

F19000003583

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

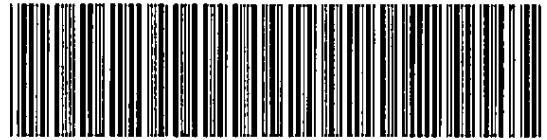
(Document Number)

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

Special Instructions to Filing Officer: *Rec 3/19/21*

*Cert, does not state  
they converted from  
Wisconsin to Oklahoma.*

Office Use Only



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*Amend*  
**FILED**  
2021 APR 21 PM 1:49  
CLERK OF STATE  
TALLAHASSEE, FL

*Every paper  
hand*

APR 22 2021  
D CONNELL

# SUTTON NATIONAL

March 16, 2021

Florida Department of State  
Division of Corporations  
Corporate Records  
Attn: Susan Tallent  
P.O. Box 6327  
Tallahassee, Florida 32314

**Re: Sutton National Insurance Company - Ref. Number: F19000003583**

Dear Ms. Tallent,

We have received your request for additional documentation. Please find attached the original application included in your March 8<sup>th</sup> letter as well as a certificate of compliance from the old jurisdiction, Wisconsin.

Please let me know if any additional information is needed.

Respectfully,

*Ally Beguiristain*

Ally Beguiristain  
Associate Attorney  
[abeguiristain@brickell-insurance.com](mailto:abeguiristain@brickell-insurance.com)  
(305) 921-2842

# SUTTON NATIONAL

April 20, 2021

Darlene Connell, Supervisor  
Florida Department of State  
Division of Corporations

SUBJECT: SUTTON NATIONAL INSURANCE COMPANY ("Company")  
Ref. Number: F19000003583

Dear Ms. Connell:

The referenced Company submitted an Amendment to Application to reflect the change in the jurisdiction of incorporation of the Company from Wisconsin to Oklahoma. The Department's letters of March 8, 2021 and of April 8, 2021 stated the application is being returned because we did not provide the following:

"A CERTIFICATE STATING THE OLD JURISDICTION AND THE NEW JURISDICTION IS REQUIRED. THE CERTIFICATE MUST STATE BOTH JURISDICTIONS."

We have previously submitted a Certificate of Good Standing from both the old and new jurisdictions, but do not have a certificate issued by either jurisdiction that states both jurisdictions. Insurance Companies are regulated by the Insurance Department in addition to the Department of State, and the Company required approval from both the old and new Departments of Insurance first in order to change its state of domicile. There being no single "CERTIFICATE STATING THE OLD AND NEW JURISDICTIONS", the Company hereby submits the following documentation to satisfy this requirement:

- July 16, 2020 letter from the Commissioner of Insurance of Wisconsin conditionally approving the redomestication to Oklahoma.
- Oklahoma Insurance Department Order of Approval for the Company to redomesticate to Oklahoma
- October 12, 2020 letter from the Commissioner of Insurance of Wisconsin reflecting the Company's move from Wisconsin to Oklahoma and the issuance of a new Certificate of Authority certifying the Company is now domiciled in Oklahoma.
- August 7, 2020 Approved Articles of Incorporation from Oklahoma reflecting that the Company became an Oklahoma corporation.

# SUTTON NATIONAL

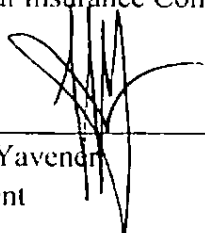
- February 18, 2021 Certificate of Compliance from Oklahoma reflecting that the Company is duly organized under the laws of the State of Oklahoma
- August 5, 2020 Certificate of Authority from the State of Oklahoma certifying the Company is organized under the laws of the State of Oklahoma
- April 20, 2021 Certificate of Officer that the Corporation redomesticated from Wisconsin to Oklahoma in August of 2020 and is now an Oklahoma corporation
- Copy of original application to amend the Company's jurisdiction of incorporation from Wisconsin to Oklahoma

We understand the filing fee has been deposited, and respectfully request that the Department of State approve the amendment filed to change the Company's state of organization from Wisconsin to Oklahoma and update the Department of State's recordings accordingly. Please let us know if you need anything further and thank you in advance for your cooperation.

Sincerely,

Sutton National Insurance Company

By: Lloyd Yavender  
Title: President





FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 2, 2021

ALLY BEGUIRISTAIN  
BRICKELL INSURANCE HOLDINGS LLC  
600 BRICKELL AVE SUITE 1900  
MIAMI, FL 33131

SUBJECT: SUTTON NATIONAL INSURANCE COMPANY  
Ref. Number: F19000003583

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.

