

FD7000002576

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

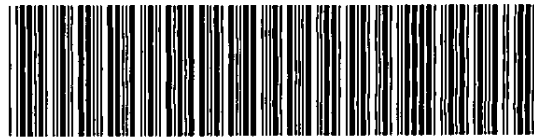
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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04/08/13--01034--018 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 APR 29 AM 8:40

Amend/changing
jurisdiction
@ 4/30/13

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Triumphe Casualty Company

Name of Corporation

DOCUMENT NUMBER: F07000002576

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kathy Juhasz

Name of Contact Person

Triumphe Casualty Company

Firm/Company

3250 Interstate Drive

Address

Richfield, OH 44286

City/State and Zip Code

kathy.juhasz@natl.com

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

For further information concerning this matter, please call:

Arthur J. Gonzales

Name of Contact Person

at (330) 659-8900

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 12, 2013

KATHY JUHASZ
TRIUMPHE CASUALTY COMPANY
3250 INTERSTATE DRIVE
RICHFIELD, OH 44286

SUBJECT: TRIUMPHE CASUALTY COMPANY
Ref. Number: F07000002576

We have received your document for TRIUMPHE CASUALTY COMPANY and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must submit certification evidencing the change of jurisdiction, a certificate of status from the state of incorporation alone is not acceptable.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 613A00008750

RECEIVED

13 APR 29 AM 8:12

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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)

F07000002576

(Document number of corporation (if known))

1. Triumphe Casualty Company

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

2. PA

(Incorporated under laws of)

3. 05/15/2007

(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.

Ohio

(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)

Arthur J. Gonzales

(Typed or printed name of person signing)

Secretary

(Title of person signing)

FILED
DEPT. OF STATE
CORPORATION DIVISION
MAR 29 AM 8:40

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show TRIUMPHE CASUALTY COMPANY, an Ohio corporation, Charter No. 2053189, having its principal location in Richfield, County of Summit, was incorporated on October 20, 1981 and is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 27th day of March, A.D. 2013*

Jon Husted

Ohio Secretary of State



DATE	DOCUMENT ID	DESCRIPTION	FLING	EXPED	PENALTY	CERT	COPY
10/12/2011	201128500818	DOMESTIC ARTICLES/FOR PROFIT (ARF)	10,100.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

THOMPSON HINE LLP
CAROL RUSSELL, PARALEGAL
41 S. HIGH ST, SUITE 1700
COLUMBUS, OH 43215

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted**2053189**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

TRIUMPHE CASUALTY COMPANY

and, that said business records show the filing and recording of:

Document(s):

DOMESTIC ARTICLES/FOR PROFIT

Document No(s):

201128500818

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 6th day of October, A.D. 2011.

Ohio Secretary of State



ODI
Ohio Department
of Insurance

John R. Kasich, Governor
Mary Taylor, Lt. Governor/Director


50 West Town Street
Third Floor - Suite 300
Columbus, OH 43215-4186
(614) 644-2658
www.insurance.ohio.gov

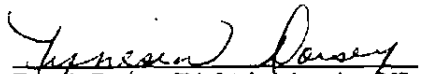
CERTIFICATION OF RECORDS

I, Tina L. Chubb, Records Administrator for the Ohio Department of Insurance, do hereby certify that the attached copy of the Order regarding Triumphe Casualty Company on file with the Ohio Department of Insurance is a true and accurate copy of the original record maintained in the ordinary course of business by this agency.

Signed and dated this 29th day of September, 2011.




