

F13000003544

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

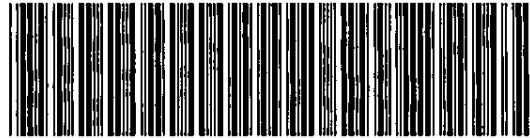
(Business Entity Name)

(Document Number)

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

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02/21/14--01020--011 \*\*52.50

FILED  
SECRETARY OF STATE  
DIVISION OF REVENUE  
14 MAR 17 AM 11:47

*Forgone*

MAR 19 2015  
T. LEMIEUX



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 24, 2014

AKTHY C CARRINGTON  
5104 N FRANCIA AVE STE 101  
OKLAHOMA CITY, OK 73118

SUBJECT: BANCINSURE, INC.  
Ref. Number: F13000003544

We have received your document for BANCINSURE, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document you sent in is for a Florida Corporation not a Foreign Corporation. I am sending you two different documents to file. One is for the name change of the corporation. The other is for the officer/director change.

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.

Tracy L Lemieux  
Regulatory Specialist II

Letter Number: 014A00004038

RECEIVED  
14 MAR 17 AM 11:41  
DIVISION OF CORPORATIONS  
FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** BancInsure, Inc.

Name of Corporation

**DOCUMENT NUMBER:** F13000003544

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

**Kathy C. Carrington**

Name of Contact Person

**Red Rock Insurance Company**

Firm/Company

**5104 N. Francis Avenue, Suite 101**

Address

**Oklahoma City, OK 73118**

City/State and Zip Code

**kathy.carrington@rric.com**

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

For further information concerning this matter, please call:

**Kathy C. Carrington** at **(405) 416-5156**

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

(Pursuant to s. 607.1504, F.S.)

F13000003544

FILED  
SECRETARY OF STATE  
DIVISION OF INFORMATION  
14 MAR 17 AM 11:17  
day

- 1 BancInsure, Inc.

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

- ## 2 Oklahoma

(Incorporated under laws of)

- 3 August 12, 2013

(Date authorized to do business in Florida)

## SECTION II

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? November 21, 2013

- 5 Red Rock Insurance Company

(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.

(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.

Lia S. Bays  
(Signature of a director, president or other officer of the corporation or of a receiver or other court appointed fiduciary)

**Lisa G. Bays**

(Typed or printed name of person signing)

**EVP, General Counsel, Secretary**

(Title of person signing)

OFFICE OF THE SECRETARY OF STATE



**RESTATED  
CERTIFICATE OF INCORPORATION**

*WHEREAS, the Restated Certificate of Incorporation of*

**RED ROCK INSURANCE COMPANY**

*has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.*

*NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.*

*IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.*



*Filed in the city of Oklahoma City this  
21st day of November, 2013.*

*Chin Bezge*

*Secretary of State*

11/21/2013 01:29 PM

OKLAHOMA SECRETARY OF STATE



SOS

FILED - Oklahoma Secretary of State #3100430096 11/21/2013



23198470002

**FOURTH RESTATED AND AMENDED  
CERTIFICATE OF INCORPORATION  
OF  
BANCINSURE, INC.**

BancInsure, Inc., a corporation organized and existing under the General Corporation Law of the State of Oklahoma, does hereby certify:

1. The Articles of Incorporation were originally filed with the Secretary of State of the State of Oklahoma on March 7, 1985.
2. The Restated and Amended Certificate of Incorporation was approved by the Insurance Commissioner of the State of Oklahoma on November 16, 1989, and filed with the Secretary of State of the State of Oklahoma on November 16, 1989.
3. The Second Restated and Amended Certificate of Incorporation was approved by the Insurance Commissioner of the State of Oklahoma on March 24, 1994, and filed with the Secretary of State of the State of Oklahoma on April 5, 1994.
4. The Third Restated and Amended Certificate of Incorporation was approved by the Insurance Commissioner of the State of Oklahoma on March 14, 1995, and filed with the Secretary of State of the State of Oklahoma on March 16, 1995.
5. The following is the Fourth Restated and Amended Certificate of Incorporation which supersedes and takes the place of the therefore existing Third Restated and Amended Articles of Incorporation and amendments thereto, in accordance with OKLA. STAT. Title 18 Section 1080.

**FOURTH RESTATED AND AMENDED  
CERTIFICATE OF INCORPORATION  
OF  
BANCINSURE, INC.**

ARTICLE 1. The name of the Corporation is:

**RED ROCK INSURANCE COMPANY**

FINANCIAL DIVISION  
APPROVED AS TO FORM

NOV 20 2013

INSURANCE COMMISSIONER  
OKLAHOMA

ARTICLE 2. The address of its registered office in the State of Oklahoma is: 5104 N. Francis Avenue, Suite 101, Oklahoma City, Oklahoma 73118. The name and address of its registered agent is: Lisa G. Bays, 5104 North Francis Avenue, Suite 101, Oklahoma City, Oklahoma 73118. The principal place of business shall be Oklahoma City, Oklahoma, and the Corporation shall transact business in Oklahoma.

