

P15175

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(Business Entity Name)

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Amend.

D. CORNEL MAR 11 2010

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Warner Insurance Company
Name of Corporation

DOCUMENT NUMBER: P15175

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Margaret L. O'Hara
Name of Contact Person
Warner Insurance Company
c/o Unitrin Direct
Firm/Company

One E. Wacker Dr. Suite 3700
Address

Chicago, IL 60601
City/State and Zip Code

As you currently have on file
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Margaret L. O'Hara at (312) 661-4542
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|--|---|--|---|
| <input checked="" type="checkbox"/> \$35.00 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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)

P 15175

(Document number of corporation (if known))

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

Connecticut - now,

2. _____
(Incorporated under laws of)

3. 7/13/1987
(Date authorized to do business in Florida)

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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.

Illinois
(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.

Margaret L. O'Hara
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Margaret L. O'Hara
(Typed or printed name of person signing)

Secretary
(Title of person signing)



STATE OF ILLINOIS
DEPARTMENT OF INSURANCE

320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001



I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed this Seal in Springfield, Illinois.

Date: FEB 16 2010 Michael J. McBaith
Director of Insurance

ARTICLES OF REORGANIZATION

OF

WARNER INSURANCE COMPANY

The undersigned, being the President and Secretary of Warner Insurance Company, for the purpose of re-domesticating Warner Insurance Company from the State of Connecticut to the State of Illinois pursuant to the provisions of Article XII of the Illinois Insurance Code, hereby execute the following Articles of Reorganization:

ARTICLE 1

The name of the Company shall be Warner Insurance Company.

ARTICLE 2

The Company was originally incorporated in Illinois on June 28, 1985 under 215 ILCS 5/Article II of the Illinois Insurance Code.

ARTICLE 3

The principal office of the Company shall be located in the City of Chicago, County of Cook, and State of Illinois.

ARTICLE 4

The duration of the Company shall be perpetual.

ARTICLE 5

The purpose of the Company is to transact the kinds of insurance business as enumerated in the paragraphs of Class 2 and Class 3 of Section 4 of the Illinois Insurance Code specified below:

Class 2. Casualty, Fidelity and Surety.

- (a) Accident and Health. Insurance against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto, including stop-loss insurance. Stop-loss insurance is insurance against the risk of economic loss issued to a single employer self-funded employee disability benefit plan or an employee welfare benefit plan as described in 29 U.S.C. 1001 et seq.
- (b) Vehicle. Insurance against any loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft. Any policy insuring against any loss or liability on account of the

bodily injury or death of any person may contain a provision for payment of disability benefits to injured persons and death benefits to dependents, beneficiaries or personal representatives of persons who are killed, including the named insured, irrespective of legal liability of the insured, if the injury or death for which benefits are provided is caused by accident and sustained while in or upon or while entering into or alighting from or through being struck by a vehicle (motor or otherwise), draft animal or aircraft, and such provision shall not be deemed to be accident insurance.

- (c) Liability. Insurance against the liability of the insured for the death, injury or disability of an employee or other person, and insurance against the liability of the insured for damage to or destruction of another person's property.
- (d) Workers' Compensation. Insurance of the obligations accepted by or imposed upon employers under laws for workers' compensation.
- (e) Burglary and Forgery. Insurance against loss or damage by burglary, theft, larceny, robbery, forgery, fraud or otherwise; including all householders' personal property floater risks.
- (f) Glass. Insurance against loss or damage to glass including lettering, ornamentation and fittings from any cause.
- (g) Fidelity and surety. Become surety or guarantor for any person, copartnership or corporation in any position or place of trust or as custodian of money or property, public or private; or, becoming a surety or guarantor for the performance of any person, copartnership or corporation of any lawful obligation, undertaking, agreement or contract of any kind, except contracts or policies of insurance; and underwriting blanket bonds. Such obligations shall be known and treated as suretyship obligations and such business shall be known as surety business.
- (h) Miscellaneous. Insurance against loss or damage to property and any liability of the insured caused by accidents to boilers, pipes, pressure containers, machinery and apparatus of any kind and any apparatus connected thereto, or used for creating, transmitting or applying power, light, heat, steam or refrigeration, making inspection of and issuing certificates of inspection upon elevators, boilers, machinery and apparatus of any kind and all mechanical apparatus and appliances appertaining thereto; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports, or against loss or damage from any cause (other than causes specifically enumerated below in Class 3) to such sprinkler, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage which may result from the failure of debtors to pay their obligations to the insured; and

insurance of the payment of money for personal services under contracts of hiring.

