

F07 000004384

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

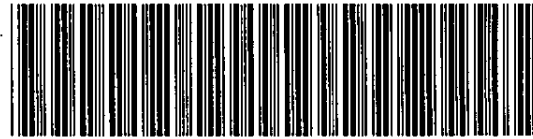
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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05/10/12--01033--021 **43.75

FILED

12 JUN 28 PM 3:02

SECRETARY OF STATE
6014 AMSTERDAM AVENUE
ALBANY, NY 12242-1000

AMEND
CRB
7/3/12

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: California Casualty 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:

Casey O'Donnell
Name of Contact Person

Westmont Associates, Inc.
Firm/Company

1703 Martin Pike East, Suite 200
Address

Cherry Hill, NJ 08003
City/State and Zip Code

JEnglese@calcas.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Casey O'Donnell at (856) 216-0220
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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 15, 2012

CASEY O.DONNELL
WESTMONT ASSOCIATES, INC.
1763 MARLTON PIKE EAST, SUITE 200
CHERRY HILL, NJ 08003

SUBJECT: CALIFORNIA CASUALTY INSURANCE COMPANY
Ref. Number: F07000004384

We have received your document for CALIFORNIA CASUALTY 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 CERTIFICATE FROM THE NEW STATE, OREGON, MUST EVIDENCE THE CHANGE OF JURISDICTION.

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.

Karen Gibson
Document Specialist Supervisor

Letter Number: 312A00014384

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)

F070000 4384
(Document number of corporation (if known))

FILED
12 JUN 28 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. California Casualty Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. California 3. 8/28/07
(Incorporated under laws of) (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? Not Applicable
5. Not Applicable
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- Not Applicable
(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.
- Not applicable
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- Oregon
(New jurisdiction)

James R Engle
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)
James Robert Engle
(Typed or printed name of person signing)

Secretary
(Title of person signing)

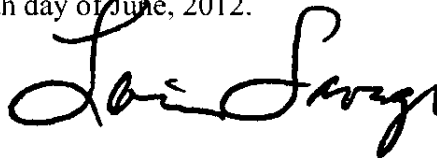
STATE OF OREGON
DEPARTMENT OF CONSUMER AND BUSINESS SERVICES
INSURANCE DIVISION

CERTIFICATION

This is to certify that the annexed copy of the Amended and Restated Articles of Incorporation thereto of CALIFORNIA CASUALTY INSURANCE COMPANY, Portland, Oregon, an Oregon corporation, is a true and exact copy of the original now on file in this office.

*****END OF CERTIFICATION*****

In witness whereof, I have hereunto set my hand
and affixed the official seal of the Division this
5th day of June, 2012.

A handwritten signature in black ink, appearing to read "Louis Savage", written in a cursive style.

Louis Savage
Insurance Commissioner

Amended and Restated
Articles of Incorporation
of
California Casualty Insurance Company

FILED April 26, 2012 *AR*
DEPT. CONSUMER & BUSINESS SERVICES
INSURANCE DIVISION

Effective date: May 1, 2012

ONE: The name of this corporation is

CALIFORNIA CASUALTY INSURANCE COMPANY

TWO: The purpose of this corporation is to make insurance and reinsurance of all classes for which an insurer may be authorized under the Oregon Insurance Code.

THREE: The name and address in this state of this corporation's initial resident agent for service of process are:

Registered Agent Solutions, Inc.
8130 S.W. Beaverton-Hillsdale Hwy.
Portland, OR 97225

FOUR: The name and address of the incorporator is as follows:

James M. Sevey
1900 Alameda de las Pulgas
San Mateo, CA 94403

FIVE: The mailing address to which notices may be mailed is as follows:

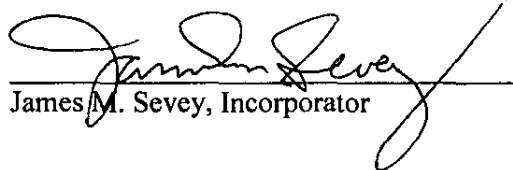
P.O. Box M
San Mateo, CA 94402-0080

SIX: This corporation is authorized to issue only one class of shares of stock. The total number of shares which this corporation is authorized to issue is thirty thousand (30,000). The par value of each share shall be one hundred dollars (\$100.00).

SEVEN: The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under Oregon law. An officer of the corporation is entitled to mandatory indemnification under ORS 60.394, and is entitled to apply for court-ordered indemnification under ORS 60.401, in each case to the same extent as a director under ORS 60.394 and 60.401. The corporation may indemnify and advance expenses under ORS 60.387 to 60.411 to an officer, employee or agent of the corporation to the same extent as to a director.

EIGHT: The number of directors of this corporation shall be five (5).

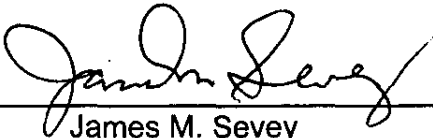
Dated:


James M. Sevey, Incorporator

CERTIFICATION

I, James M. Sevey, hereby certify that I am the Secretary of the California Casualty Insurance Company, a California Corporation (the "Corporation"), and that the foregoing resolution was adopted at a regular meeting of the Corporation's Board of Directors held on September 6, 2011, and is still in full force and effect as of this date.

IN WITNESS WHEREOF, I have set my hand and seal this 16th day of September, 2011.


James M. Sevey

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF
CALIFORNIA CASUALTY INSURANCE COMPANY**

WHEREAS, the Board believes it is in the best interests of California Casualty Insurance Company (the "Corporation") to redomesticate from the State of California to the State of Oregon;

NOW, THEREFORE, BE IT RESOLVED, that the redomestication of the Corporation from the State of California to the State of Oregon, be and hereby is approved; and

RESOLVED FURTHER, that the officers and directors of the Corporation, and the officers of the Corporation's Manager, California Casualty Management Company, are authorized to prepare and file all documents, and to take all necessary actions to effect the redomestication described in the foregoing resolutions; and

RESOLVED FURTHER, that the attached Amended and Restated Articles of Incorporation of the Corporation are hereby approved, to be effective on the date the Oregon Division of Insurance accepts them for filing; and

RESOLVED FURTHER, that the attached Amended and Restated Bylaws of the Corporation are hereby approved, to be effective on the same date the Amended and Restated Articles of Incorporation become effective; and

RESOLVED FURTHER, that the President and Secretary of this Corporation be and are hereby authorized by the Board of Directors and directed to sign and execute the Uniform Consent to Service of Process to give irrevocable consent that actions may be commenced against this Corporation in the proper court of any jurisdiction in the states of: Arizona, California, Florida, Idaho, Illinois, Iowa, Kansas, Kentucky, Missouri, Nebraska, Nevada, New Mexico, Ohio, Oregon, Texas, Utah, Washington, Wisconsin and Wyoming in which the action shall arise, or in which plaintiff may reside, by service of process in the states indicated above and irrevocably appoints the officers of the states and their successors in such offices or appoints the agents so designated in the Uniform Consent to Service of Process form and stipulate and agree that such service of process shall be taken and held in all courts to be as valid and binding as if due service had been made upon this Corporation according to the laws of said state.