

F99000001928

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

(Document Number)

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2023 MAY -9 AM 9:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

05/11/23

DC



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 13, 2023

TRAVIS MILLER
301 SOUTH BRONOUGH STREET
SUITE 200
TALLAHASSEE, FL 32301

SUBJECT: NORCAL INSURANCE COMPANY
Ref. Number: F99000001928

MAIL
Out

We have received your document for NORCAL INSURANCE COMPANY and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a merger, pursuant to s.605.0212(8) and/or s.607.1622 (8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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: 523A00005720

MAIL-Out

RECEIVED
2023 MAY -9 PM 3:52
TALLAHASSEE, FLORIDA



PHONE (850) 425-6654 FAX (850) 425-6694 WEB: WWW.RADEYLAW.COM
MAIL POST OFFICE BOX 10967 | TALLAHASSEE, FL 32302 OFFICE 301 SOUTH BRONOUGH ST., | STE. 200 | TALLAHASSEE, FL 32301

Email: tmiller@radeylaw.com

May 9, 2023

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

Re: NORCAL Insurance Company
Document Number: F99000001928

Dear Division of Corporations:

NORCAL Insurance Company ("NORCAL") and Florida Doctors Holding Company, LLC ("FDHC") previously submitted Articles of Merger related to a merger approved effective as of December 31, 2022, by state insurance regulatory authorities in Florida and California. In accordance with the Articles of Merger, FDHC is the merging company and NORCAL is the surviving company. The Division of Corporations subsequently advised that each party to the merger must be active and current in its filing of annual reports through December 31. Both FDHC and NORCAL were current in their 2022 filings, and each has submitted a 2023 filing. For the Division's convenience, enclosed with this letter please find confirmation of each party's most recent annual report submission as well as a copy of the Division's prior correspondence.

If you have any questions, please do not hesitate to contact me.

Sincerely,

Travis Miller

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: NORCAL Insurance Company

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Travis Miller

Contact Person

Radey Law Firm

Firm/Company

301 South Bronough Street, Suite 200

Address

Tallahassee, FL 32301

City, State and Zip Code

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

For further information concerning this matter, please call:

Travis Miller

at

850

425-6654

Name of Contact Person

Area Code

Daytime Telephone Number

☐ Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

**Articles of Merger
For
Florida Limited Liability Company**

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Florida Doctors Holding Company, LLC	Florida	Limited Liability Company
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
NORCAL Insurance Company	California	Foreign Profit Corporation
_____	_____	_____

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

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TALLAHASSEE, FLORIDA

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- ☐ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

The above options are not applicable. This entity is a foreign profit

corporation currently registered in Florida under Document Number F99000001928.

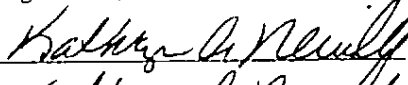
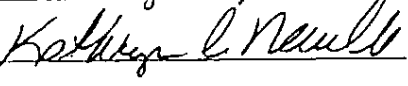
FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

December 31, 2022

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
NORCAL Insurance Company		Kathryn Neville, Secretary
Florida Doctors Holding Company, LLC		Kathryn Neville, Secretary of the Sole Member

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

Fees:	For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00	Certified Copy (optional):	\$30.00