stock;
- (iv) any transaction from which the director derived any improper personal benefit;
- (v) an act of the director in violation of Arizona Revised Statutes, Section 10-041.

Except as otherwise expressly provided above, no director shall be liable personally to the corporation or its shareholders for monetary damages for breach of his or her fiduciary duty as a director.

10. Indemnification of Officers and Directors. To the extent permitted by the laws of the State of Arizona, the corporation shall indemnify any person, who is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including any action by or in the right of the corporation, and who by virtue thereof incurs any cost or expense, including without limitation any judgment, fine, settlement amounts, and attorneys' fees, by reason of the fact that he or she is or was a director of a corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise.

11. Annual Meeting of Shareholders. The annual meeting of shareholders shall be held on the first Wednesday of April of each year.

IN WITNESS WHEREOF, the President and Secretary have signed these Restated Articles of Incorporation this 21st day of December 2007.



Brookland F. Davis, President



Cecil R. Wise, Secretary