

F98000004523

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

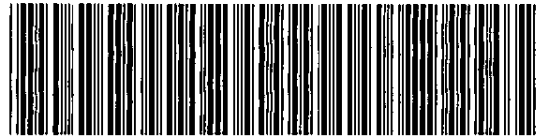
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 FEB -2 PM 12:40

Amend/changing
jurisdiction
@ 2/6/09

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Williamsburg National Insurance Company
(Name of Corporation)

DOCUMENT NUMBER: F98000004523

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kristen M. Netschke

(Name of Contact Person)

Meadowbrook Insurance Group

(Firm/Company)

26255 American Drive

(Address)

Southfield, MI 48034

(City/State and Zip Code)

For further information concerning this matter, please call:

Kristen M. Netschke

(Name of Contact Person)

at (248) 204-8157

(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)

F98000004523

(Document number of corporation (if known))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 FEB - 2 PM 12:40

1. Williamsburg National Insurance Company

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

2. California

(Incorporated under laws of)

3. 8/10/1998

(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? N/A

5. N/A

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

N/A

(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

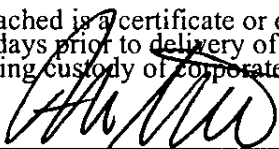
(New duration)

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

Michigan

(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)

Michael G. Costello

(Typed or printed name of person signing)

Senior VP, General Counsel, and Secretary

(Title of person signing)

CERTIFICATE OF AUTHORITY - DUPLICATE

Office of Financial and Insurance Regulation

Effective Date: June 18, 2007

THIS IS TO CERTIFY, that

WILLIAMSBURG NATIONAL INSURANCE COMPANY
(Michigan stock insurer)
NAIC No. 25780

is authorized in Michigan to transact the business of insurance, as defined in

Chapter 06 - Section 606 - Disability
Chapter 06 - Section 610 - Property
Chapter 06 - Section 614 - Ocean Marine
Chapter 06 - Section 616 - Inland Marine
Chapter 06 - Section 618 - Legal Expense
Chapter 06 - Section 620 - Automobile Insurance - limited
Chapter 06 - Section 624 - SubSection 1a - Casualty: Steam Boiler, Flywheel & Machinery
Chapter 06 - Section 624 - SubSection 1b - Casualty: Workers' Compensation
Chapter 06 - Section 624 - SubSection 1b - Casualty: Liability
Chapter 06 - Section 624 - SubSection 1b - Casualty: Automobile
Chapter 06 - Section 624 - SubSection 1c - Casualty: Plate Glass
Chapter 06 - Section 624 - SubSection 1d - Casualty: Sprinkler and Water Damage
Chapter 06 - Section 624 - SubSection 1e - Casualty: Credit
Chapter 06 - Section 624 - SubSection 1f - Casualty: Burglary and Theft
Chapter 06 - Section 624 - SubSection 1g - Casualty: Livestock
Chapter 06 - Section 624 - SubSection 1h - Casualty: Malpractice
Chapter 06 - Section 624 - SubSection 1i - Casualty: Misc - Other
Chapter 06 - Section 625 - Disability coverage supplemental to Auto Insurance
Chapter 06 - Section 628 - Surety & Fidelity

of P.A. 218 of 1956 as amended, The Michigan Insurance Code, so long as the insurer continues to conform to the authority granted by this certificate, its corporate articles, the requirements of P.A. 218 of 1956 and all amendments to it and any limitations, conditions or other matters which have been agreed to from time to time between the insurer and the Commissioner.

This Certificate of Authority is granted subject to the laws of the state of Michigan and, as set forth in Sections 405 and 405a of the Michigan Insurance Code (MCL 500.405 and 500.405a), shall be:

AUTOMATICALLY REVOKED 90 DAYS AFTER A CHANGE OF CONTROL WHICH HAS NOT RECEIVED PRIOR APPROVAL OR 90 DAYS AFTER THE INSURER OR AN AFFILIATED INSURER IS MADE SUBJECT TO FORMAL DELINQUENCY PROCEEDINGS UNLESS THE INSURER QUALIFIES FOR A CERTIFICATE OF AUTHORITY UNDER THE PROVISIONS OF THE MICHIGAN INSURANCE CODE:



CERTIFIED COPY

January 15, 2009

Marilyn Rzepucki

Office of Financial & Insurance Regulation

STATE OF MICHIGAN
DEPARTMENT OF LABOR AND ECONOMIC GROWTH
OFFICE OF FINANCIAL AND INSURANCE SERVICES

Before the Commissioner of Financial and Insurance Services

In the matter of the proposed redomestication
of Williamsburg National Insurance Company
from California to Michigan /

Order No. 07-025-M

Issued and entered
this 12th day of April 2007
by Linda A. Watters
Commissioner

ORDER APPROVING REDOMESTICATION

I

BACKGROUND

Williamsburg National Insurance Company ("Williamsburg") a stock California, property and casualty insurer, has applied to the Michigan Commissioner ("Commissioner") to redomesticate to Michigan pursuant to the provisions to MCL 500.412 et seq. Williamsburg's application to redomesticate was filed on November 9, 2006.