ARTICLE 3. The duration of the Corporation is for perpetuity.

ARTICLE 4. The general purpose for which this corporation is formed is to engage in business as a stock insurer as defined and authorized by the laws of the State of Oklahoma. The Corporation will transact Accident and Health Insurance as defined in OKLA. STAT. Title 36 Section 703, Property Insurance as defined in OKLA. STAT. Title 36 Section 704, Marine Insurance as defined in OKLA. STAT. Title 36 Section 705, Vehicle Insurance as defined in OKLA. STAT. Title 36 Section 706, Casualty Insurance as defined in OKLA. STAT. Title 36 Section 707, and Surety Insurance as defined in OKLA. STAT. Title 36 Section 708.

ARTICLE 5. The aggregate number of shares which the Corporation shall have authority to allot is 500,000 shares of common stock, all of one class, or the par value of \$7.00 each, with the aggregate par value of authorized common stock totaling \$3,500,000.00. The shares will be non-assessable.

The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

<u>CLASS</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>
Common Stock	500,000	\$ 7.00

ARTICLE 6. The amount of stated capital with which the Corporation shall begin business is \$500.00, which has been fully paid.

ARTICLE 7. There shall be allotted by the Corporation, before it shall begin the business of insurance, 500,000 shares of common stock, and the consideration to be received by the Corporation therefor will be the sum of \$500,000.00, capital.

The number and class of shares to be allotted by the Corporation before it shall begin the business of insurance and the consideration to be received by the Corporation therefor, are:

<u>CLASS OF SHARES</u>	<u>NUMBER</u>	<u>CONSIDERATION TO BE RECEIVED THEREFOR</u>
Common Stock	500,000	\$500,000.00

ARTICLE 8. Each shareholder of the Corporation shall be entitled at the shareholders meeting to one vote for each share standing in the name of such shareholder in the books of the Corporation.

ARTICLE 9. The Corporation shall have at least three (3) and no more than fifty (50) directors.

ARTICLE 10. The Corporation is authorized to issue participating policies according to the terms of OKLA. STAT. Title 36 Section 2121.

ARTICLE 11. The transfer of certificates of shares and the shares represented thereby may be regulated by the Bylaws, insofar as not inconsistent with the provisions of the Business Corporation Act of Oklahoma.

ARTICLE 12. In furtherance and not in limitation of the powers conferred by the laws of the State of Oklahoma, the Board of Directors of the Corporation is expressly authorized:

(a) To adopt, alter, amend or repeal the Bylaws subject to the power of the shareholders to alter, amend or repeal such Bylaws; provided, however, the Board of Directors shall not adopt or alter the Bylaws fixing their number, qualifications, classifications, or term of office.

(b) To designate, by resolution passed by a majority of the whole Board, one or more committees, each to consist of one or more directors, which committees, to the extent provided in such resolution or in the Bylaws of the Corporation, shall have and may exercise any and all of the powers of the Board of Directors in the management of the business and affairs of the Corporation.

ARTICLE 13. A Director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which



involve intentional misconduct or a knowing violation of law, (iii) under OKLA. STAT. Title 18 Section 1053, or (iv) for any transaction from which the director derived an improper personal benefit; provided, however, that this paragraph shall be subject to the limitations, if any of OKLA. STAT. Title 18 Section 1002. If the Oklahoma General Corporation Act hereafter is amended to further eliminate or limit the liability of a director, then a director of the Corporation, in addition to the circumstances in which a director is not personally liable as set forth above, shall not be liable to the fullest extent permitted by the amended Oklahoma General Corporation Act.

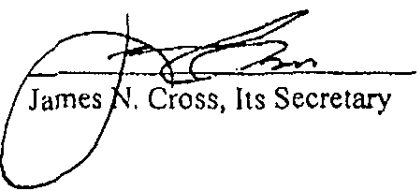
Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

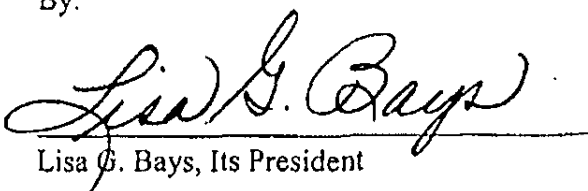
IN WITNESS WHEREOF, BancInsure, Inc. has caused this Certificate to be signed and attested by its duly authorized officers, as of the 21<sup>st</sup> day of November, 2013.

ATTEST:

BANCINSURE, INC.:

By:

  
James N. Cross, Its Secretary

  
Lisa G. Bays, Its President