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2020 JAN - 6 AM 7:11

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FEB 05 2020

S. YOUNG

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Great Western Insurance Company
Name of Corporation

DOCUMENT NUMBER: F99000003354

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Nicole Else

Name of Contact Person

Great Western Insurance Company

Firm/Company

601 6th Ave.

Address

Des Moines, IA 50309

City/State and Zip Code

legalnotice@americanenterprise.com

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

For further information concerning this matter, please call:

Nicole Else

Name of Contact Person

at (515) 695-2288

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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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)

F99000003354

(Document number of corporation (if known))

FILED
2020 JAN -6 AM 7:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

1. Great Western Insurance Company
(Name of corporation as it appears on the records of the Department of State)

2. Utah 3. 6/29/1999
(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.

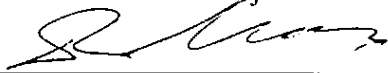
(New duration)

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

Iowa

(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)

Eric T. Nemmers

(Typed or printed name of person signing)

Secretary

(Title of person signing)

STATE OF IOWA
INSURANCE DIVISION
CERTIFICATE OF SIMILARITY

I, Doug Ommen, Commissioner of Insurance do hereby certify that I am the official charged with the general control, supervision and direction of all insurance business transacted in the State of Iowa, and charged with the execution of the laws relating to insurance in said jurisdiction. As such official, I am custodian of the records pertaining to the Insurance Division of Iowa. I further certify that the attached instrument is a true and correct copy of

THE CERTIFICATE OF AUTHORITY OF

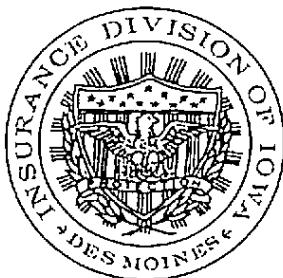
Great Western Insurance Company

Des Moines, Iowa

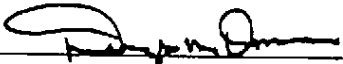
UNTIL JUNE 1, 2020

as the same appears of record in this Division.

*IN WITNESS WHEREOF, I have
hereunto set my hand and caused my
official seal to be affixed at the City of
Des Moines this 4th day of December,
A.D. 2019.*



Original seal is red


COMMISSIONER OF INSURANCE

State of Iowa

Certificate of Authority

Amended

Company No.
2752

This is to certify that the

Great Western Insurance Company

of Des Moines, IA, has complied with all the requirements of the law, to be observed by such corporation, association or society, and that it is authorized to transact, within this state, until the 1st day of June next, subject however to all the provisions and restrictions of the laws of the State of Iowa now or hereafter enacted, the kinds of insurance listed below which are specifically designated by the following numerals:

10, 11, 12, 13, 14, 30

1. Fire
2. Extended coverage
3. Other allied lines
4. Homeowners multiple peril (Inc. B.I.)
5. Commercial multiple peril
6. Earthquake
7. Growing crops
8. Ocean marine
9. Inland marine
10. Accident only (Individual)
11. Accident and health (Individual)
12. Hospital and medical expense (Individual)
13. Group accident and health
14. Non-cancellable accident and health
15. Workers' compensation

16. Liability other than auto (B.I.)
17. Liability other than auto (P.D.)
18. Auto liability (B.I.)
19. Auto liability (P.D.)
20. Auto physical damage
21. Aircraft physical damage
22. Fidelity
23. Surety
24. Glass
25. Burglary and theft
26. Boiler and machinery
27. Livestock (only)
28. Credit (only)
29. Reinsurance (only)

30. Life, includes credit life, variable life, annuities, variable annuities and group
31. County mutual association
32. Fraternal benefit
33. Reciprocal
34. Mortgage guaranty
35. Non-profit hospital and medical services
36. Assessment accident
37. Health maintenance organization
38. Benevolent association
39. Financial guaranty
- 40.




CODE AUTHORITY


508.509.511.515

In witness whereof I have hereunto set my hand and affixed the official seal at my office in the city of Des Moines.

This 1st Day of December in the year 2019

INSURANCE COMMISSIONER OF IOWA




13p

STATE OF IOWA
Secretary of State Office

C # 1308

I hereby certify that this is a true and complete document(s) to which the seal is affixed as filed in this office beginning November 1, 2019 to and including the date below

Dated December 9, 2019

[Signature]
Secretary Of State

By Diane Burslette

617929

Certificate of Amended and Restated Articles of Incorporation of Great Western Insurance Company

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

Pursuant to the provisions of Section 1007 of the Iowa Business Corporation Act (the "Iowa Act"), the undersigned corporation adopts the following Amended and Restated Articles of Incorporation (the "Restated Articles").