Williamsburg has elected to redomesticate to Michigan to reduce operating costs. Williamsburg's parent, Star Insurance Company, is already domiciled in Michigan. Williamsburg participates in an intercompany pooling agreement, whereby 100% of Williamsburg's direct business is ceded to Star Insurance Company. Star then cedes to external reinsurers and remaining premiums are ceded back to the participating companies in accordance with their participation percentage. The group believes that it can streamline complying with regulatory and filing requirements by having the subsidiary insurance

companies domiciled in fewer states. A majority of Williamsburg's accounting operations and corporate compliance functions have been assimilated in Michigan.

II

ISSUE

At issue in this matter is whether or not the statutory requirements have been met such that, pursuant to the provisions on MCL 500.412, the Commissioner shall approve the proposed redomestication.

III

ANALYSIS

MCL 500.412 reads as follows:

- (1) An insurer organized under the laws of any other state and admitted to do business in this state for the purpose of writing insurance may become a domestic insurer by complying with all of the requirements of law relative to the organization and licensing of a domestic insurer of the same type and by designating its principal place of business at a place in this state.
- (2) An insurer who complies with subsection (1) shall be entitled to domestic insurer certificates and licenses to transact business in this state and shall be subject to the authority and jurisdiction of this state.

MCL 500.5256 (1) reads in pertinent part:

Each domestic insurer shall keep under its control all records relating to the insurer's business or affairs at 1 or more of the following locations:

- (a) The principal place of doing business in this state.

(b) One or more locations outside the state approved for that purpose, in writing, by the commissioner.

The Commissioner must determine if the applicant insurer is in fact organized under the laws of any other state and admitted to do the business of insurance in this state. Given the determination of organization in any other state, it is implicit that the regulatory authority of the applicant insurer in that other state shall be approved, or intend to approve, the redomestication to Michigan.

The determination of compliance with all of the requirements of law relative to the organization and licensing of a domestic insurer of the same type includes at least the following:

1. The Articles of Incorporation, to the extent applicable, shall comply with the provisions of MCL 500.5000 et seq., and be approved by the Michigan Attorney General and the Commissioner.
2. The Bylaws, to the extent applicable, shall comply with the provisions of MCL 500.5200 et seq.
3. The applicant shall meet the capitalization requirements of MCL 500.410.
4. The applicant shall meet the deposit requirements of MCL 500.411 and 912.
5. The applicant shall meet the qualifying assets requirements of MCL 500.901.
6. The application, to the extent applicable, shall meet the physical presence, record keeping, and trust requirements of MCL 500.5256.

7. At least 1 of the directors of an insurer organized under the laws of Michigan must be a resident of the State of Michigan pursuant to the provisions of MCL 500.5238.
8. The applicant must have designated its principal place of business at a place in this state, pursuant to the provisions of MCL 500.412(1).

Staff has reviewed all submitted documents and information, and existing Office of Financial and Insurance Service's records that relate to this matter. Staff recommends the Commissioner approve the redomestication.

IV

FINDS OF FACT AND CONCLUSIONS OF LAW

Based upon the foregoing considerations and the records of this matter, it is FOUND and CONCLUDED that:

1. Williamsburg National Insurance Company has requested approval of its redomestication from California to Michigan.
2. Williamsburg National Insurance Company is a California stock property and casualty insurer, admitted to transact property and casualty insurance business in Michigan.
3. The amended and restated Articles of Incorporation of Williamsburg National Insurance Company comply with the provisions of MCL 500.5000 et seq., and have been approved by the Michigan Attorney General and the Commissioner.
4. The Bylaws, as amended for the redomestication, comply with the provisions of MCL 500.5200 et seq.

5. Williamsburg National Insurance Company meets the capitalization requirements of MCL 500.410.
6. Williamsburg National Insurance Company has made a statutory deposit in Michigan that meets the requirements of MCL 500.411 and 912.
7. Williamsburg National Insurance Company meets the qualifying assets requirements of MCL 500.901.
8. Williamsburg National Insurance Company states in its application for redomestication that its administrative offices and principal place of business are located at 26255 American Drive, Southfield, MI, 48034 in compliance with MCL 500.5256.
9. Williamsburg National Insurance Company has at least one director that is a resident of Michigan in compliance with MCL 500.5238.

V

ORDER

Therefore, it is ORDERED that:

1. The redomestication of Williamsburg National Insurance Company from California to Michigan is approved contingent on the following:
 - Receiving approval of the redomestication from the California Department of Insurance.
 - Williamsburg National Insurance Company agrees to remove any executive officer and/or director that have negative fingerprint results.

- After redomestication, Williamsburg's stock par value will change in accordance with the new Articles of Incorporation and documentation of this change will be submitted to OFIS.

Linda A. Watters

Linda A. Watters
Commissioner