Susan Tallent  
Regulatory Specialist II

Letter Number: 421A00002360



Rec 3/19/21

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 8, 2021

ALLY BERGUIRISTAIN  
BRICKELL INSURANCE HOLDINGS LLC  
600 BRICKELL AVE, SUITE 1900  
MIAMI, FL 33131

SUBJECT: SUTTON NATIONAL INSURANCE COMPANY  
Ref. Number: F19000003583

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 STATING THE OLD JURISDICTION AND THE NEW JURISDICTION IS REQUIRED.

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.

Susan Tallent  
Regulatory Specialist II

Letter Number: 321A00004821



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 9, 2021

ALLY BEGUIRISTAIN  
BRICKELL INSURANCE HOLDINGS LLC  
600 BRICKELL AVE, SUITE 1900  
MIAMI, FL 33131

SUBJECT: SUTTON NATIONAL INSURANCE COMPANY  
Ref. Number: F19000003583

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):

You failed to make the correction(s) requested in our previous letter.

A CERTIFICATE STATING THE OLD JURISDICTION AND THE NEW JURISDICTION IS REQUIRED. THE CERTIFICATE MUST STATE BOTH JURISDICTIONS.

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.

Susan Tallent  
Regulatory Specialist II

Letter Number: 621A00007374

**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)**

F190000003583

(Document number of corporation (if known))

1. Sutton National Insurance Company  
(Name of corporation as it appears on the records of the Department of State)
2. WI 3. 07/26/2019  
(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.

Oklahoma

\_\_\_\_\_  
(New jurisdiction)

8. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent \_\_\_\_\_

\_\_\_\_\_  
(Florida street address)

New Registered Office Address: \_\_\_\_\_, Florida \_\_\_\_\_  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

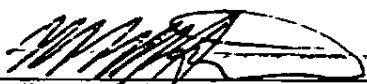
**FILED**  
2021 APR 21 PM 1:49  
SECRETARY OF STATE  
TALLAHASSEE, FL



9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
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_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove

10. 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)

William Hise/berner

(Typed or printed name of person signing)

CFD

(Title of person signing)

FILING FEE \$35.00



Wisconsin Office of the  
**COMMISSIONER  
OF INSURANCE**

Tony Evers, Governor of Wisconsin  
Mark Afable, Commissioner of Insurance

July 16, 2020

MR WILLIAM HITSELBERG  
SUTTON NATIONAL INS CO  
600 BRICKELL AVE 19<sup>TH</sup> FL  
MIAMI FL 33131

Re: Redomestication of Sutton National Insurance Company [NAIC #25798]

Dear Mr. Hitselberger:

The State of Wisconsin Office of the Commissioner of Insurance ("OCI") has made a decision concerning the request for redomestication submitted on behalf of the above-referenced domestic insurer.

Please be advised that OCI conditionally approves the request for the redomestication of Sutton National Insurance Company to Oklahoma, subject to the submission, and OCI's receipt, of the following items:

1. A copy of the Oklahoma Insurance Dept.'s final approval of the redomestication.
2. Amended and Restated Articles of Incorporation (certified by the Corporate Secretary), and
3. If applicable, Amended and Restated Bylaws (certified by the Corporate Secretary).

After receiving the items listed above, a nondomestic certificate of authority will be issued to replace the domestic certificate of authority. The effective date of the nondomestic certificate of authority will coincide with the effective date of the Amended and Restated Articles of Incorporation.

Please feel free to email me at [kristin.forsberg@wisconsin.gov](mailto:kristin.forsberg@wisconsin.gov) should you have any questions.

Sincerely,

A handwritten signature in cursive script that reads "Kristin L. Forsberg".

