

F11000001772

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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☐ MAIL

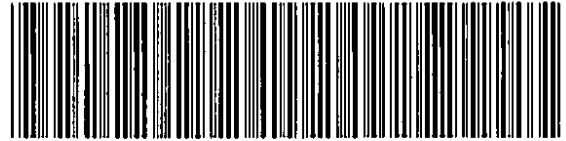
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

JUL 19 2017

T. J. EMMEUX

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Physicians Casualty Risk Retention Group, Inc.
Name of Corporation

DOCUMENT NUMBER: F11000001772

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jeffrey Pollick

Name of Contact Person

Physicians Casualty Risk Retention Group, Inc.

Firm/Company

401 Corbett Street SUITE 200

Address

Clearwater, FL 33756

City/State and Zip Code

jeff@physicianscasualty.com

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

For further information concerning this matter, please call:

Jeffrey Pollick

at (727) 481-8917

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)

FL100001772

(Document number of corporation (if known))

1. PHYSICIANS CASUALTY RISK RETENTION GROUP, INC.

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

2. Alabama

(Incorporated under laws of)

3. 04/22/2011

(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.

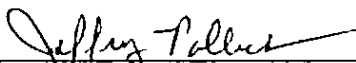
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Alabama

(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)

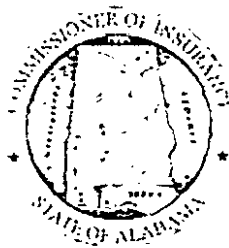
Jeffrey Pollick

(Typed or printed name of person signing)

President

(Title of person signing)

FILED
2011 JUL 17 P 2 30
SECRETARY OF STATE
TALLAHASSEE, FL 32309



STATE OF ALABAMA
DEPARTMENT OF INSURANCE

Certificate of Authority

Issue Date: 02/27/2017

I, the undersigned, Commissioner of Insurance for the State of Alabama, by authority vested in me by law do hereby authorize **Physicians Casualty Risk Retention Group, Inc.** to act with the powers indicated hereon.

Company Number: 13995

PHYSICIANS CASUALTY RISK RETENTION GROUP, INC.
401 CORBETT ST
SUITE 200
CLEARWATER FL 33756

COMMENTS :

40: Captive Risk Retention Group

This license remains in effect until suspended, cancelled, expired or revoked, as long as fees and taxes are currently paid and all licensing requirements are complied with.

In witness whereof, I have hereunto set my hand and affixed the Official Seal of this Department at the City of Montgomery, Alabama.

A handwritten signature in cursive script that reads "Jim L. Ridling".

Jim L. Ridling
Commissioner of Insurance

STATE OF ALABAMA)
 :
COUNTY OF MONTGOMERY)

Alabama Sec. Of State	New Entity 384-598	D/C 2/23/2017	File \$100.00
	Date	Time	Ackn \$.00
	170301	17:00	Exp \$.00
		7 Pg	Total \$100.00
			10/003

STATEMENT OF CONVERSION
OF
PHYSICIANS CASUALTY RISK RETENTION GROUP, INC.
INTO AN
ALABAMA RISK RETENTION GROUP CAPTIVE INSURANCE COMPANY

This Statement of Conversion ("Statement") is intended to reflect the conversion of **PHYSICIANS CASUALTY RISK RETENTION GROUP, INC.**, a Nevada corporation licensed as a risk retention group, (the "Corporation") into an Alabama corporation licensed as a risk retention group captive insurance company, under and pursuant to the provisions of the Alabama Business and Nonprofit Entity Code, § 10A-1-8.01, *et seq.*

ARTICLE I

The name of the converting entity is "Physicians Casualty Risk Retention Group, Inc.", a Nevada corporation licensed as a risk retention group. The Corporation was organized by the filing of Articles of Incorporation with the Secretary of State of Nevada on August 20, 2010. The Entity ID Number assigned to the Corporation by the Nevada Secretary of State is E0413052010-0.

ARTICLE II

The name of the converted entity is "Physicians Casualty Risk Retention Group, Inc.", an Alabama corporation licensed as a risk retention group captive insurance company. The filing of this Statement shall constitute an Amended and Restated Articles of Incorporation for the Corporation as an Alabama risk retention group captive insurance company, in accordance with § 27-31B-8(b) of the Alabama Captive Insurers Act and § 10A-1-8.01(b) of the Alabama Business and Nonprofit Entity Code.

ARTICLE III

The Corporation was converted into an Alabama corporation licensed as a risk retention group captive insurance company pursuant to a Plan of Conversion (the "Plan of Conversion") and the Alabama Business and Nonprofit Entity Code, including § 10A-1-8.01, *et seq.* (the "Alabama Conversion Law"). The Plan of Conversion has been adopted and approved in accordance with the Alabama Conversion Law.

ARTICLE IV

This Statement shall become effective on the date this Statement of Conversion is filed (the "Effective Date").

ARTICLE V

PURPOSE

The Corporation is being redomesticated from Nevada and will continue to operate as a risk retention group captive insurance company as defined by the Alabama Captive Insurers Act. According, the Corporation shall be authorized to:

(a) Act as a stock captive insurance company as permitted by the Alabama Captive Insurers Act.

(b) Do and transact any and every other kind of business which is permitted under the general corporation and applicable insurance laws of the State of Alabama as now in force or as hereafter amended, and to transact any other lawful business for which corporations may be incorporated subject, however, to the provisions of the Alabama Captive Insurers Act.

