

FO8000002502

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(Address)

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(City/State/Zip/Phone #)

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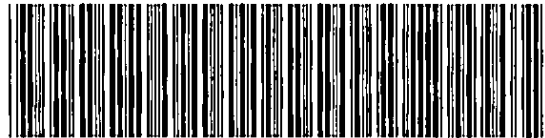
(Business Entity Name)

(Document Number)

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2019 MAR 25 A 11:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 03 2019

T. LEMIEUX

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PCH Mutual Insurance Company, Inc., A Risk Retention Group

Name of Corporation

DOCUMENT NUMBER: F08000002502

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Teresa Matthews

Name of Contact Person

Risk Services

Firm/Company

1605 Main Street, Suite 800

Address

Sarasota, FL 34236

City/State and Zip Code

tmatthews@pboa.com

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

For further information concerning this matter, please call:

Teresa Matthews

941

955-0793

at (_____) _____

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)

F08000002502

(Document number of corporation (if known))

1. PCH Mutual Insurance Company, Inc., A Risk Retention Group
(Name of corporation as it appears on the records of the Department of State)

2. District of Columbia 3. 04/30/08
(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? _____

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.

Vermont
(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.

Teresa Matthews

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

Teresa Matthews

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

STATE OF VERMONT
OFFICE OF SECRETARY OF STATE
Certificate of Redomestication

The Secretary of State hereby grants a Certificate Confirming Incorporation to

PCH MUTUAL INSURANCE COMPANY, INC., A
RISK RETENTION GROUP

Formerly District Of Columbia Corporation

Redomesticating to Vermont pursuant to T.8, Chapter 101, Section 3437. Attached is a true copy of the amended and restated certificate of incorporation for such corporation which appear of record in this office effective December 31, 2016



December 15, 2016

Given under my hand and the seal
of the State of Vermont, at
Montpelier, the State Capital

A handwritten signature in cursive script, reading "James C. Condos".

James C. Condos
Secretary of State

**VERMONT SECRETARY OF STATE****Corporations Division**

MAILING ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104

DELIVERY ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104

PHONE: 802-828-2386

WEBSITE: www.sec.state.vt.us

CERTIFICATE OF INCORPORATION

FILING NUMBER: 0002203401

FILING DATE: 12/15/2016

EFFECTIVE DATE: 12/31/2016

BUSINESS INFORMATION	
BUSINESS ID	0325689
BUSINESS NAME	PCH MUTUAL INSURANCE COMPANY, INC., A RISK RETENTION GROUP
BUSINESS TYPE	Domestic Non-profit Corporation
BUSINESS DESCRIPTION	52-Finance and Insurance 298-All Other Insurance Related Activities

STATUS AS A MEMBER ORGANIZATION
This corporation is a member organization

BENEFIT TYPE
This is a mutual benefit non-profit corporation

PRINCIPAL OFFICE/BUSINESS ADDRESS			
STREET ADDRESS	58 East View Lane	CITY	Barre
STATE	VT	ZIP CODE	05641
COUNTRY	USA		

PRINCIPAL OFFICE/MAILING ADDRESS			
ADDRESS	58 East View Lane	CITY	Barre
STATE	VT	ZIP CODE	05641
COUNTRY	USA		

INCORPORATOR INFORMATION		
NAME	PHYSICAL ADDRESS	MAILING ADDRESS
see initial directors	5101 Wisconsin Ave. N.W., Suite 500, Washington, DC, 20016, USA	5101 Wisconsin Ave. N.W., Suite 500, Washington, DC, 20016, USA

OFFICER/DIRECTOR INFORMATION			
NAME	TITLE	PHYSICAL ADDRESS	MAILING ADDRESS
Arthur D. Perschetz	Director	5101 Wisconsin Ave. N.W., Suite 500, Washington, DC, 20016, USA	5101 Wisconsin Ave. N.W., Suite 500, Washington, DC, 20016, USA
Sean P. Kehoe	Director	5101 Wisconsin Ave. N.W., Suite 500, Washington, DC, 20016, USA	5101 Wisconsin Ave. N.W., Suite 500, Washington, DC, 20016, USA
Corey D. O'Brien	Director	5101 Wisconsin Ave. N.W., Suite 500, Washington, DC, 20016, USA	5101 Wisconsin Ave. N.W., Suite 500, Washington, DC, 20016, USA

AGENT INFORMATION		
NAME	PHYSICAL ADDRESS	MAILING ADDRESS
RISK SERVICES- VERMONT INC	58 EAST VIEW LN #2, BARRE, 05641, VT	58 EAST VIEW LN #2, BARRE, 05641, VT

REDOMESTICATION INFORMATION	
PREVIOUS STATE NAME	District Of Columbia
PREVIOUS COUNTRY	United States
PREVIOUS ENTITY TYPE	Corporation

OTHER PROVISIONS	
FILE NAME	DESCRIPTION
20161222115019.pdf	



VERMONT SECRETARY OF STATE

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PHONE: 802-828-2385

WEBSITE: www.sec.state.vt.us

FILING NUMBER: 0002203401

FILING DATE: 12/15/2016

EFFECTIVE DATE: 12/31/2016

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PCH MUTUAL INSURANCE COMPANY, INC., A RISK RETENTION GROUP

ARTICLE I

Name

The name of the corporation shall be PCH Mutual Insurance Company, Inc., a Risk Retention Group.