1. The name of the corporation is Great Western Insurance Company (the "Corporation"). Prior to the effective date of the Restated Articles as filed with the Iowa Secretary of State, the Corporation was formed to, incorporated in the State of Utah and subject to the Utah Revised Business Corporation Act (the "Utah Act"). The Restated Articles are being filed with the Iowa Secretary of State to effectuate the redomestication of the Corporation from the State of Utah to the State of Iowa in accordance with Sections 490.902 and 508.12 of the Code of Iowa.
2. The text of the Restated Articles is attached hereto, which consolidates all amendments into a single document.
3. The Restated Articles supersede the Amended and Restated Articles of Incorporation of the Corporation as filed with the Utah Secretary of State on December 19, 2012 (the "Current Articles") and all previous versions of the Company's articles of incorporation and all amendments thereto.
4. The Restated Articles amend the Current Articles and were duly approved by the shareholders of the Corporation in the manner required by the Iowa Act, the Utah Act, and the Current Articles.
5. The effective time and date of the Restated Articles is 12:01 a.m., Central Time, on December 1, 2019.

Dated: October 23, 2019.

GREAT WESTERN INSURANCE COMPANY



Thomas A. Swank
President and Chief Executive Officer

13

850.00 KARE 2 11/1/19

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SECRETARY OF STATE
IOWA

Amended and Restated Articles of Incorporation of Great Western Insurance Company

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

Pursuant to the provisions of Section 1007 of the Iowa Business Corporation Act, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation effective December 1, 2019:

1. The name of the corporation is GREAT WESTERN INSURANCE COMPANY.
2. The text of the Amended and Restated Articles of Incorporation is as follows:

ARTICLE I

The name of the corporation is GREAT WESTERN INSURANCE COMPANY (the "Corporation").

ARTICLE II

These Amended and Restated Articles of Incorporation (the "Restated Articles") are being filed by the Corporation in connection with the redomestication of the Corporation from the State of Utah to the State of Iowa in accordance with the provisions of Sections 490.902 and 508.12 of the Code of Iowa. The Corporation is continuing its corporate existence, which commenced upon its incorporation in 1983 under Utah law. The Corporation shall be and continue to be possessed of all privileges, franchises, and powers to the same extent as if it had been originally incorporated under the laws of the State of Iowa; and all privileges, franchises, and powers belonging to the Corporation, and all property, real, personal and mixed, and all debts due on whatever account, all certificates of authority, agent appointments, outstanding insurance policies, capital structure, and all chose in actions, shall be and the same are hereby ratified, approved, confirmed, and assured to the Corporation, with like effect and to all intents and purposes as if it had been originally incorporated under the laws of the State of Iowa. Without limitation of the foregoing, the Corporation shall be given recognition as a domestic insurance company of the State of Iowa for all purposes from and after April 26, 1983, the date of its initial authorization as an insurer under the laws of the State of Utah. Subject to the foregoing, these Restated Articles shall be construed as a substitute for all prior articles of incorporation and all amendments thereto.

ARTICLE III

The initial registered office of the Corporation is located at 601 6th Avenue in the City of Des Moines, County of Polk, State of Iowa. The name of the initial registered agent at that office is Thomas A. Swank.

ARTICLE IV

The principal place of business of the Corporation shall be located at 601 6th Avenue in the City of Des Moines, County of Polk, State of Iowa.

ARTICLE V

The Corporation shall have perpetual duration.

ARTICLE VI

The purpose for which the Corporation is organized is to conduct insurance business of all kinds and all other business which an insurance company may legally transact in accordance with the Code of Iowa and other provisions of Iowa law. The Corporation shall have and may exercise all powers and authority specified in the Iowa Business Corporation Act and any other applicable statute now provided or hereafter provided by the laws of Iowa.

ARTICLE VII

The aggregate number of shares of stock that the Corporation is authorized to issue is Two Hundred Thousand (200,000) shares of common stock, each with a par value of \$12.50 per share. The common stock shall have unlimited voting rights and shall be entitled to the net assets of the Corporation upon dissolution.

ARTICLE VIII

The affairs of the Corporation shall be managed by a board of directors consisting of not less than five (5) nor more than twenty-one (21) directors. The total number of directors of the Corporation shall be divided into three classes, as nearly equal numerically as possible, determined by terms expiring in successive years. Each director shall serve a term of approximately three (3) years, except where it is necessary to fix a shorter term in order to establish or preserve the classification. The term of office of each director shall begin at the annual meeting of the shareholders of the Corporation at which such director is elected or at the time elected by the board of directors. No

decrease in the number of directors shall shorten the term of any incumbent director. Each director shall serve until a successor is duly elected and qualified, or until his or her earlier death, resignation, removal or termination of office. The total number of directors of the Corporation shall be as determined in accordance with the bylaws of the Corporation.