Kristin L. Forsberg  
Insurance Financial Examiner Chief  
Financial Division

**BEFORE THE INSURANCE COMMISSIONER OF THE  
STATE OF OKLAHOMA**

In Re: Redomestication of SUTTON	)	
NATIONAL INSURANCE	)	
COMPANY, a Wisconsin insurance	)	Case No. 2020-0270-TRN
a Wisconsin insurance corporation,	)	
to the State of Oklahoma	)	

**ORDER**

On the 5th day of August, 2020, the above matter came on for review by the Oklahoma Insurance Commissioner. The Applicant, Sutton National Insurance Company, (hereinafter "Sutton National" or "Applicant") was represented by J. Angela Ables of the law firm of Kerr, Irvine, Rhodes and Ables, and the Oklahoma Insurance Commissioner was represented by Sara Worten, Assistant General Counsel, Oklahoma Insurance Commissioner's Office. Judge John D. Miller was appointed by the Insurance Commissioner for the purpose of acting as Hearing Officer and making all determinations pertinent to the redomestication of Sutton to the State of Oklahoma. Ryan Underwood, Financial Analyst, appeared and testified on behalf of the Financial Division of the Oklahoma Insurance Department and Diane Carter, Assistant Insurance Commissioner and Chief Financial Analyst, also was present at the Hearing on behalf of the Oklahoma Insurance Department. Lloyd Yavener, President of Sutton National, appeared and testified on behalf of the Applicant. The Hearing Officer, having reviewed the Form R (Redomestication) Application and all documentation relating thereto, received evidence and being fully advised in the premises, finds as follows:

### **JURISDICTION**

1. That the Oklahoma Insurance Commissioner has jurisdiction of this cause pursuant to the provisions of the Oklahoma Insurance Code, 36 O.S. Section 101 et seq. and the Administrative Procedures Act, 75 O.S. Section 250 et seq. and specifically 36 O.S. Section 606.1 and OAC 365:25-7-10 et seq.

### **FINDINGS OF FACT and CONCLUSIONS OF LAW**

1. That the subject Hearing was held pursuant to the Administrative Procedures Act, 75 O.S. Section 250 et seq., 36 O.S. Section 101 et seq. and specifically 36 O.S. § 606.1.

2. That the proceeding was commenced with the filing of a Form R Redomestication Statement by Sutton National, requesting the change of domestication from the State of Wisconsin to the State of Oklahoma on May 15, 2020 by Applicant herein and the issuing of a Notice of the subject Hearing on July 28 , 2020 by the Oklahoma Insurance Commissioner to Applicant.

3. That the Notice of Hearing included the date, time and place of the Hearing and that said Notice notified Applicant of the appointment of Judge John D. Miller as the Hearing Examiner appointed by the Oklahoma Insurance Commissioner for the purpose of making all determinations pertinent to the filing.

4. That the Hearing was, pursuant to statute, recorded electronically.

5. That the Applicant and the Commissioner's staff attended electronically due to the restrictions imposed due to the Coronavirus pandemic and all parties participated in the Hearing, gave sworn testimony, produced documents and both Parties, at the conclusion of the Hearing, stated that they had nothing further to submit.

6. That said Form R and Exhibits detailed the identity and background of Sutton National, the identity and background of individuals associated with Sutton National, the future plans of the insurer, the regulatory history of the Applicant, the examination status of the insurer, its rates and reserves and five (5) years of financial statements.

7. That the Applicant is a property and casualty insurer licensed to do business in seventeen (17) states, with an administrative address of: 600 Brickell Avenue, 19<sup>th</sup> Floor, Miami, Florida 33131 and a Mailing address of 1855 Griffin Road, Suite B 390, Dania Beach, Florida 33004.

8. That Sutton National has been recently admitted to do business in the State of Oklahoma as a foreign insurer.

9. That the ultimate controlling person of Sutton National is Mr. Steven Pasko, an individual.

10. That the immediate corporate parent of Sutton National is Sutton National Insurance Holdings, LLC, a Delaware holding company.

11. That the only person with the power to vote, as much as ten percent (10%) of the outstanding voting stock of Sutton National and its ultimate ownership by three Private Equity Firms, is Mr. Steven Pasko, who has one hundred percent of the voting interest in the ultimate entities having ownership and control of Sutton National.

12. That pursuant to Biographical Affidavits filed by the Applicant, none of the officers or directors of Applicant or of its ultimate controlling person, have been convicted of a felony or been the subject of a regulatory disciplinary proceeding.

13. That the financial statements of Applicant herein reflected capital and surplus as follows for the past five years:

2019: \$5,594,743  
2018: \$7,566,509  
2017: \$7,502,922  
2016: \$7,436,605  
2015: \$11,775,679

And 90 day current financials of \$ 6,088,501 as of March of 2020.

14. That the financial statements of the ultimate controlling person of Sutton National, Mr. Steven Pasko, were filed with the redomestication filing and confidential treatment of same were requested.

