

F93000005070

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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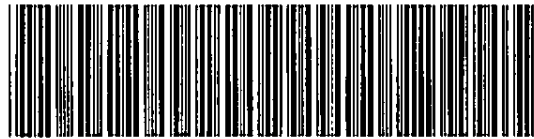
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2023 JUN 23 AM 7:57

8/11/2023

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: 21STCENTURY INDEMNITY INSURANCE COMPANY

Name of Corporation

DOCUMENT NUMBER: F93000005070

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

SIMA PATEL

Name of Contact Person

EVERSPAN GROUP

Firm/Company

ONE WORLD TRADE CENTER, 41ST FLOOR

Address

NEW YORK, NY 10007

City/State and Zip Code

SPATEL@EVERSPANGROUP.COM

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

For further information concerning this matter, please call:

SIMA PATEL

Name of Contact Person

at (518) 331-3262

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 3, 2023

SIMA PATEL
ONE WORLD TRADE CENTER
41ST FLOOR
NEW YORK, NY 10007

SUBJECT: 21ST CENTURY INDEMNITY INSURANCE COMPANY
Ref. Number: F93000005070

We have received your document for 21ST CENTURY INDEMNITY INSURANCE COMPANY and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(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.

The document or certificate must show the name change and the date of the name change.

The title(s) in the officer/director field(s) is/are not acceptable. Please refer to the following link for acceptable officer/director title information.
<http://dos.myflorida.com/sunbiz/search/guides/corporation-records/title-abbreviations/>

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: 823A00002604

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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.)

2023 JUN 23 11: 7: 57

SECTION I
(1-3 MUST BE COMPLETED)

F93000005070

(Document number of corporation (if known))

1. 21ST CENTURY INDEMNITY INSURANCE COMPANY

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

2. PENNSYLVANIA

3. 11/09/1993

(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? ~~MARCH 9, 2022~~ 06/07/2022

5. GREENWOOD 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.

N/A

(New duration)

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

N/A

(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:

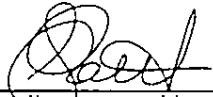
I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
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_____	_____	_____	<input type="checkbox"/> Add
		_____	<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)

SIMA S. PATEL

(Typed or printed name of person signing)

SVP, HEAD OF COMPLIANCE

(Title of person signing)

FILING FEE \$35.00

Pennsylvania Department of State

Bureau of Corporations and Charitable Organizations

PO Box 8722 | Harrisburg, PA 17105-8722

T: 717-787-1057

dos.pa.gov/BusinessCharities

Entity Name:	Greenwood Insurance Company		
Jurisdiction:	PENNSYLVANIA	Issuance Date:	06/26/2023
Entity No.:	0002679714	Receipt No.:	000577679
Entity Type:	Domestic Business Corporation	Certificate No.:	017649530

Document Listing

Image No.	Date Filed	Effective Date	Filing Description	No. of Pages
A4317205-1	06/07/2022	06/07/2022	Articles of Amendment - Domestic Corporation	6

** **** * End of list ***** **

I, Albert Schmidt, Acting Secretary of the Commonwealth of Pennsylvania, do hereby certify that the attached document(s) referenced above are true and correct copies and were filed in this office on the date(s) indicated above.




IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused the seal
of my office to be affixed, the day and year
above written

ALBERT SCHMIDT

Acting Secretary of the Commonwealth

Verify this certificate online at www.file.dos.pa.gov

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

<input type="checkbox"/> Return document by mail to: Name <u>CT-COUNTER</u> <u>nicole.grimme@wollersklower.com</u> Address <u>14369027th St</u> City _____ State _____ Zip Code _____ <input checked="" type="checkbox"/> Return document by email to: _____	Articles of Amendment Domestic Corporation DSCB:15-1915/5915 (rev. 7/2015)  TCO220607MC0832
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Read all instructions prior to completing. This form may be su

Fee: \$70

Check one: ☒ Business Corporation (§ 1915) ☐ Nonprofit Corporation (§ 5915)

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:
21st Century Indemnity Insurance Company

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:
(Complete only (a) or (b), not both)

(a) Number and Street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider				County
<u>c/o: Corporation Service Company</u>				<u>Dauphin</u>

3. The statute by or under which it was incorporated: PA Business Law of 1988 as amended

4. The date of its incorporation: 02/16/1996
(MM/DD/YYYY)

5. Check, and if appropriate complete, one of the following:

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: _____ at _____
Date (MM/DD/YYYY) Hour (if any)

PA DEPT OF STATE
JUN 07 2022

6. Check one of the following:

☒ The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

☐ The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate complete, one of the following:

☐ The amendment adopted by the corporation, set forth in full, is as follows

☒ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

☒ The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

25 day of May, 2022.

21st Century Indemnity Insurance Company

Name of Corporation



Signature

General Counsel

Title

**AMENDED AND RESTATED ARTICLES
Of
GREENWOOD INSURANCE COMPANY**

In compliance with the requirements of Section 1915 of the Business Corporation Law of 1888 (15 Pa. C. S. § 1915) and Section 21204 of the GAA Amendments Act of 1990 (15 P.S. § 21204), Greenwood Insurance Company (the "corporation") desires to restate in their entirety its original Articles of Incorporation and all amendments thereto, and, thereby cause these Amended and Restated Articles of incorporation to supersede such original Articles of Incorporation and all amendments thereto.