- (i) Other Casualty Risks. Insurance against any other casualty risk not otherwise specified under Class 3, which may lawfully be the subject of insurance and may properly be classified under Class 2.
- (j) Contingent Losses. Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any one of the causes enumerated under Class 2. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.
- (k) Livestock and Domestic Animals. Insurance against mortality, accident and health of livestock and domestic animals.
- (l) Legal expense insurance. Insurance against risk resulting from the cost of legal services as defined under Class 1(c).

Class 3. Fire and Marine, etc.

- (a) Fire. Insurance against loss or damage by fire, smoke and smudge, lightning or other electrical disturbances.
- (b) Elements. Insurance against loss or damage by earthquake, windstorms, cyclone, tornado, tempests, hail, frost, snow, ice, sleet, flood, rain, drought or other weather or climatic conditions including excess or deficiency of moisture, rising of the waters of the ocean or its tributaries.
- (c) War, riot and explosion. Insurance against loss or damage by bombardment, invasion, insurrection, riot, strikes, civil war or commotion, military or usurped power, or explosion (other than explosion of steam boilers and the breaking of fly wheels on premises owned, controlled, managed, or maintained by the insured.)
- (d) Marine and transportation. Insurance against loss or damage to vessels, craft, aircraft, vehicles of every kind, (excluding vehicles operating under their own power or while in storage not incidental to transportation) as well as all goods, freights, cargoes, merchandise, effects, disbursements, profits, moneys, bullion, precious stones, securities, choses in action, evidences of debt, valuable papers, bottomry and respondentia interests and all other kinds of property and interests therein, in respect to, appertaining to or in connection with any or all risks or perils of navigation, transit, or transportation, including war risks, on or under any seas or other waters, on land or in the air, or while being assembled, packed, crated, baled, compressed or similarly prepared for shipment or while awaiting the same or during any delays, storage, transshipment, or reshipment incident thereto, including marine builder's risks and all personal property floater risks; and for loss or damage to persons or property in connection with or appertaining to marine, inland marine, transit or transportation insurance, including liability for

loss of or damage to either arising out of or in connection with the construction, repair, operation, maintenance, or use of the subject matter of such insurance, (but not including life insurance or surety bonds); but, except as herein specified, shall not mean insurances against loss by reason of bodily injury to the person; and insurance against loss or damage to precious stones, jewels, jewelry, gold, silver and other precious metals whether used in business or trade or otherwise and whether the same be in course of transportation or otherwise, which shall include jewelers' block insurance; and insurance against loss or damage to bridges, tunnels and other instrumentalities of transportation and communication (excluding buildings, their furniture and furnishings, fixed contents and supplies held in storage) unless fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion are the only hazards to be covered; and to piers, wharves, docks and slips, excluding the risks of fire, tornado, sprinkler leakage, hail, explosion, earthquake, riot and civil commotion; and to other aids to navigation and transportation, including dry docks and marine railways, against all risk.

- (e) Vehicle. Insurance against loss or liability resulting from or incident to the ownership, maintenance or use of any vehicle (motor or otherwise), draft animal or aircraft, excluding the liability of the insured for the death, injury or disability of another person.
- (f) Property damage, sprinkler leakage and crop. Insurance against the liability of the insured for loss or damage to another person's property or property interests from any cause enumerated in this class; insurance against loss or damage by water entering through leaks or openings in buildings, or from the breakage or leakage of a sprinkler, pumps, water pipes, plumbing and all tanks, apparatus, conduits and containers designed to bring water into buildings or for its storage or utilization therein, or caused by the falling of a tank, tank platform or supports or against loss or damage from any cause to such sprinklers, pumps, water pipes, plumbing, tanks, apparatus, conduits or containers; insurance against loss or damage from insects, diseases or other causes to trees, crops or other products of the soil.
- (g) Other fire and marine risks. Insurance against any other property risk not otherwise specified under Class 2, which may lawfully be the subject of insurance and may properly be classified under Class 3.
- (h) Contingent losses. Contingent, consequential and indirect coverages wherein the proximate cause of the loss is attributable to any of the causes enumerated under Class 3. Such coverages shall, for the purpose of classification, be included in the specific grouping of the kinds of insurance wherein such cause is specified.
- (i) Legal expense insurance. Insurance against risk retention resulting from the cost of legal services as defined under Class 1(c).