The following persons, who constitute the present board of directors of the Corporation, shall continue to serve as directors for a term expiring at the annual meeting of shareholders in the year designated below and until their successors are elected and qualified or until the earlier of their death, resignation, removal, or termination from office:

<u>Name</u>	<u>Term Expires</u>
Scott M. Haugh	2020
David J. Keith	2021
Sara E. Lehan	2021
Mark S. Movic	2020
Thomas A. Swank	2022

ARTICLE IX

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any action taken, or any failure to take any action, as a director, except liability for any of the following: (1) the amount of a financial benefit received by a director to which the director is not entitled; (2) an intentional infliction of harm on the Corporation or the shareholders; (3) a violation of Section 833 of the Iowa Business Corporation Act; or (4) an intentional violation of criminal law. If the Iowa Business Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be eliminated or limited to the extent of such amendment, automatically and without any further action, to the maximum extent permitted by law. Any repeal or modification of this article by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability or any other right or protection of a director of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

ARTICLE X

The Corporation shall indemnify a director or officer for liability (as such term is defined in Section 850(3) of the Iowa Business Corporation Act) to any person for any action taken, or any failure to take any action, as a director or officer, except liability for any of the following: (1) receipt of a financial benefit by a director or officer to which the director or officer is not entitled; (2) an

intentional infliction of harm on the Corporation or the shareholders; (3) a violation of Section 833 of the Iowa Business Corporation Act; or (4) an intentional violation of criminal law. Without limiting the foregoing, the Corporation shall exercise all of its permissive powers as often as necessary to indemnify and advance expenses to its directors and officers to the fullest extent permitted by law. If the Iowa Business Corporation Act is hereafter amended to authorize broader indemnification, then the indemnification obligations of the Corporation shall be deemed amended automatically and without any further action to require indemnification and advancement of funds to pay for or reimburse expense of its directors and officers to the fullest extent permitted by law. Any repeal or modification of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability or any other right or protection of a director of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

Dated: October 23, 2019

GREAT WESTERN INSURANCE COMPANY

A handwritten signature in black ink, appearing to read "Thomas A. Swank", written over a horizontal line.

Thomas A. Swank
President and Chief Executive Officer

Great Western Insurance Company

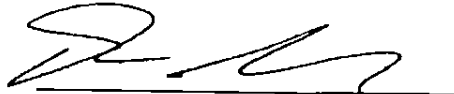
**Secretary's Certificate
Amended and Restated Articles of Incorporation**

I, Eric T. Nemmers, being the duly elected and acting Secretary of Great Western Insurance Company, (the "Company"), do hereby certify as follows:

A true and complete copy of resolutions duly adopted by the Company's Board of Directors by written consent action dated October 23, 2019, is attached hereto as Exhibit "A".

A true and complete copy of the Company's Consent of Sole Shareholder dated October 23, 2019, is attached hereto as Exhibit "B".

IN WITNESS WHEREOF, I have hereunto signed my name on October 23, 2019.



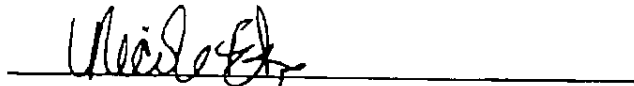
Eric T. Nemmers, Secretary

STATE OF IOWA)

)

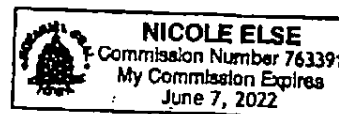
COUNTY OF POLK)

On October 23, 2019, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Eric T. Nemmers, who being duly sworn did say he is the Secretary of Great Western Insurance Company, the corporation executing the foregoing instrument; that the instrument was signed on behalf of Great Western Insurance Company.



Notary Public in and for the State of Iowa

My Commission expires:



Great Western Insurance Company

Exhibit A – Board of Directors Consent

Great Western Insurance Company

Consent of Directors

The undersigned, constituting all the directors of Great Western Insurance Company (the "Company"), a corporation currently organized under the laws of the State of Utah, and seeking to be organized under the laws of the State of Iowa, pursuant to the authority granted in Section 16-10a-821 of the Utah Revised Business Corporation Act and Section 821 of the Iowa Business Corporation Act, hereby consent to the taking of the actions set forth in the following resolutions without a meeting:

WHEREAS, the Board of Directors wishes to redomesticate the Company from Utah to Iowa to enhance operational efficiencies; and

WHEREAS, the Board of Directors wishes to provide for related necessary changes in Amended and Restated Articles of Incorporation of the Company ("Amended and Restated Articles"); and

WHEREAS, the Board of Directors wishes to provide for related necessary changes in Amended and Restated Bylaws of the Company ("Amended and Restated Bylaws").