ARTICLE I

The name of this corporation shall be Greenwood Insurance Company.

ARTICLE II

The address of the corporation's registered office in the Commonwealth of Pennsylvania is c/o Corporation Service Company, Dauphin County. The corporation's principal place of business shall be located at 21st Century Plaza, 3 Beaver Valley Road, Wilmington DE 19803.

ARTICLE III

The corporation was incorporated on November 10, 1980 under the Business Corporation Law of 1988, as amended and the Insurance Company Act of May 17, 1921, as amended, relating to the incorporation and regulation of insurance companies.

ARTICLE IV

The corporation is an Insurance corporation and may engage, within and outside the Commonwealth of Pennsylvania, in all lawful business for which insurance corporations may be incorporated under the laws of the Commonwealth of Pennsylvania.

ARTICLE V

The corporation shall have authority to issue five hundred thousand (500,000) shares of common stock, par value ten dollars (\$10.00) per share (the "Common Stock").

ARTICLE VI

Cumulative voting shall not exist with respect to the election of directors.

ARTICLE VII

Any issued and outstanding shares of Common Stock of the corporation that are required by the corporation shall be deemed to be issued by not outstanding, except that the Board of Directors

may, by resolution, restore any or all of such issued but not outstanding shares to the status of authorized but unissued shares, and may thereafter reissue those shares.

ARTICLE VIII

Shares of the Common Stock may be issued at a price determined by the Broad of Directors or the Board of Directors may set a minimum price or establish a formula or method by which the price may be determined. Consideration for shares may consist of money, obligations (including an obligation of a shareholder), services performed, whether or not contracted for, contracts for services to be performed, shares or other securities or obligations of the issuing business corporation, or any other tangible or intangible property or benefit to the corporation. If share are issued for other than money, the value of the consideration shall be determined by or in a manner provided by the board or Directors. Consideration for shares shall be provided or paid to the corporation or as ordered by the Board of Directors.

ARTICLE IX

To the fullest extent permitted by Pennsylvania law, as now in effect and as amended from time to time: (a) a director of the corporation shall not be personally liable for any monetary damages for any action taken or any failure to take any action and (b) the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (including, but not limited to, any action by or in the right of the corporation), by reason of the fact that he or she is or was a director, officer or employee of the corporation or serves or served any other enterprise at the request of the corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such threatened, pending or completed action, suit or proceeding.

ARTICLE X

Any issued and outstanding shares of Common Stock of the corporation that are required by the corporation shall be deemed to be issued by not outstanding, except that the Board of Directors may, by resolution, restore any or all of such issued but not outstanding shares to the status of authorized but unissued shares, and may thereafter reissue those shares.

ARTICLE XI

The corporation shall be subject to such limitations of indebtedness, if any, as are provided for in its Bylaws.

ARTICLE XII

Shares of the Common Stock may be issued at a price determined by the Broad of Directors or the Board of Directors may set a minimum price or establish a formula or method by which the price may be determined. Consideration for shares may consist of money, obligations (including an obligation of a shareholder), services performed, whether or not contracted for, contracts for services to be performed, shares or other securities or obligations of the issuing business

corporation, or any other tangible or intangible property or benefit to the corporation. If share are issued for other than money, the value of the consideration shall be determined by or in a manner provided by the Board or Directors. Consideration for shares shall be provided or paid to the corporation or as ordered by the Board of Directors.

ARTICLE XIII

The duration of the corporation shall be perpetual. The fiscal year end of the corporation shall be December 31 of each year.



March 9, 2022

Brittany Batts
Locke Lord LLP
2200 Ross Street, Suite 2800
Dallas, TX 75201

Via E-mail: Brittany.Batts@lockelord.com

**RE: Amended Charter:
21st Century Indemnity Insurance Company**

Dear Ms. Batts:

The Department has reviewed the referenced document, which was received on February 18, 2022. The Department has no objections to the amended document, as presented, and hereby approves the amendment to the corporate charter of the subject company, effective March 9, 2022.

Please feel free to contact me at (717) 783-2660 should you have any questions.


Sincerely,

/s/ Steven L. Yerger

Steven L. Yerger, PIR
Insurance Company Licensing Specialist
Company Licensing Division

cc: Michael Gulbin
Financial Analyst

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

<input type="checkbox"/> Return document by mail to: Name <u>CT-COUNTER</u> <u>nicole.grimme@wollerskluwer.com</u> Address <u>14369027 So 3</u> City _____ State _____ Zip Code _____ <input checked="" type="checkbox"/> Return document by email to: _____	Articles of Amendment Domestic Corporation DSCB:15-1915/5915 (rev. 7/2015)  TC0220607MC0832
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<hr/>				
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☐ The amendment shall be effective on: _____ at _____
Date (MM/DD/YYYY) Hour (if any)

PA DEPT OF STATE
JUN 07 2022