ARTICLE II

Mutual Benefit Corporation

This corporation is a mutual benefit corporation, structured pursuant to Title 11B, Vermont Statutes Annotated.

ARTICLE III

Registered Office, Registered Agent and Initial Principal Place of Business

The registered office of the corporation as of the Effective Date shall be 58 East View Lane, Suite 2, City of Barre, County of Washington, and State of Vermont, 05641, and the registered agent at such address shall be Risk Services-Vermont, Inc. The initial principal place of business of the corporation shall be 58 East View Lane, Suite 2, City of Barre, County of Washington, and State of Vermont 05641.

ARTICLE IV

Members

The corporation shall have one or more members. All members shall belong to a single class of membership. Except as may be provided in the corporation's bylaws, the members shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution.



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PHONE: 802-828-2385

WEBSITE: www.sos.state.vt.us

FILING NUMBER:0002203401

FILING DATE:12/15/2016

EFFECTIVE DATE: 12/31/2016

ARTICLE V

Purpose

This corporation is a Vermont mutual benefit corporation, 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 8, Vermont Statutes Annotated, Chapters 141 and 142, Captive Insurance Companies and Risk Retention Groups and Purchasing Groups, respectively. The corporation may conduct all activities necessary or incidental to the foregoing, and may engage in any other lawful business or activity.

ARTICLE VI

Distribution of Assets Upon Dissolution

The board of directors, in approving dissolution, shall adopt a plan of dissolution indicating how the assets owned or held by the corporation will be distributed to the members after all creditors have been paid. Such plan of dissolution shall be in the manner and upon the terms provided by law and in accordance with or not in contravention of these articles of incorporation, the corporation's bylaws, and the corporation's participation agreement.

ARTICLE VII

Other Distributions

The board of directors may authorize, and the corporation may make from time to time, distributions to its members other than distributions upon the dissolution and winding up of the corporation, provided that such distributions are made in the manner and upon the terms and conditions permitted by Title 8, Vermont Statutes Annotated, Chapter 141, Captive Insurance Companies, Section 6005, Dividends, and are consistent with the terms set forth in these articles of incorporation, the corporation's bylaws, and the corporation's participation agreement.

ARTICLE VIII

Effective Date

These Amended and Restated Articles of Incorporation shall be effective as of the 31st day of December, 2016 (the "Effective Date").

**VERMONT SECRETARY OF STATE****Corporations Division**

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FILING DATE: 12/15/2016

EFFECTIVE DATE: 12/31/2016

ARTICLE IX**Incorporators**

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This corporation is changing its domicile from the District of Columbia to the State of Vermont pursuant to 8 V.S.A. § 3437, *et seq.* The corporation operated in the District of Columbia under the name "PCH Mutual Insurance Company, Inc., a Risk Retention Group," the same name under which it will operate in Vermont. The corporation was originally formed and incorporated in the District of Columbia on April 29, 2004, pursuant to the filing with the District of Columbia Department of Insurance and Securities Regulation of Articles of Incorporation signed by the following individuals:

<u>Name</u>	<u>Address</u>
Arthur D. Perschetz	5101 Wisconsin Ave. N.W., Suite 500 Washington, DC 20016
Sean P. Kehoe	5101 Wisconsin Ave. N.W., Suite 500 Washington, DC 20016
Corey D. O'Brien	5101 Wisconsin Ave. N.W., Suite 500 Washington, DC 20016

Executed on behalf of the corporation as of this 13th day of December, 2016.