ARTICLE VI

STOCK

The Corporation issued one class of stock as follows:

<u>Class of Share</u>	<u>Authorized Number</u>
Common Stock	2,000,000

The rights, preferences and limitations of the shares of common stock are as follows:

(a) Par Value

The Corporation's shares of common stock have a par value of One Dollar (\$1.00) per share.

(b) Voting Rights

Subject to section (c) below, the holders of record of shares of common stock are entitled to unlimited voting rights equating to one vote per outstanding share of common stock on all matters upon which shareholders are entitled to vote. Notwithstanding the foregoing, cumulative voting is not permitted.

(c) Dividend and Distribution Rights

Shares of common stock have dividend and distribution rights granted by law or declared by resolution of the Board of Directors.

(d) Rights upon Dissolution or Liquidation

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the net assets and funds of the Corporation available for

distribution to the shareholders shall be distributed to the shareholders of record determined as of the applicable date of (i) the Corporation's approval, through proper corporate action, of such liquidation, dissolution or winding up of the Corporation or (ii) any action taken by a court that results in the liquidation, dissolution or winding up of the Corporation.

(e) Transfer of Shares

The shares of common stock of the Corporation may not be transferred in any manner whatsoever (either voluntarily or involuntarily, directly or indirectly, by pledge, sale, gift, levy, or any other attempted method of transfer) without the prior written consent of the Board of Directors.

ARTICLE VII

CAPITALIZATION

The Corporation has approximately three million (\$3,000,000) as initial capitalization and surplus contribution, in the form of cash, stocks and other liquid assets. Accordingly, the Corporation will commence business operations in Alabama immediately upon the completion of its redomestication. If necessary, additional capital shall be invested into the Corporation, from time to time, in amounts sufficient to satisfy the captive insurance laws and regulation of the State of Alabama.

ARTICLE VIII

INTERNAL AFFAIRS OF THE CORPORATION

The business and affairs of the Corporation shall continue to be managed by, and be under the direction of, the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute, by these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation, the directors are empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation. The Board of Directors has the power to: (i) adopt Bylaws of the Corporation and rules and regulations for the transaction of the business of the Corporation not inconsistent with these Amended and Restated Articles of Incorporation or the laws of the State of Alabama; and (ii) to amend or repeal such Bylaws, rules and regulations. The Board of Directors may fix reasonable compensation of the directors for their service.

A director may be removed from office, with or without cause, at any time by affirmative vote of the shareholders representing at least a majority of all the votes then entitled to be cast at an election of Directors. Removal by the Board of Directors requires affirmative vote of at least two-thirds (2/3) of all Directors.

ARTICLE IX

REGISTERED OFFICE

The address of the registered office of the Corporation is 2660 EastChase Lane, Suite 300, Montgomery, Alabama 36117

The name of the initial registered agent at such address is Gilpin Givhan, PC.

The address where the Corporation conducts its principal business is 401 Corbett Street, Suite 200, Belleair, Florida 33756.

ARTICLE X

BOARD OF DIRECTORS

The number of directors constituting the Board of Directors is seven (7). The name of persons who are to serve as director are:

1. Jeffrey Charles Pollick
2. Kimberly Maxted
3. Jody Schwahn
4. Norman Urich, DO
5. David Hood, MD
6. George Canizares, MD
7. Davis H. Smith, Esq.

At least one member of the Board of Directors shall be a resident of the State of Alabama.

ARTICLE XI

OFFICERS

The officers of the Corporation are:

1. PRESIDENT/SECRETARY: Jeffrey Charles Pollick
2. TREASURER: Kimberly Maxted

ARTICLE XII

INDEMNIFICATION

The Corporation shall indemnify the directors, officers, employees and agents of the Corporation to the fullest extent permitted under the Corporation's Bylaws and the laws of the State of Alabama. Any repeal or modification of this Article XII shall not adversely affect any right of indemnification of a director or officer of the Corporation existing at any time prior to such repeal or modification. Notwithstanding anything to the contrary contained in this Article, a

person will be entitled to indemnification hereunder only if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

ARTICLE XIII

AMENDMENT TO ARTICLES

These Amended and Restated Articles of Incorporation may be amended by shareholders eligible to vote at any annual or special meeting.

ARTICLE XIV

ORIGINAL INCORPORATOR

The name and address of the original incorporator which formed the Corporation in Nevada is: Jeffrey Charles Pollick, 136 Windward Island Road, Clearwater, Florida 33767.

ARTICLE XV

DURATION

The duration of the Corporation shall be perpetual.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has caused this Statement of Conversion to be executed as of February 23, 2017.

PHYSICIANS CASUALTY RISK RETENTION GROUP,
INC.

By:



Davis H. Smith
Its Authorized Official

This Instrument Prepared By:
Davis H. Smith, Esq.
Gilpin Givhan, PC
Post Office Drawer 4540
Montgomery, Alabama 36103-4540
(334) 244-1111 // Fax (334) 244-1969

JOHN H. MERRILL
SECRETARY OF STATE

ALABAMA STATE CAPITOL
MONTGOMERY, AL 36130

STATE OF ALABAMA

I, John H. Merrill, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama 1975*, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

Physicians Casualty Risk Retention Group, Inc.

This name reservation is for the exclusive use of GILPIN GIVHAN, PC, 2660 EASTCHASE LANE SUITE 300, MONTGOMERY, AL 36117 for a period of one year beginning February 16, 2017 and expiring February 16, 2018.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

February 16, 2017

Date

John H. Merrill

A handwritten signature in dark ink, appearing to read 'J. H. Merrill', written over a horizontal line.

Secretary of State

RES152628