

F 09000003951

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

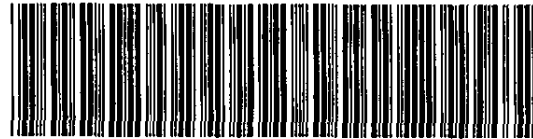
Special Instructions to Filing Officer:

OK to file per  
Darlene Connell

4/26/18

Office Use Only

641-



400311193044

04/03/18--01018--021 \*\*35.00

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2018 APR 24 PM 4:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. GOLDEN

APR 26 2018

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Harleysville Preferred Insurance Company  
Name of Corporation

**DOCUMENT NUMBER:** F09000003951

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jacqueline Gordon

Name of Contact Person

Nationwide

Firm/Company

One Nationwide Blvd., 1-32-306

Address

Columbus, OH 43215

City/State and Zip Code

finrpt@nationwide.com

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

For further information concerning this matter, please call:

Jacqueline Gordon

Name of Contact Person

at ( 614 ) 249-4431  
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



Office of the Chief Legal Officer

April 18, 2018

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

RE: Harleysville Worcester Insurance Company  
Harleysville Insurance Company  
Harleysville Preferred Insurance Company  
Corporate Amendment Application

Dear Ms. Golden:

Enclosed please find the Amended Articles of Incorporation, certified by the Ohio Secretary of State, regarding the redomestication of the above companies in response to your letter dated April 4, 2018. Also enclosed is a copy of your original letter.

If you should need anything further, please do not hesitate to contact me.

Sincerely,

Jacqueline A. Gordon  
Paralegal Specialist

Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 4, 2018

JACQUELINE GORDON  
ONE NATIONWIDE BLVD., 1-32-306  
COLUMBUS, OH 43215

SUBJECT: HARLEYSVILLE PREFERRED INSURANCE COMPANY  
Ref. Number: F09000003951

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.

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: 418A00006810

**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)**

F09000003951

(Document number of corporation (if known))

1. Harleysville Preferred Insurance Company

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

2. Pennsylvania

(Incorporated under laws of)

3. 10/06/2009

(Date authorized to do business in Florida)

FILED  
2018 APR 24 PM 4:11  
SECRETARY OF STATE  
TALLAHASSEE, 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.

Mark Berven

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

Mark A. Berven

(Typed or printed name of person signing)

President & COO

(Title of person signing)

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF SECRETARY OF STATE

*I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the paper to which this is attached is a true and correct copy from the original record now in my official custody as Secretary of State.*



*Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio this  
26th day of January, A.D. 2018.*

Ohio Secretary of State

*Jon Husted*

Validation Number:

201802602462



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
11/20/2017	201732403242	DOMESTIC FOR PROFIT CORP - ARTICLES (ARF)	3700.00	300.00	0.00	0.00

**Receipt**

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

CORPORATION SERVICE COMPANY  
DEANNE E. SCHAUSEIL  
50 W. BROAD STREET, SUITE 1330  
COLUMBUS, OH 43215

**STATE OF OHIO  
CERTIFICATE**

**Ohio Secretary of State, Jon Husted**  
**4098451**

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

**HARLEYSVILLE PREFERRED INSURANCE COMPANY**

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

Document(s)

**DOMESTIC FOR PROFIT CORP - ARTICLES**

Effective Date: 10/30/1985

Document No(s):

**201732403242**



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  
20th day of November, A.D. 2017.

*Jon Husted*

**Ohio Secretary of State**



**MIKE DEWINE**

— \* OHIO ATTORNEY GENERAL \* —

Health and Human Services  
Office 614-466-8600  
Fax 614-466-6090

30 East Broad St., 16th Floor  
Columbus, Ohio 43215  
[www.OhioAttorneyGeneral.gov](http://www.OhioAttorneyGeneral.gov)

November 15, 2017

Allison A. DeSantis  
Director of Business Services  
Ohio Secretary of State  
180 E. Broad Street, 16th Floor  
Columbus, OH 43215

Re: Harleysville Preferred Insurance Company  
Proposed Articles of Redomestication

Dear Ms. DeSantis:

I have reviewed the Proposed Articles of Redomestication. I have also consulted with the Ohio Department of Insurance, which has expressed its approval of the Articles in question.

Based upon my review 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.

Very respectfully yours,

Mike DeWine  
Ohio Attorney General

Melissa L. Wilburn  
Assistant Attorney General

MLW/bck

cc: Stephen J. Vamos, Esq.  
Enclosures

CLERK OF COURT

2017 NOV 20 14:12:33

RECEIVED





**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](http://www.ohioattorneygeneral.gov)

November 3, 2017

Nationwide  
ATTN: Jacqueline Gordon  
One Nationwide Plaza  
Mail Code 1-35-406  
Columbus, Ohio 43215

**Re: Harleysville Preferred Insurance Company  
Proposed Articles of Redomestication**

Dear Ms. Gordon:

I have reviewed the Proposed Articles of Redomestication. 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.

Please note that you must wait to file these articles until such time as you have 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.