Tina L. Chubb, Records Administrator
Ohio Department of Insurance


Tynesia Dorsey, Chief Administrative Officer
Ohio Department of Insurance

Accredited by the National Association of Insurance Commissioners (NAIC)
Consumer Hotline: 1-800-686-1526 Fraud Hotline: 1-800-686-1527 OSHIIF Hotline: 1-800-686-1578
TDD Line: (614) 644-3745 (Printed in house)

STATE OF OHIO
DEPARTMENT OF INSURANCE
50 W. Town Street, Third Floor, Suite 300
Columbus, Ohio 43215

IN THE MATTER OF: : MARY TAYLOR
: LT. GOVERNOR/DIRECTOR
TRIUMPHE CASUALTY :
COMPANY : ORDER AND JOURNAL ENTRY
: (NAIC No. 41106) :

ORDER

1. Triumphe Casualty Company (the "Company"), presently domiciled in the State of Pennsylvania, has applied to the Superintendent of Insurance for approval to redomesticate to Ohio pursuant to Section 3913.40 of the Ohio Revised Code. The Company currently has a certificate of authority to conduct the business of insurance in the State of Ohio.
2. The Company has designated its principal place of business in this state as, 3250 Interstate Drive, Richfield, Ohio 44286, phone number (330) 659-8900.
3. No evidence has been submitted that the proposed transfer of domicile is not in the interest of the policyholders of the State of Ohio.

NOW THEREFORE IT IS ORDERED THAT:

1. The redomestication of the Company from Pennsylvania to Ohio is approved as of the date below.
2. The Company will be issued an amended certificate of authority that shows that it is domiciled in the State of Ohio as of its original date of incorporation (October 20, 1981).

This Order made and entered into the Journal of the Ohio Department of Insurance this 28 day of September, 2011.


Mary Taylor
Lt. Governor/Director

ARTICLES OF INCORPORATION AND REDOMESTICATION

OF

TRIUMPHE CASUALTY COMPANY

PREAMBLE. This transaction represents a redomestication subject to approval by the Superintendent of Insurance pursuant to Section 3913.40 of Ohio Revised Code as it now exists or may hereafter be amended. Triumph Casualty Company (the "Company") is a wholly owned subsidiary of National Interstate Insurance Company, an Ohio corporation. The Company was originally incorporated in the State of Texas on October 20, 1981 under the name Mission Insurance Company of Texas. On September 28, 2000, the Company changed its name from Mission Insurance Company of Texas to Triumph Casualty Company. The Company transferred its domiciliary state from Texas to Pennsylvania on July 20, 2001.

FIRST. The name of the Company is Triumph Casualty Company.

SECOND. The duration of the Company shall be perpetual.

THIRD. The principal office of the Company is located in Summit County in the Village of Richfield, Ohio. The Company shall have full power and authority to establish subordinate offices and agencies in said city and other parts of the State of Ohio, and in other states and territories and in foreign countries.

FOURTH. The purpose or purposes for which the Company is formed are:

(a) to make and undertake all of the kinds of insurance and reinsurance (except with respect to life insurance, contracts for the payment of annuities, and title insurance) which are now or may hereafter be permitted to domestic stock property, fire, marine and casualty companies under laws of the State of Ohio; and to make and undertake any and all kinds of insurance and reinsurance (except with respect to life insurance, contracts for the payment of annuities, and title insurance) in other states and outside the United States

of America, its territories and possessions, so long as all other applicable requirements of law are met; and

(b) to do whatever is deemed necessary, useful, or conducive to carrying out any of the purposes of the Company and to engage in any lawful act or activity for which Corporations may be formed under the Ohio General Corporation Law and Chapter 3925 of the Ohio Revised Code.

FIFTH. The authorized number of shares of the Company is three million (3,000,000), all of which are Common Shares with the par value of Forty Dollars (\$40.00) per share. The amount of the Company's common share capital shall be One Hundred Twenty Million Dollars (\$120,000,000).

All certificates evidencing the capital stock of the Company shall bear the following legend:

"The shares of stock represented by this certificate are subject to restrictions against transfer set forth in Section 5.1 of the Bylaws Restated as Code of Regulations of the Company and an agreement executed by the holder of such shares reflecting the same, and may not be sold, assigned, transferred or otherwise disposed of except in accordance with the terms of such instruments. Copies of the Regulations and said agreement are available for review by such shareholder at the offices of the Company upon request."