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors does hereby recommend that the sole shareholder approve the redomestication of the Company from Utah to Iowa; and

Further Resolved, that the Amended and Restated Articles that incorporate all provisions deemed necessary and prudent upon the Company's redomestication from Utah to Iowa are hereby adopted and approved; and

FURTHER RESOLVED, that the Amended and Restated Articles be submitted to the sole shareholder of the Company for approval in accordance with the requirements of the Utah Revised Business Corporation Act and the Iowa Business Corporation Act; and

FURTHER RESOLVED, that the Board of Directors does hereby recommend that the sole shareholder approve the Amended and Restated Articles; and

FURTHER RESOLVED, that the officers of the Company are hereby authorized and directed to do any and all things as they may in their discretion determine to be necessary or appropriate to redomesticate the Company from Utah to Iowa

effective December 1, 2019, and to obtain any necessary regulatory approval of the Amended and Restated Articles and, upon approval by the sole shareholder and such regulatory authorities, to prepare, execute, and file the Amended and Restated Articles with the Secretary of State of the State of Iowa, and as may be necessary, with the Secretary of State of the State of Utah; and

FURTHER RESOLVED, that the Board of Directors approves the Company's Amended and Restated Bylaws to make conforming Company changes consistent with the changes outlined herein and other changes that the Board of Directors deems necessary and appropriate.

The undersigned directors, constituting all of the directors of the Company, jointly and severally, do hereby consent to the taking of the actions of the directors of the Company as above recited, and this Consent shall be effective as provided herein upon the signing hereof in one or more counterparts (each of which shall be deemed an original, but all of which together shall constitute one and the same instrument) by all of the directors of the Company and shall have the same force and effect as a unanimous vote of all of the directors of the Company at a duly called and held meeting thereof.

Dated: October 23, 2019

DocuSigned by:
Scott Haugh
D47DF4793C11402..

Scott M. Haugh, Director

DocuSigned by:
Sara E. Lehan
1FFAF3329D8A437..

Sara E. Lehan, Director

DocuSigned by:
Thomas A. Swank
8DE80C4F32634DA..

Thomas A. Swank, Director

DocuSigned by:
David Keith
724432F77A542B..

David J. Keith, Director

DocuSigned by:
Mark S. Movic
1818C1B5C0814FA..

Mark S. Movic, Director

Great Western Insurance Company

Exhibit B – Shareholder Consent

Great Western Insurance Company

Consent of Shareholder

The undersigned, being the sole shareholder of Great Western Insurance Company (the "Company"), a corporation currently organized under the laws of the State of Utah, and seeking to be organized under the laws of the State of Iowa, pursuant to the provisions of Section 16-10a-704 of the Utah Revised Business Corporation Act and Section 704 of the Iowa Business Corporation Act, does hereby consent to the taking of the actions set forth in the following resolutions without a meeting:

WHEREAS, the Board of Directors of the Company wishes to redomesticate the Company from Utah to Iowa (the "Redomestication"); and

WHEREAS, the Board of Directors of the Company has adopted the proposed Amended and Restated Articles of Incorporation of the Company ("Amended and Restated Articles") in the form attached hereto as Exhibit A; and

WHEREAS, the Board of Directors of the Company has recommended to American Republic Insurance Company, the sole shareholder of the Company, that the sole shareholder approve both the Redomestication and the Amended and Restated Articles; and

WHEREAS, the sole shareholder of the Company now desires to approve the Redomestication and the Amended and Restated Articles.

NOW, THEREFORE, BE IT RESOLVED, that the Redomestication is hereby authorized and approved in all respects; and

FURTHER RESOLVED, that the Amended and Restated Articles are hereby authorized and approved in all respects.

The undersigned shareholder, constituting the sole shareholder of the Company, does hereby consent to the taking of the action as above recited and that this consent shall have the same force and effect as a unanimous vote of all the shareholders of the Company at a duly called and held meeting thereof.

Dated: October 23, 2019

American Republic Insurance Company



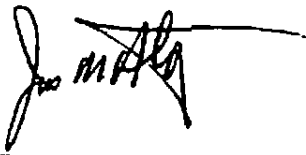
Thomas A. Swank

President and Chief Executive Officer

COMMISSIONER CERTIFICATE OF APPROVAL

Pursuant to the relevant provisions of the Iowa Code, the undersigned approves the Amended and Restated Articles of Incorporation of Great Western Insurance Company.

DOUG OMMEN
Iowa Insurance Commissioner



JAMES N. ARMSTRONG
Deputy Commissioner of Supervision

Date: 11/01/2019



FILED
IOWA
SECRETARY OF STATE
11-1-19
8:43AM
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