ARTICLE 6

The corporate powers of the Company shall be exercised by, and its business and affairs shall be under the control of, a Board of Directors composed of not less than three (3) nor more than twenty-one (21) natural persons who are at least eighteen (18) years of age and at least three (3) of whom are residents and citizens of the State of Illinois. The number of Directors to be elected from time to time shall be governed by the by-laws of the Company. The regular term of a Director shall be one year, and until a successor is duly elected and qualified.

In all elections for Directors, every shareholder of common shares shall have a right to vote in person or by proxy for the number of shares owned by the holder for as many persons as there are Directors to be elected or to cumulate such shares and give one candidate as many votes as the number of Directors multiplied by the number of shares of stock shall equal, or to distribute them on the same principle among as many candidates as the holder shall think fit.

Vacancies in the Board of Directors shall be filled by the shareholders at a meeting specially called for that purpose or at an annual meeting of the shareholders.

The Directors shall have the power to adopt and amend the by-laws of the Company not inconsistent with these Articles of Reorganization or provisions of law pertaining to the Company.

At any shareholders' meeting, a majority of the outstanding shares represented either in person or by proxy shall constitute a quorum for the transaction of business; provided that in case there shall be less than a quorum present at any meeting, those present may adjourn the meeting from time to time until a quorum is attained or may adjourn sine die.

ARTICLE 7

The amount of the Company's authorized capital shall be \$20,000,000, consisting of 20,000,000 shares of common stock having a par value of \$1.00 per share. There are 2,000,000 shares of common stock issued and outstanding as of the effective date of these Articles of Reorganization, and the Board of Directors shall have the authority to issue additional shares, not to exceed the authorized number of shares, or to reduce the issued and outstanding shares, without restating these Articles of Reorganization. The Company shall be conducted on the stock plan.

No present or future holder of common stock of the Company shall, as such holder, have any right to purchase or subscribe for any shares of stock of the Company of any class, or obligations or instruments which the Company may issue or sell that shall be convertible into or exchangeable for or entitle the holders thereof to subscribe for or purchase any shares of the Company of any class, other than such rights as the Board of Directors in its discretion may determine; all such pre-emptive rights being by each and all such present and future holders expressly waived and denied.

ARTICLE 8

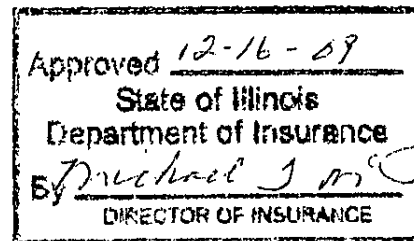
All dividends or other distributions shall be paid from the earned surplus of the Company, and such dividends shall be declared at the direction of the Board of Directors.

ARTICLE 9

The Company shall be bound by all the terms and provisions of the Illinois Insurance Code.

ARTICLE 10

Upon the effective date of the reorganization of the Company, these Articles of Reorganization shall become the Articles of Incorporation of the Company, and the Company shall continue in existence as, and thereafter be, a domestic stock insurance company of the State of Illinois.



These Articles of Reorganization have been executed in duplicate this 25 day of Sept. 2009.

WARNER INSURANCE COMPANY

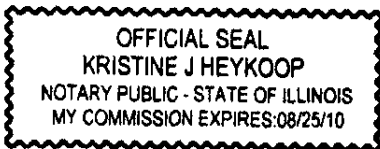
By: [Signature]
John Ammendola, President

ATTEST:

[Signature]
Margaret L. O'Hara, Secretary

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

These Articles of Reorganization were executed in duplicate and acknowledged and sworn to before me this 25 day of Sept. 2009, by John Ammendola and Margaret L. O'Hara, the President and Secretary, respectively, of Warner Insurance Company.



[Signature]
Print Name: Kristine J Heykoop
Notary Public in and for said
County and State

My commission expires:

8/25/10