15. That Applicant's future plans for Sutton National will be to write program business compatible with its newly created domestic surplus line insurer in the State of Oklahoma and elsewhere in the property and casualty business and increase its licensures in a number of states in order to have an admitted carrier for the Sutton companies.

16. That an additional forty million dollars (\$40,000,000) will be contributed to the capital and surplus of the Applicant by its indirect corporate parent, Brickell Holdings upon redomestication, bringing its total capital and surplus to approximately forty-six million dollars (\$46,000,000.00).

17. That information regarding the methodologies utilized by the insurer post redomestication in establishing its insurance rates and reserves was filed with the Oklahoma Insurance Commissioner's office with the Form R, including the names and certifications of the insurer's inside and outside actuarial consultants.

### **FINDINGS OF FACT**

1. That based upon a preponderance of the evidence presented at the Hearing, Applicant Sutton National has complied with the provisions of the statutes, specifically 36 O.S. § 606.1 relating to the change of domestication of insurers from another state to the State of Oklahoma.

2. That based upon a preponderance of the evidence submitted at the Hearing, the Hearing Officer finds that no evidence was submitted that, after the proposed change of domestication to the State of Oklahoma, that Applicant would not be able to satisfy the requirements for the issuance of a license to write the line or lines of insurance for which it is presently licensed.

3. That no evidence was submitted that the redomestication of Sutton National to the State of Oklahoma would substantially lessen competition or tend to create a monopoly in the State of Oklahoma.

4. That no evidence was submitted that the financial condition of Applicant or its parent is such as to jeopardize the interests of present or future policyholders of the Applicant herein.

5. That the future plans of Applicant post redomestication appear fair and reasonable based upon the documentation filed with the Insurance Commissioner and submitted at the Hearing.

6. That Applicant's future plans appear to be fair and reasonable and in the public interest based upon the information presented to the Insurance Department.

7. That no evidence was submitted that the competence, experience and integrity of the persons who control Applicant is such that the interests of the public or present or future policyholders of Sutton National will be affected adversely by the redomestication to the state of Oklahoma.

### CONCLUSIONS OF LAW

1. That these proceedings were commenced pursuant to the Administrative Procedures Act, 75 O.S. § 250 et seq. and pursuant to the Commissioner's statutory authority set forth at 36 O.S. § 101 et seq.
2. That the Oklahoma Insurance Commissioner has jurisdiction of this matter pursuant to 36 O.S. § 606.1 and OAC 365:25-7-10 et seq.
3. The Applicant was given lawful service of the Notice of Hearing and did appear and participated in said Hearing.
4. That the Hearing Examiner was properly and legally appointed to hear the matter and make all determinations pertinent thereto.
5. That the Hearing was, pursuant to statute, recorded electronically.
6. That the Parties were given full opportunity to present their case, conduct the Hearing and present witnesses and documents.

### ORDER


**THEREFORE**, no criteria for disapproval specified in 36 O.S. Section 606.1 or OAC 365:25-7-11 et seq. having been found, **IT IS HEREBY ORDERED** that the application of Sutton National Insurance Company to redomesticate in the State of Oklahoma is hereby **APPROVED** as of the date of the Hearing first set forth hereinabove.




WITNESS MY HAND and official seal this 5<sup>th</sup> day of August, 2020.


GLEN MULREADY  
INSURANCE COMMISSIONER  
STATE OF OKLAHOMA

By

  
Judge John D. Miller  
Hearing Examiner

APPROVED AS TO FORM:


  
Sara Worten, Esq.  
Assistant General Counsel  
Oklahoma Insurance Commissioner's Office

  
J. Angela Ables, Esq.  
Kerr, Irvine, Rhodes and Ables  
Attorney for Applicant

**CERTIFICATE OF MAILING**

I hereby certify that a true and correct copy of the foregoing Order was mailed electronically on the 5<sup>th</sup> day of August, 2020, to the following:

J. Angela Ables  
Attorney for Applicant  
Kerr, Irvine, Rhodes and Ables  
201 Robert S. Kerr, Suite 600  
Oklahoma City, Oklahoma 73102

  
Sara Worten  
Assistant General Counsel  
Oklahoma Insurance Department

Applicant Name: SUTTON NATIONAL INSURANCE COMPANY

NAIC 25798  
FEIN 91-0895822

**Uniform Certificate of Authority Application (UCAA)  
Certificate of Compliance**

State of Oklahoma, Office of Glen Mulready, Commissioner for the State of Oklahoma,