Very respectfully yours,

**MICHAEL DEWINE**  
Attorney General of Ohio

**Melissa L. Wilburn**  
Assistant Attorney General

MLW/swe  
cc: Stephen J. Vamos, Esq.  
Enclosures



Form 532A Prescribed by:

**JON HUSTED**  
**OHIO SECRETARY OF STATE**

244 West 22nd Street, Suite 200  
Columbus, OH 43260

Phone: (614) 467-3300  
Fax: (614) 467-3300

Web site: [www.ohiosos.state.oh.us](http://www.ohiosos.state.oh.us)

Not to be used for any of the following:

Corporate Filing (see separate)  
Filing Fee: \$100

Columbus, OH 43260

Corporate Filing (see separate)  
Filing Fee: \$100

Columbus, OH 43260

## Initial Articles of Incorporation (For Profit, Domestic Corporation) Filing Fee: \$125 (113 - ARF)

First:

Name of Corporation

Harleyville Preferred Insurance Company

(Name must include the following word or abbreviation: company, co., corporation, corp., (incorporated, or inc.)

Second:

Location of Principal  
office in Ohio

Columbus  
City

Ohio  
State

Franklin  
County

Effective Date  
(Optional)

See Exhibit A  
mm/dd/yyyy

(The legal existence of the corporation begins upon  
the filing of the articles or on a later date specified  
that is not more than ninety days after filing)

Third:

The number of shares which the corporation is authorized to have outstanding.  
(Please state if shares are common or preferred and their par value, if any.)

See Exhibit A

Number of Shares

Type

Par Value

Fourth:

If the corporation is to have an initial stated capital, please state the amount of that stated capital

See Exhibit A

Amount

\*\*Note: ORC Chapter 1701 allows additional provisions to be included in the Articles of Incorporation that are filed with this office. If including any of these additional provisions, please do so by including them in an attachment to this form.\*\*

### ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of Harleysville Preferred Insurance Company hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is

<u>Corporation Service Company</u>		
Name		
<u>50 West Broad Street, Suite 1330</u>		
Mailing Address		
<u>Columbus</u>	<u>Ohio</u>	<u>43215</u>
City	State	Zip Code

Must be signed by the  
incorporators or a  
majority of the  
incorporators

Mark A. Brown  
Signature

Signature

Signature

### ACCEPTANCE OF APPOINTMENT

The Undersigned, Corporation Service Company, named herein as the  
Statutory Agent Name

Statutory agent for Harleysville Preferred Insurance Company  
Corporation Name

hereby acknowledges and accepts the appointment of statutory agent for said corporation.

CSC-Lawyers Incorporating Service (Corporation Service Company)

Statutory Agent Signature By: Dave Nickelsen, Asst. VP.

Individual Agent's Signature/Signature on Behalf of Business Serving as Agent

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

**Required**

Articles and original appointment of agent must be signed by the incorporator(s).

If the incorporator is an individual, then they must sign in the "signature" box and print his/her name in the "Print Name" box.

If the incorporator is a business entity, not an individual, then please print the entity name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print his/her name and title/authority in the "Print Name" box.

*Mark A. Server*

Signature

By

Mark A. Server, President and Chief Operating Officer

Print Name

Signature

By

Print Name

Signature

By

Print Name

**EXHIBIT A**

**ARTICLES OF INCORPORATION AND REDOMESTICATION  
OF**

**HARLEYSVILLE PREFERRED INSURANCE COMPANY**

**PREAMBLE:** The document identifies the transaction as a redomestication subject to approval of the Superintendent of Insurance pursuant to Section 3913.40 of the Ohio Revised Code as it now exists or may hereafter be amended. On October 30, 1985, the Corporation was formed in the Commonwealth of Pennsylvania and is currently domiciled in Pennsylvania. The Articles of Incorporation have been amended on February 18, 1986, April 14, 1986, March 1, 1994, and March 2, 2001.

**FIRST:** The name of the corporation shall be Harleysville Preferred Insurance Company.

**SECOND:** The principal office shall be located in Columbus, Franklin County, Ohio.

**EFFECTIVE DATE:** December 1, 2017

**THIRD:** The number of shares which the corporation is authorized to have outstanding is 470,000 shares of common stock, with a par value of \$9.00 per share.

**FOURTH:** The amount of paid-in capital with which the Corporation began business in Ohio was \$4,230,000. As of June 30, 2017, the amount of surplus with which the Corporation began business in Ohio was \$49,118,816.

STATE OF OHIO  
DEPARTMENT OF INSURANCE  
59 WEST TOWN STREET  
3<sup>RD</sup> FLOOR, SUITE 300  
COLUMBUS, OHIO 43215

IN RE:

THE REDOMESTICATION OF  
HARLEYSVILLE PREFERRED  
INSURANCE COMPANY

JILLIAN FROMENT  
DIRECTOR

(NAIC NO. 35696)

**ORDER**

Harleysville Preferred Insurance Company ("Company"), presently domiciled in the State of Pennsylvania, has applied to the Superintendent of Insurance for approval to redomesticate to the State of Ohio pursuant to R.C. Section 3913.40. The Company has a certificate of authority to conduct the business of insurance in Ohio.

The Company has designated its statutory office as One West Nationwide Blvd., Columbus, Ohio, 43215-2220.

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:**

The redomestication of the Company from Pennsylvania to Ohio is approved as of the date below.

The Company will be listed on an amended certificate of authority that shows that it is domiciled in the State of Ohio as of its original date of incorporation (October 30, 1985).

This Order made and entered into the Journal of the Ohio Department of Insurance this 13<sup>th</sup> day of November, 2017.

  
Jillian Froment  
Director