SIXTH. The number of directors of the Company, which shall not be less than five (5) nor more than twenty-one (21), as determined by the shareholders, at any annual or special meeting called for the purpose of electing directors at which a quorum is present, by the affirmative vote of the holders of a majority of the shares that are represented at the meeting and entitled to vote on the proposal. The directors shall hold office for a term of one year. In case any vacancies shall occur on the Board of Directors, the remaining members of the Board of Directors shall have power to fill such vacancy for the remainder of the term.

**ODI**Ohio Department
of InsuranceJohn R. Kasich, Governor
Mary Taylor, Lt. Governor/Director50 West Town Street
Third Floor - Suite 300
Columbus, OH 43215-4188
(614) 644-2658
www.insurance.ohio.gov(614) 728-1274
(614) 644-3742(fax)Steve.vamos@insurance.ohio.gov

August 4, 2011

Scott Myers
Assistant Attorney General
Health & Human Resources Section
Ohio Attorney General's Office
30 East Broad Street, 26th Floor
Columbus, Ohio 43215-3428Re: Triumphe Casualty Company
Proposed Articles of Redomestication

Dear Mr. Myers:

Enclosed please find the executed proposed Articles of Redomestication of the above referenced company.

Based upon my review, the Department extends its pre-clearance to the proposed Articles of Redomestication.

In your anticipated approval letter, please remind the company that it must wait to file these articles until such time as it has in hand an Order, executed by the Superintendent of Insurance, approving the proposed transfer of domicile into Ohio. Further, a copy of that Order should be a part of the filing of the Articles made with the Ohio Secretary of State.

Thank you for your assistance with this matter.

Sincerely,

Stephen J. Vamos
Staff Counsel

cc: Mary F. Kozenko

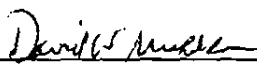
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TDD Line: (614) 644-3745 (Printed in house)

SEVENTH. The Company, by action of its directors, and without action by its shareholders, may purchase its own shares in accordance with the provisions of the Ohio General Corporation Law. Such purchases may be either in the open market or at public or private sale, in such manner and amounts, from such holder or holders of outstanding shares of the Company, and at such prices as the directors shall from time to time determine.

EIGHTH. No holder of shares of the Company of any class, as such, shall have any preemptive right to purchase or subscribe for shares of the Company, of any class, or other securities of the Company, of any class, whether now or hereafter authorized.

NINTH. These 2011 Articles of Incorporation and Redomestication replace and supersede the current 2001 Articles of Domestication of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 28th day of July, 2011.


David W. Michelson, President
National Interstate Insurance Company
Incorporator

**MIKE DEWINE**

★ OHIO ATTORNEY GENERAL ★

Health and Human Services
(614) 466-8600 Telephone
(614) 466-6090 Facsimile
30 East Broad Street, Level 26
Columbus, Ohio 43215

www.ohioattorneygeneral.gov

July 29, 2011

Allison Clark
Legal Department
Ohio Secretary of State
180 East Broad Street, 15th Floor
Columbus, Ohio 43215

**Re: Triumphe Casualty Company
Proposed Articles of Redomestication**

Dear Ms. Clark,

I have reviewed the July 28, 2011, Proposed Articles of Redomestication of the Triumphe Casualty Company. I have also consulted with the Ohio Department of Insurance, which has expressed its approval of the Articles in question.

Based upon my examination of these Articles and my review of the relevant statutes, I find the Articles to be in accordance with the constitution and laws of the State of Ohio and of the United States.

Respectfully Submitted,

MICHAEL DEWINE
Attorney General of Ohio

W. SCOTT MYERS
Assistant Attorney General
Health and Human Services
30 East Broad Street, 26th floor
Columbus, Ohio 43215
614-466-8600
614-466-6090 (facsimile)

WSM/mlw
cc: Stephen J. Vamos, Esq.