I, hereby certify that I am the **Financial Analyst**, of the State of Oklahoma and have supervision  
of insurance business in said State and as such I hereby certify

**SUTTON NATIONAL INSURANCE COMPANY**

Of Oklahoma is duly organized under the laws of said State and is authorized to transact the  
business of:

**Marine  
Accident & Health  
Property  
Vehicle  
Workers Compensation  
Surety (excluding bail)  
Casualty (including vehicle)**

IN TESTIMONY WHEREOF, I have hereunto set my hand at the Oklahoma Insurance  
Department on this 18th day of February A.D. 2021

Ryan

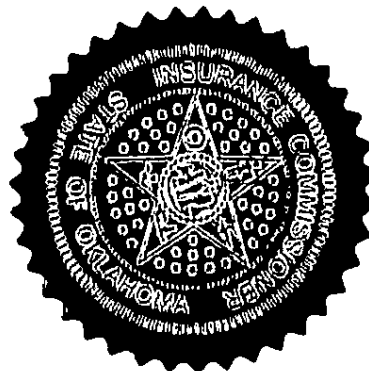
Underwood

Digitally signed by Ryan Underwood  
DN: cn=Ryan Underwood, o=Oklahoma  
Insurance Department, ou=Financial,  
email=ryan.underwood@okd.ok.gov,  
c=US  
Date: 2021.02.18 10:01:44 -06'00'

(Signature)

**Ryan Underwood**  
(Printed Name)

- \* Insurance Commissioner, Officer or Superintendent of Insurance authorized to certify to the insurance business within the domiciliary state.
- \*\* Lines of Insurance as shown on Form 3 of UCAA



OFFICE OF THE SECRETARY OF STATE



**CERTIFICATE OF INCORPORATION**

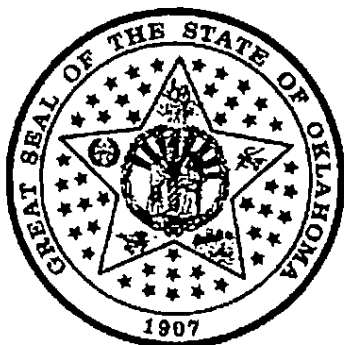
*WHEREAS, the Certificate of Incorporation of*

**SUTTON NATIONAL 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  
7th day of August, 2020.*

*[Signature]*

*Secretary of State*

FILED OKLAHOMA SECRETARY OF STATE #1912862969 08/07/2020  
FINANCIAL DIVISION  
APPROVED AS TO FORM

AUG 7 2020

ARTICLES OF INCORPORATION  
INSURANCE DIVISION  
OKLAHOMA

OF

SUTTON NATIONAL INSURANCE COMPANY

RECEIVED  
OKLAHOMA INSURANCE DEPARTMENT

AUG 06 2020

RECEIVED MAILROOM  
FRONT DESK

AUG 06 2020

OKLAHOMA INSURANCE DEPT.]

AUG 07 2020

FINANCIAL DIVISION  
DEPARTMENT

The undersigned corporation (hereinafter referred to as the "Company" or the "Corporation"), an insurance company formed originally on November 8, 1972 under and pursuant to the provisions of the laws of the State of Wisconsin, for the purpose of redomesticating the Company to the State of Oklahoma, retaining its original incorporation date in Oklahoma of November 8, 1972, effecting a change in the Company's status from that of a foreign to an Oklahoma domestic insurance company, all in accordance with the provisions of the Wisconsin Corporate Laws, Wisconsin Insurance Laws, the Oklahoma General Corporation Act and the Oklahoma Insurance Code does hereby state that we, the undersigned incorporators of Sutton National Insurance Company (the "Company") an Oklahoma corporation, being persons legally competent to amend the prior Articles of Incorporation and incorporate the Company in the State of Oklahoma as a domestic insurer, do hereby execute and adopt the Following Certificate of Incorporation in accordance with the Oklahoma Statutes, 2009, 36 O.S. Section 606.1 and 18 O.S. Section 1080 of the Oklahoma General Corporation Act and do hereby state as follows:

#### ARTICLE ONE

The name of the Corporation is Sutton National Insurance Company.

#### ARTICLE TWO

The period of the Corporation's duration is perpetual.