**PCH MUTUAL INSURANCE COMPANY, INC.,
A RISK RETENTION GROUP**

By:

Julie M. Bordo, President

Category of Business for Vermont Department of
Economic Development's Data Base:
55 Insurance Carrier

6855794_3:12604-00001



VERMONT SECRETARY OF STATE

Corporations Division

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DELIVERY ADDRESS Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104

PHONE: 802-828-2386

WEBSITE: www.sec.state VT US

FILING NUMBER:0002203401

FILING DATE:12/15/2016

EFFECTIVE DATE: 12/31/2016

CERTIFICATE TO ACCOMPANY

THE

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

**PCH MUTUAL INSURANCE COMPANY, INC., A RISK RETENTION GROUP
(Redomesticating from the District of Columbia)**

Pursuant to 11B V.S.A. § 10.06, PCH Mutual Insurance Company, Inc., A Risk Retention Group, hereby presents the attached Amended and Restated Articles of Incorporation and certifies as follows:

ARTICLE I

The name of the corporation is PCH Mutual Insurance Company, Inc., a Risk Retention Group. The corporation is redomesticating to Vermont from the District of Columbia pursuant to 8 V.S.A. §§ 3437 and 3439. 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 member 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 September 30, 2016 and approved by the members as of October 16, 2016 in accordance with the provisions of the Vermont Nonprofit Corporation Act as applicable pursuant to 8 V.S.A. § 3437.



VERMONT SECRETARY OF STATE

Corporations Division

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PHONE: 802-828-2386

WEBSITE www.sec.state.vt.us

FILING NUMBER:0002203401

FILING DATE:12/15/2016

EFFECTIVE DATE: 12/31/2016


ARTICLE IV

At the time of the voting on the amendments, the corporation had only one class of membership, and one thousand two hundred four (1,204) memberships were outstanding as of October 16, 2016. The outstanding memberships were entitled to cast a total of one thousand two hundred four (1,204) votes. The number of votes indisputably cast in favor of the amendments was and no votes were cast against the amendments. The members approved, adopted, and indisputably cast four hundred twenty-six (426) votes for the amendments contained in the Amended and Restated Articles of Incorporation at a duly called and held meeting of the members, which was sufficient for approval by the sole class of membership.

Dated as of the 13th day of December, 2016.

PCH MUTUAL INSURANCE COMPANY, INC.,
A RISK RETENTION GROUP

By:


Julie M. Bordo, President

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VERMONT SECRETARY OF STATE

Corporations Division

MAILING ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104

DELIVERY ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104

PHONE: 802-828-3380

WEBSITE: www.sec.state.vt.us

FILING NUMBER: 0002203401

FILING DATE: 12/15/2016

EFFECTIVE DATE: 12/31/2016



State of Vermont
Department of Financial Regulation
89 Main Street
Montpelier, VT 05620-3101
www.dfr.vermont.gov

PCH Mutual Insurance Company, Inc., X
a Risk Retention Group X Certificate of General Good
(a proposed restricted corporation for X
captive insurance) X

WHEREAS, the Commissioner of the Department of Financial Regulation (hereafter the Commissioner) received a Petition pursuant to 8 V.S.A., Section 6006(d) from the above-captioned proposed corporation, to issue thereto a Certificate of General Good; and

WHEREAS, **PCH Mutual Insurance Company, Inc., a Risk Retention Group** from the district of Columbia will be redomesticating to Vermont; and

WHEREAS, the Commissioner has considered the facts and circumstances surrounding this Petition, including; the character, reputation, financial standing and purposes of the proposed incorporators; the character, reputation, financial responsibility, insurance experience and business qualifications of the proposed officers and directors; and all other facts that the Commissioner has deemed advisable in his review of the Petition:

NOW THEREFORE, pursuant to the provisions of 8 V.S.A. Section 6006 and based upon the Commissioner's review and consideration of the facts and circumstances surrounding the Petition, all of which are herein incorporated by reference, the Commissioner does hereby find that the proposed corporation, **PCH Mutual Insurance Company, Inc., a Risk Retention Group** will promote the general good of the State of Vermont and does issue this Certificate of General Good as evidence thereof.

IN WITNESS WHEREOF, I
have set my hand, and
affixed the official seal of
the Department of Financial
Regulation, this 8th day of
December, 2016


DAVID F. PROVOST
DEPUTY COMMISSIONER
CAPTIVE INSURANCE

CERTIFICATE VALID WITH WATERMARK

Banking
802-828-3307

Insurance
802-828-3301

Captive Insurance
802-828-3304

Securities
802-828-3420

STATE OF VERMONT
OFFICE OF SECRETARY OF STATE

Certificate of Good Standing

I, James C. Condos, Vermont Secretary of State, do hereby certify that according to the records of this office

PCH MUTUAL INSURANCE COMPANY, INC., A RISK RETENTION GROUP

a Domestic Non-profit Corporation formed under the laws of the State of VERMONT, was filed for record in this office on Dec 31, 2016.

I further certify that the company has perpetual duration, that its most recent annual report is on file, and that as of this date, articles of dissolution / withdrawal have not been filed.

March 19, 2019

Given under my hand and the seal of the State of Vermont, at Montpelier, the State Capital.



A handwritten signature in cursive script that reads "James C. Condos".

James C. Condos
Vermont Secretary of State

Business ID: 0325689
Certificate Number: 2013596766001