#### ARTICLE THREE

The purposes for which the Corporation is organized are:

- (a) To engage in the business of insurance of the kinds set forth in Article Four hereof;
- (b) To issue policies for all kinds of insurance set forth in Article Four hereof, except as prohibited by law;
- (c) To engage in any other business permitted by law for a corporation engaged in the business of insurance of the kinds set forth in Article Four hereof; and
- (d) To have and exercise all rights and powers that are implied or from time to time granted by law to a corporation engaged in the business of insurance of the kinds set forth in Article Four hereof.

#### ARTICLE FOUR

RECEIVED

AUG 07 2020

OKLAHOMA SECRETARY

AUG 7 2020

INSURANCE COMMISSIONER  
OKLAHOMA

The Corporation proposes to engage in the following kinds of insurance business:

- (a) Accident and Health insurance as defined in 36 O.S. §703;
- (b) Property insurance on real or personal property of every kind and interest therein, against loss or damage from any or all hazard or cause, and against loss consequential upon such loss or damage as defined in 36 O.S. §704;
- (c) Marine insurance including ocean marine and inland marine as defined in 36 O.S. §705;
- (d) Vehicle insurance as defined in 36 O.S. §706;
- (e) Casualty insurance of every kind as defined in 36 O.S. §707; and
- (f) Surety insurance of every kind as defined in 36 O.S. §708.

#### ARTICLE FIVE

The aggregate number of shares which the Corporation shall have authority to issue is Thirty Thousand (30,000) of the par value of One Hundred Dollars (\$100.00) each, consisting of one class of shares, for a total authorized capital of Three Million Dollars (\$3,000,000). All of the authorized shares of capital stock will be issued and outstanding at all times. Each share of capital stock of the Corporation shall be equal in all respects as to other shares and entitled to one vote per share of stock. All shares of capital stock shall be fully paid.

The Corporation shall maintain capital and surplus in an amount of at least Five Million Dollars (\$5,000,000).

The capital stock of the Corporation will not be subject to assessment.

#### ARTICLE SIX

The authorized number of directors of the Corporation shall be ten (10), but this number may be increased or decreased from time to time as set forth in the Amended and Restated Bylaws, but the authorized number shall never be less than three (3). The Directors shall be elected by the shareholders qualified to vote and shall hold office until a successor is elected and qualified, or until his or her earlier death, resignation or removal from office as provided in the Bylaws of the Corporation.

The Board of Directors of the Corporation must keep a full and complete record of all Board actions. The Board of Directors shall elect a director to serve as the chairperson and shall elect all other officers as provided in the Bylaws.

#### ARTICLE SEVEN

The names and addresses of the first directors are as follows:

FINANCIAL DIVISION  
APPROVED AS TO FORM

AUG 7 2020

INSURANCE COMMISSIONER  
OKLAHOMA

Steven Pasko  
1451 Brickell Avenue, PH 54  
Miami, Florida 33131

George Daddario  
58 High Street  
Armonk, New York 10504

Shane Haverstick  
1 South Rohallion Drive  
Rumson, New Jersey 07760

William Hitselberger  
2716 NE 34<sup>th</sup> Street  
Fort Lauderdale, Florida 33306

Lloyd Yavener  
8820 Huntmaster Road  
Gaithersburg, Maryland 20882

The names and addresses of the first officers are as follows:

Shane Haverstick, Chief Executive Officer  
1 South Rohallion Drive  
Rumson, New Jersey 07760

William Hitselberger, Chief Financial Officer  
2716 NE 34<sup>th</sup> Street  
Fort Lauderdale, Florida 33306

Michelle Freitag, Secretary and Chief Actuary  
1110 Little Harbor Drive  
Deerfield beach, Florida 33441

Judith Rossi, Treasurer  
301 E. 75<sup>th</sup> Street, Apt. #3A  
New York, New York 10021

Lloyd Yavener, President  
8820 Huntmaster Road

AUG 7 2020

Gaithersburg, Maryland 20882

INSURANCE COMMISSIONER  
OKLAHOMA

The terms of the first directors and officers shall be a minimum of two (2) months and a maximum of twelve (12) months.

#### ARTICLE EIGHT

The Corporation shall maintain its statutory home office in Oklahoma City at 201 Robert S. Kerr Avenue, Suite 600, Oklahoma City, Oklahoma 73102, and may conduct business in any county of any state or territory of the United States of America.

#### ARTICLE NINE

The names and addresses of the Incorporators are:

Lloyd Yavener  
8820 Huntmaster Road  
Gaithersburg, MD 20882

J. Angela Ables  
201 Robert S. Kerr Avenue, Suite 600  
Oklahoma City, Oklahoma 73102

James W. Rhodes  
201 Robert S. Kerr Avenue, Suite 600  
Oklahoma City, Oklahoma 73102

Shari J. Mounce  
201 Robert S. Kerr Avenue, Suite 600  
Oklahoma City, Oklahoma 73102

Amanda J. Rivera  
201 Robert S. Kerr Avenue, Suite 600  
Oklahoma City, Oklahoma 73102

#### ARTICLE TEN

The name and address of the Corporation's agent for service of process is:

J. Angela Ables  
Kerr, Irvine, Rhodes & Ables

AUG 7 2020

INSURANCE COMMISSIONER  
OKLAHOMA

Lloyd Yavener

J. Angela Ables

James W. Rhodes

Shari J. Mounce

**Amanda J. Rivera**

STATE OF OKLAHOMA )  
 ) ss:  
COUNTY OF OKLAHOMA )

Before me, a Notary Public in and for said County and State on this 6th day of August 2020, personally appeared J. Angela Ables, James W. Rhodes, Shari J. Mounce and Amanda J. Rivera, to me known to be the identical persons who executed the foregoing Certificate of Incorporation and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal the day and year above-written.

Notary Public

My Commission Expires:

6-17-20





AUG 7 2020

STATE OF MARYLAND )  
 ) ss:  
COUNTY OF MONTGOMERY )

INSURANCE COMMISSIONER  
OKLAHOMA

Before me, a Notary Public in and for said County and State on this 5<sup>th</sup> day of August 2020, personally appeared Lloyd D. Yavener, to me known to be the identical person who executed the foregoing Certificate of Incorporation and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth.

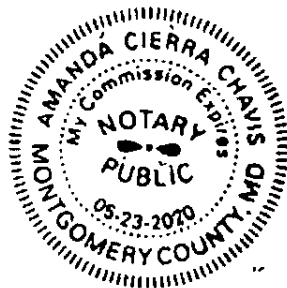
IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above-written.

Notary Public

*Amanda Chavis*

My Commission Expires:

5-23-2024



Physical stamp outdated due  
to COVID-19, but notary valid  
until 5-23-2024.

*AR*

**SUTTON NATIONAL INSURANCE COMPANY**

**CERTIFICATE OF OFFICER**

**APRIL 20, 2021**

I, Lloyd Yavener, hereby certify that I am the duly elected and acting President of Sutton National Insurance Company, a corporation duly organized and existing under the laws of the state of Oklahoma (the "Company").

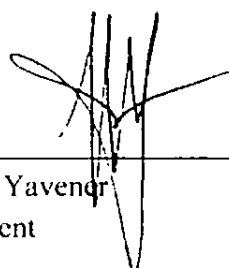
I further certify that the Company was organized under the laws of the State of Wisconsin, but successfully redomesticated to the State of Oklahoma in August of 2020, that the Company has received a Certificate of Authority and Certificate of Compliance from the State Oklahoma, that the Company is foreign corporation in Wisconsin, and holds a Certificate of Authority in Wisconsin as a foreign corporation

I further certify that the attached

- July 16, 2020 letter from the Commissioner of Insurance of Wisconsin conditionally approving the redomestication to Oklahoma;
- Oklahoma Insurance Department Order of Approval for the Company to redomesticate to Oklahoma;
- October 12, 2020 letter from the Commissioner of Insurance of Wisconsin reflecting the Company's move from Wisconsin to Oklahoma and the issuance of a new Certificate of Authority certifying the Company is now domiciled in Oklahoma;
- August 7, 2020 Approved Articles of Incorporation from Oklahoma reflecting that the Company became an Oklahoma corporation;
- February 18, 2021 Certificate of Compliance from Oklahoma reflecting that the Company is duly organized under the laws of the State of Oklahoma; and
- August 5, 2020 Certificate of Authority from the State of Oklahoma certifying the Company is organized under the laws of the State of Oklahoma

are true and correct copies of the documentation reflecting the Company's state of organization changed from Wisconsin to Oklahoma in August of 2020, and further that said documentation reflects the official regulatory approval.

IN WITNESS WHEREOF, I sign this Certificate this 20th day of April 2021.

  
\_\_\_\_\_  
Lloyd Yavener  
President